

**PART I : STATEMENT OF PROFIT AND LOSS OF NUCLEUS SOFTWARE EXPORTS LIMITED
FOR THE QUARTER AND YEAR ENDED MARCH 31, 2013**

	Particulars	(Amount in Rupees lakhs)			
		Quarter Ended		Year Ended	
		March 31, 2013	December 31, 2012	March 31, 2013	March 31, 2012
		Audited (Refer note 10 below)	Audited	Audited	Audited
1.	INCOME FROM OPERATIONS				
	Income from Software Products and Services	5,137.95	4,929.44	4,991.66	20,228.18
	Total Income from operations (net)	5,137.95	4,929.44	4,991.66	20,228.18
2.	EXPENSES				
	a) Employee benefits expense	2,802.56	2,939.58	2,890.90	11,758.44
	b) Depreciation and amortisation expense	123.31	133.95	132.08	497.02
	c) Travel expense	396.16	386.41	399.64	1,607.66
	d) Outsourced technical service expense	83.57	71.48	121.53	395.53
	e) Other expenses	903.71	806.21	980.96	3,370.33
	Total Expenses	4,309.31	4,337.63	4,525.11	17,628.98
3.	PROFIT FROM OPERATIONS BEFORE OTHER INCOME, FINANCE COSTS AND TAXES (1-2)	828.64	591.81	466.55	2,599.20
4.	Other Income	418.00	560.71	249.64	2,398.64
5.	PROFIT FROM OPERATIONS BEFORE FINANCE COSTS AND TAXES (3+4)	1,246.64	1,152.52	716.19	4,997.84
6.	Finance costs	9.61	8.20	6.66	22.32
7.	PROFIT BEFORE TAXES (5-6)	1,237.03	1,144.32	709.53	4,967.96
8.	Tax expense	333.30	320.83	110.26	1,259.19
9.	NET PROFIT FOR THE PERIOD (7-8)	903.73	823.49	599.27	3,708.77
10.	Paid-up Equity Share Capital (Face Value Rs.10 each)	3,238.51	3,238.51	3,238.50	3,238.50
11.	Reserves excluding Revaluation Reserves				28,709.15
12.	Earnings Per Share (Rs.) (Par value Rs.10 each) (not annualised)				
	Basic	2.79	2.54	1.85	11.45
	Diluted	2.79	2.54	1.85	11.45

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

(Signature)
(10/11/13)

PART II : SELECTED INFORMATION FOR THE QUARTER AND YEAR ENDED MARCH 31, 2013

	Particulars	Quarter Ended		Year Ended	
		March 31, 2013	December 31, 2012	March 31, 2013	March 31, 2012
A	PARTICULARS OF SHAREHOLDING				
1.	Public shareholding				
-	Number of Shares	13,781,768	13,781,768	13,781,768	13,781,588
-	Percentage of Shareholding	42.56%	42.56%	42.56%	42.56%
2.	Promoters and Promoter Group Shareholding				
a) Pledged / Encumbered					
-	Number of shares	-	-	-	-
-	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-
-	Percentage of shares (as a % of the total share capital of the company)	-	-	-	-
b) Non - encumbered					
-	Number of shares	18,601,866	18,601,866	18,601,866	18,601,866
-	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100%	100%	100%	100%
-	Percentage of shares (as a % of the total share capital of the company)	57.44%	57.44%	57.44%	57.44%

	Particulars	3 months ended March 31, 2013
B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	15
	Received during the quarter	15
	Disposed of during the quarter	-
	Remaining unsolved at the end of the quarter	-

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Abdullah R. Rashed

For NUCLEUS SOFTWARE EXPORTS LIMITED
Abdullah R. Rashed
Company Secretary

SEGMENT REPORTING (STANDALONE)				
Particulars	(Amount in Rupees lakhs)			
	March 31, 2013	Quarter Ended December 31, 2012	March 31, 2012	Year Ended March 31, 2012
a) Revenue by Geographical Segment				
India	1,361.80	1,192.35	1,310.29	5,333.25
Far East	871.27	919.64	530.98	3,703.38
South East Asia	926.54	913.36	850.73	3,430.39
Europe	400.62	490.56	789.50	1,885.62
Middle East	1,234.12	1,049.14	947.36	4,224.32
Others	343.60	364.39	562.80	1,651.22
Total	5,137.95	4,929.44	4,991.66	20,228.18
Less:- Inter Segment Revenue				
Net Revenue From Operations	5,137.95	4,929.44	4,991.66	20,485.46
b) Segment Profit before Tax				
India	488.60	230.93	395.08	1,315.31
Far East	535.92	555.76	28.16	2,299.20
South East Asia	420.09	426.39	243.90	1,230.07
Europe	185.90	249.22	336.37	732.21
Middle East	747.99	570.65	531.03	2,423.60
Others	101.58	139.96	322.78	744.67
Total	2,480.08	2,172.91	1,857.32	8,745.07
Add:- Other Income	418.00	560.71	249.64	2,398.74
Less:- Other Unallocable Expenditure	1,661.05	1,589.30	1,397.43	2,299.76
Operating Profit before Tax	1,237.03	1,144.32	709.53	4,967.99
c) Capital Employed (Refer Note 8 below)	31,947.79	32,168.96	29,261.56	31,947.79
				29,261.56

OTHER INFORMATION (STANDALONE)

Particulars	(Amount in Rupees lakhs)			
	March 31, 2013	Quarter Ended December 31, 2012	March 31, 2012	Year Ended March 31, 2012
Details of other income:				
Interest Received	229.30	214.70	117.63	733.38
Dividend received from non-trade investments	104.29	153.62	294.29	717.31
Dividend received from Subsidiary Company	-	-	-	300.00
Profit on sale of investments	103.28	-	102.45	103.28
Provisions written back	(47.09)	139.15	(314.77)	32.42
Foreign Exchange Gain/(Loss)	28.22	53.24	50.04	49.11
Miscellaneous Income				93.14
Total	418.00	560.71	249.64	2,398.64
				2,299.76

FOR NUCLEUS SOFTWARE LTD.

[Signature]
Company Secretary

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Nucleus Software Ltd.

AUDITED STATEMENT OF ASSETS AND LIABILITIES (STANDALONE)

		(Amount in Rupees lakhs)	
		As at March 31, 2013	As at March 31, 2012
A	EQUITY AND LIABILITIES		
1.	SHAREHOLDERS' FUNDS		
a)	Share capital	3,238.51	3,238.50
b)	Advance pursuant to stock option plan	0.13	1.68
c)	Reserves and surplus	28,709.15	26,021.38
		31,947.79	29,261.56
2.	NON-CURRENT LIABILITIES		
a)	Long-term provisions	1,039.18	963.91
		1,039.18	963.91
3.	CURRENT LIABILITIES		
a)	Trade payables	1,889.40	1,987.93
b)	Other current liabilities	5,105.18	3,829.86
c)	Short-term provisions	1,494.80	1,286.12
		8,489.38	7,103.91
	TOTAL - EQUITY AND LIABILITIES	41,476.35	37,329.38
B	ASSETS		
1.	NON-CURRENT ASSETS		
a)	Fixed assets	3,312.96	3,093.70
b)	Non-current investments	1,329.12	1,571.54
c)	Deferred tax assets (net)	542.40	520.50
d)	Long-term loans and advances	2,603.27	2,346.86
e)	Other non current assets	18.36	121.17
		7,806.11	7,653.77
2.	CURRENT ASSETS		
a)	Current investments	15,082.38	10,094.14
b)	Inventories - Trading goods	494.86	
c)	Trade receivables	5,729.41	7,774.22
d)	Cash and cash equivalents	9,046.71	7,357.85
e)	Short-term loans and advances	741.82	933.68
f)	Other current assets	2,575.06	3,515.72
		33,670.24	29,675.61
	TOTAL - ASSETS	41,476.35	37,329.38

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

(Signature)

**PART I : STATEMENT OF CONSOLIDATED PROFIT AND LOSS OF NUCLEUS SOFTWARE EXPORTS LIMITED AND SUBSIDIARIES
FOR THE QUARTER AND YEAR ENDED MARCH 31, 2013**

	Particulars	(Amount in Rupees lakhs)				
		Quarter Ended		Year Ended		
		March 31, 2013	December 31, 2012	March 31, 2012	March 31, 2013	
		Unaudited	Unaudited	Unaudited	Audited	Audited
1.	INCOME FROM OPERATIONS Income from Software Products and Services Total Income from operations (net)	7,343.50 7,343.50	7,463.07 7,463.07	7,006.74 7,006.74	29,375.85 29,375.85	28,225.48 28,225.48
2.	EXPENSES a) Employee benefits expense b) Depreciation and amortisation expense c) Travel expense d) Outsourced technical service expense e) Other expenses Total Expenses	3,890.80 151.64 489.41 271.00 1,452.66 6,255.51	4,080.99 161.40 498.86 254.10 1,366.50 6,361.85	4,003.14 176.07 480.83 203.42 1,383.45 6,246.91	16,340.57 609.16 2,020.18 1,070.94 5,310.46 25,351.31	15,707.72 745.04 1,954.55 1,987.92 4,987.72 25,382.95
3.	PROFIT FROM OPERATIONS BEFORE OTHER INCOME, FINANCE COSTS AND TAXES (1-2)	1,087.99	1,101.22	759.83	4,024.54	2,842.53
4.	Other Income	415.11	503.70	242.60	2,025.10	2,020.64
5.	PROFIT FROM OPERATIONS BEFORE FINANCE COSTS AND TAXES (3+4)	1,503.10	1,604.92	1,002.43	6,049.64	4,863.17
6.	Finance costs	13.38	11.38	9.38	44.20	32.81
7.	PROFIT BEFORE TAXES (5-6)	1,489.72	1,593.54	993.05	6,005.44	4,830.36
8.	Tax expense	444.78	360.62	113.77	1,488.53	1,296.35
9.	PROFIT AFTER TAXES (7-8)	1,044.94	1,232.92	879.28	4,516.91	3,534.01
10.	Minority Interest	-	-	-	-	-
11.	NET PROFIT FOR THE PERIOD (9-10)	1,044.94	1,232.92	879.28	4,516.91	3,534.01
12.	Paid-up Equity Share Capital (Face Value Rs.10 each)	3,238.51	3,238.51	3,238.50	3,238.51	3,238.50
13.	Reserves excluding Revaluation Reserves	-	-	-	31,760.35	28,174.22
14.	Earnings Per Share (Rs.) (Par value Rs.10 each) (not annualised) Basic Diluted	3.23 3.23	3.81 3.81	2.72 2.72	13.95 13.95	10.91 10.91

For NUCLEUS SOFTWARE EXPORTS LIMITED

(Signature) *(Signature)*

Company Secretary

NOTES:

1. The above financial results were reviewed by the Audit Committee in their meeting held on April 27, 2013.
2. The above financial results were approved by the Board of Directors in their meeting held on April 27, 2013.
3. The Auditors have carried out an audit of standalone results of the Company for quarter and year ended March 31, 2013 and audit of consolidated results for the year ended March 31, 2013. There are no qualifications in the Auditors' report on these financial statements.
4. The Board of Directors recommended a Final Dividend of Rs. 3.00 per share (on equity share of par value of Rs. 10/-) at their Board meeting held on April 27, 2013. The payment is subject to the approval of the shareholders at the ensuing Annual General Meeting.
5. During the year, the Company received interim dividend of Rs. 300 lakhs from VirStra- I Technology Services Limited, a wholly owned subsidiary.
6. Tax expenses include current tax, deferred tax, taxes pertaining to earlier years and withholding taxes charged off.
7. During the year, the Company allotted 180 shares under Employee Stock Option Scheme 2005.
8. Fixed assets used in the Company's business cannot be specifically identified with any of the reportable segments, as these are used interchangeably between various segments. The Management believes that it is not practicable to provide segment-wise disclosures relating to total assets and liabilities since a meaningful segregation of the available data is not possible.
9. Previous period/year figures have been regrouped /reclassified, wherever necessary.
10. The figures of the quarter ended March 31, 2013 and March 31, 2012 are the balancing figures between audited figures in respect of the full financial year and published year to date figures up to the third quarter of the relevant financial year.

**By Order of the Board
For Nucleus Software Exports Limited**



Vishnu R. Dusad
CEO & Managing Director

**Place: Noida
Date : April 27, 2013**



For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

**AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
NUCLEUS SOFTWARE EXPORTS LIMITED**

1. We have audited the accompanying Statement of Consolidated Financial Results ("the Statement") of **NUCLEUS SOFTWARE EXPORTS LIMITED** ("the Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group") for the year ended 31 March, 2013, being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges. This Statement has been prepared on the basis of the related annual consolidated financial statements, which are the responsibility of the Company's Management and have been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related annual consolidated financial statements, which have been prepared in accordance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and other accounting principles generally accepted in India.
2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. Attention is invited to Note 10 of the Statement regarding figures for the quarter ended 31 March, 2013 being balancing figures between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year.
4. The Statement reflects the Group's share of Revenues of Rupees 586,041,462 and Profit after Tax of Rupees 30,286,454 relating to subsidiaries whose results have been audited by other auditors and whose reports have been considered by us in submitting our report.
5. In our opinion and to the best of our information and according to the explanations given to us on the basis stated in paragraph 4, the Statement:
 - (i) is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges and
 - (ii) gives a true and fair view of the net profit and other financial information of the Group for the year ended 31 March, 2013.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(ICAI Registration No. 015125N)



RASHIM TANDON
Partner
(Membership No. 95540)

NOIDA, 27 April, 2013
RT/SK/2013

Deloitte Haskins & Sells

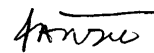
Chartered Accountants
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DLF Cyber City Complex
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Gurgaon - 122 002, Haryana
India

Tel : + 91 (124) 679 2000
Fax : + 91 (124) 679 2012

AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF NUCLEUS SOFTWARE EXPORTS LIMITED

1. We have audited the accompanying Statement of Financial Results ("the Statement") of **NUCLEUS SOFTWARE EXPORTS LIMITED** ("the Company") for the year ended 31 March, 2013 being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges. This Statement has been prepared on the basis of the related annual financial statements, which are the responsibility of the Company's Management and have been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related annual financial statements, which have been prepared in accordance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and other accounting principles generally accepted in India.
2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. Attention is invited to Note 10 of the Statement regarding figures for the quarter ended 31 March, 2013 being balancing figures between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year.
4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges and
 - (ii) gives a true and fair view of the net profit and other financial information of the Company for the year ended 31 March, 2013.
5. Further, we also report that we have traced from the details furnished by the Management/Registrars, the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding, pledged / encumbered shares and non-encumbered shares of promoter and promoter group shareholders, in terms of Clause 35 of the Listing Agreements and the particulars relating to the undisputed investor complaints from the details furnished by the Company's Secretary.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(ICAI Registration No.015125N)



RASHIM TANDON
Partner
(Membership No. 95540)

NOIDA, 27 April, 2013
RT/SK/2013