

INDEPENDENT AUDITORS' REPORT

To the Members of Nucleus Software Exports Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Nucleus Software Exports Limited** ("the Company"), which comprise the standalone balance sheet as at March 31, 2025, and standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity, the standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (herein after referred to as "the standalone financials statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr No	Key Audit Matter	How our audit addressed the key audit matter
1	For the year ended March 31, 2025, revenue amounting to Rs 76,866 Lakh has been recognized from the sale of software products and sale of services to customers. This revenue includes revenue from fixed price contracts which is recognized based on the percentage of work completed. The percentage of work completed is estimated by the Company on the basis of the completion of milestones and activities as agreed with the customers. Due to the number and complexity of activities performed, significant judgments are required to estimate this percentage of completion. Therefore, the audit risk is that if there is an error in estimation of percentage of completion, this will have an impact on the accuracy of revenue recognized for the year ended March 31, 2025.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient and appropriate audit evidence: • Obtained an understanding of key internal controls over recording of activities completed and of general IT controls for the project management tool. Performed walkthrough of the underlying process and documented the controls and assessed the effectiveness of their design and implementation. Also performed tests to assess whether the controls were operating as designed. • Involved IT specialists to assess whether the project management tool captured activities completed in the correct period and whether the related percentage completion was derived from a system that is operating effectively. • Selected a sample of contracts, using a mix of quantitative and qualitative criteria, and performed the following procedures for each contract selected: ○ inspected key terms, including transaction price, deliverables, performance obligations, timetable, and milestones, set out in the contract. ○ inquired of the relevant project managers about key aspects and the progress of the contracts, including the estimated total contract costs, key project risks, amendments, contingencies, and billing schedules. ○ verified the details of activities completed with those stated in the

		customer contract and confirmed by the project manager including agreeing the respective activities performed according to project management tool with customer report/confirmations which form the basis of percentage of completion; and o verified the ageing analysis and performed analytical procedures, based on revenue trends, to assess the movements in accruals.
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Other Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. The aforementioned other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements;



- (g) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act, in our opinion, according to the information and explanation given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act; and
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note No. 2.31 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 2.42 to the standalone financial statement, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company, or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The management has represented, that, to the best of its knowledge and belief, as disclosed in the note 2.42 to the standalone financial statement, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
- v. The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed and amount of dividend paid for the previous year in the current year is in accordance with section 123 of the Act, as applicable.

- vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Audit trail has been preserved by the Company as per the statutory requirements for record retention in accordance with the requirements of Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

For **ASA & Associates LLP**

Chartered Accountants

Firm Registration No. 009571N/N500006

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Nitin Gupta

Partner

Membership No. 122499

UDIN: 25122499BMKWJV1306

Place: New Delhi

Date: May 16, 2025

Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i)(a)(A) According to the information and explanations given to us and audit procedures performed by us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(i)(a)(B) According to the information and explanations given to us and audit procedures performed by us, the Company has maintained proper records showing full particulars of intangible assets.

(i)(b) The property, plant and equipment were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(i)(c) According to information and explanations given to us and audit procedures performed by us, the title deeds of all of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.

(i)(d) According to information and explanations given to us and audit procedures performed by us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(i)(e) According to information and explanations given to us and audit procedures performed by us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii)(a) The Company does not hold any physical inventories during the year. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable.

(ii)(b) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable.

(iii)(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the Company has not made any investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or any other parties. Accordingly, reporting under clause 3(iii)(a) of the Order is not applicable.

(iii)(b) According to the information and explanations given to us and audit procedures performed by us, we are of the opinion that the investment made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are, prima facie, not prejudicial to the Company's interest.



(iii)(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of following loans given by the Company, there is no stipulation of schedule of repayment of principal and payment of interest and accordingly, we are unable to make specific comment on the regularity of repayment of principal and payment of interest.

Name of the parties	Amount of loan	Remarks
Nucleus Software Limited	421.77 Lakhs	There is no stipulation of schedule of repayment of principal or payment of interest.

Further, the Company has not given any advance in the nature of loan to any party during the year.

(iii)(d) According to the information and explanations given to us and audit procedures performed by us, there is no overdue amounts for more than ninety days in respect of the loans given by the Company. Further, the Company has not given any advance in the nature of loan to any party during the year.

(iii)(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(iii)(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans or advances in the nature of loans to its related parties as defined in clause (76) of section 2 of the Companies Act, 2013.

Particulars	Related Parties
Aggregate amounts of loans/ advances in nature of loans	
- Repayable on demand* (A)	421.77 Lakhs
- Agreement does not specify any terms or period of repayment (B)	
Total (A+B)	421.77 Lakhs
Percentage of loans/ advances in nature of loans to the total loans	91%

*Loan given to Nucleus Software Limited, a wholly owned subsidiary.

(iv) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013. In respect of the investments made by the Company, the provisions of section 186 of the Companies Act, 2013 have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, reporting under clause 3(v) of the Order is not applicable.

(vi) According to information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the services provided by it. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii)(a) According to the information provided and explanations given to us and based on our examination of the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it. There are no material outstanding statutory dues existing as on the last day of the financial year which is outstanding for more than six months from the day these becomes payable.

(vii)(b) According to the information provided and explanations given to us, statutory dues relating to Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute are as follows:

Name of the statute	Nature of Dues	Amount (in Lakhs)	Amount paid under protest (in Lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks (If any)
Income Tax Act 1961	Income Tax	44	-	AY 2022-23	Deputy Commissioner of Income Tax	-
Income Tax Act 1961	Income Tax	19	-	AY 2021-22	National Faceless Appeal Centre	-
Income Tax Act 1961	Income Tax	56	7	AY 2020-21	National Faceless Appeal Centre	-
Income Tax Act 1961	Income Tax	23	5	AY 2019-20	National Faceless Appeal Centre	-
Income Tax Act 1961	Income Tax	212	8	AY 2018-19	National Faceless Appeal Centre	-
Income Tax Act 1961	Income Tax	0.41	-	AY 2018-19	Joint Commissioner of Income Tax	-
Central Goods and Services Tax Act 2017	Goods and Services Tax	47	2	FY 2018-19	Additional Commissioner Grade II (Appeals)	-
Central Goods and Services Tax Act 2017	Goods and Services Tax	4	2	FY 2019-20	Deputy Commissioner of State Tax	
Central Goods and	Goods and Services Tax	16	-	FY 2020-21	Deputy Commissioner	

Services Tax Act 2017					of State Tax	
Central Goods and Services Tax Act 2017	Goods and Services Tax	19	9	FY 2017-18	Deputy Commissioner of State Tax	

(viii) According to the information provided and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessment under the Income Tax Act, 1961 as income during the year and accordingly reporting under clause 3(viii) of the Order is not applicable.

(ix)(a) The Company has not availed any loans and borrowings during the year. Accordingly, reporting under clause (ix)(a) of the Order is not applicable.

(ix)(b) According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(ix)(c) According to the information and explanations given to us, the Company has not obtained any term loans during the year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable.

(ix)(d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(ix)(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under Companies Act, 2013.

(ix)(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies as defined under the Companies Act, 2013.

(x)(a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.

(x)(b) According to the information provided and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable.



(xi)(a) According to the information and explanations given by the management and based upon the audit procedures performed for the purpose of reporting on the true and fair view of the financial statements, we report that no fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(xi)(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, report under section 143(12) of the Act, in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.

(xi)(c) We have taken into consideration the whistle blower complaint received by the Company during the year while determining the nature, timing and extent of audit.

(xii)(a) According to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions entered with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and details have been disclosed in the financial statements as required by the Indian accounting standards.

(xiv)(a) According to the information and explanations given to us and audit procedures performed by us, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(xiv)(b) We have considered the internal audit reports of the Company issued till date, for the period under audit.

(xv) According to the information and explanations given to us, in our opinion the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi)(a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(xvi)(b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities.

(xvi)(c) The Company is not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) and (d) of the Order are not applicable.

(xvii) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.



(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report, that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the information and explanation as made available to us by the management of the Company up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanation given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, reporting under clause 3(xx)(a) and (b) of the Order are not applicable.

For **ASA & Associates LLP**

Chartered Accountants

Firm Registration No. 009571N/N500006

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Nitin Gupta

Partner

Membership No. 122499

UDIN: 25122499BMKWJV1306

Place: New Delhi

Date: May 16, 2025

Annexure B to the Independent Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to the Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to the Financial Statements of **Nucleus Software Exports Limited** (the "Company") as at March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to the Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to the Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Financial Statements included obtaining an understanding of internal financial controls with reference to the Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to the Financial Statements.



Meaning of Internal Financial Controls with reference to the Financial Statements

A Company's internal financial control with reference to the Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to the Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the Financial Statements

Because of the inherent limitations of internal financial controls with reference to the Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Financial Statements to future periods are subject to the risk that the internal financial control with reference to the Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has maintained, in all material respects, an adequate internal financial controls system with reference to the Financial Statements and such internal financial controls with reference to the Financial Statements were operating effectively as at March 31, 2025, based on the internal control with reference to the Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **ASA & Associates LLP**

Chartered Accountants

Firm Registration No. 009571N/N500006

NITIN
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 by NITIN GUPTA
 Date: 2025.05.16
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GUPTA



Nitin Gupta

Partner

Membership No. 122499

UDIN: 25122499BMKWJV1306

Place: New Delhi

Date: May 16, 2025

NUCLEUS SOFTWARE EXPORTS LIMITED
STANDALONE BALANCE SHEET AS AT 31 MARCH 2025

(Amount in Rupees Lacs unless otherwise stated)

Particulars	Note	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	2.1(a)	4,009	3,450
Capital work in progress	2.1(b)	22	6
Other intangible assets	2.1(a)	122	140
Intangible assets under development	2.1(c)	3	59
Right of use assets	2.2	661	874
Financial assets			
Investments	2.3	42,347	34,103
Loans	2.4	8	40
Other financial assets	2.5	12,503	9,938
Income tax asset (net)	2.6	875	1,271
Other non-current assets	2.7	930	888
Total non-current assets		61,480	50,769
Current assets			
Financial assets			
Investments	2.8	23,217	32,258
Trade receivables	2.9	12,899	15,742
Cash and cash equivalents	2.10	1,885	1,829
Other bank balances	2.11	7,221	2,814
Loans	2.12	74	46
Other financial assets	2.13	149	29
Other current assets	2.14	4,120	3,676
Total current assets		49,565	56,394
Total assets		111,045	107,163
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	2.15	2,633	2,677
Other equity	2.16	75,700	72,229
Total equity		78,333	74,906
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Lease liabilities	2.2	88	173
Provisions	2.17	3,881	3,018
Deferred tax liabilities (net)	2.18	1,551	847
Total non-current liabilities		5,520	4,038
Current liabilities			
Financial liabilities			
Lease liabilities	2.2	103	225
Trade payables			
(i) Total outstanding dues of micro enterprises and small enterprises	2.19	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	2.19	1,490	1,836
Other financial liabilities	2.20	4,670	3,810
Provisions	2.21	423	374
Current tax liabilities (net)	2.22	680	3
Other current liabilities	2.23	19,826	21,971
Total current liabilities		27,192	28,219
Total equity and liabilities		111,045	107,163

See accompanying notes forming part of the standalone financial statements

1 & 2

As per our report of even date attached

For ASA & Associates LLP

Chartered Accountants

Firm Registration Number : 009571N/N500006

NITIN GUPTA
Digitally signed by NITIN GUPTA
Date: 2025.05.16 19:05:02 +05'30'

NITIN GUPTA

Partner

Membership number : 122499

Place : New Delhi

Date : 16 May 2025

For and on behalf of the Board of Directors of

NUCLEUS SOFTWARE EXPORTS LIMITED

CIN : L74899DL1989PLC034594

VISHNU
RAMPRATAP
DUSAD
Digitally signed by VISHNU RAMPRATAP DUSAD
Date: 2025.05.16 17:33:46 +05'30'

VISHNU R DUSAD

Managing Director

DIN : 00008412

Surya Prakash
Kanodia
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Date: 2025.05.16 17:42:16 +05'30'

SURYA PRAKASH KANODIA

Chief Financial Officer

PARAG
BHISE
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Date: 2025.05.16 17:33:20 +05'30'

PARAG BHISE

CEO & Whole-time Director

DIN : 08719754

Poonam
Bhasin
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Date: 2025.05.16 17:41:54 +05'30'

POONAM BHASIN

AVP (Secretarial) &
Company Secretary
Membership number : 10865

Place : Noida

Date : 16 May 2025

NUCLEUS SOFTWARE EXPORTS LIMITED
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2025

(Amount in Rupees Lacs unless otherwise stated)

	Note	For the year ended 31 March 2025	For the year ended 31 March 2024
1. REVENUE FROM OPERATIONS			
Income from software product and services	2.24	76,866	76,612
2. OTHER INCOME	2.25	7,004	4,947
3. TOTAL INCOME (1+2)		83,870	81,559
4. EXPENSES			
a. Employee benefits expense	2.26	47,235	42,722
b. Operating and other expenses	2.27	13,618	12,537
c. Finance cost	2.28	55	72
d. Depreciation, amortisation and impairment expenses	2.1(a) and 2.2	1,384	1,316
TOTAL EXPENSES		62,292	56,647
5. PROFIT BEFORE TAX (3-4)		21,578	24,912
6. INCOME TAX EXPENSE			
a. Net current tax expense		4,552	5,658
b. Deferred tax credit /charge	2.18	850	659
NET TAX EXPENSE		5,402	6,317
7. PROFIT FOR THE YEAR (5-6)		16,176	18,595
8. OTHER COMPREHENSIVE INCOME / (LOSS)			
(A) (i) Items that will not be reclassified to profit or loss			
a) Remeasurements of the defined benefit plans		(438)	(406)
b) Equity instruments through other comprehensive		(193)	551
(ii) Tax (expense)/ income relating to Items that will not be reclassified to profit or loss		148	63
(B) (i) Items that will be reclassified subsequently to profit or loss			
a) Effective portion of gains and loss on hedging instruments in a cash flow hedge		2	(12)
(ii) Tax (expense) / income relating to Items that will be reclassified subsequently to profit or loss		(2)	3
TOTAL OTHER COMPREHENSIVE INCOME / (LOSS) NET OF TAX		(483)	199
9. TOTAL COMPREHENSIVE INCOME (7+8)		15,693	18,794
Profit attributable to:			
Owners of the Company		16,176	18,595
Other comprehensive income attributable to:			
Owners of the Company		(483)	199
Total comprehensive income attributable to:			
Owners of the Company		15,693	18,794
10. EARNINGS PER EQUITY SHARE	2.33		
Equity shares of Rupees 10 each			
a. Basic (Rs)		60.93	69.45
b. Diluted (Rs)		60.93	69.45
Number of shares used in computing earnings per share			
a. Basic		26,548,701	26,773,324
b. Diluted		26,548,701	26,773,324
See accompanying notes forming part of the standalone financial statements	1 & 2		

As per our report of even date attached

For ASA & Associates LLP

Chartered Accountants

Firm Registration Number : 009571N/N500006

NITIN GUPTA
Digitally signed by NITIN GUPTA
Date: 2025.05.16 19:06:10 +05'30'

NITIN GUPTA
Partner

Membership number : 122499

**For and on behalf of the Board of Directors of
NUCLEUS SOFTWARE EXPORTS LIMITED**

CIN : L74899DL1989PLC034594

VISHNU RAMPRATAP DUSAD
Digitally signed by VISHNU RAMPRATAP DUSAD
Date: 2025.05.16 17:34:13 +05'30'

VISHNU R DUSAD
Managing Director
DIN : 00008412

Digitally signed by Surya Prakash Kanodia
Date: 2025.05.16 17:43:02 +05'30'

SURYA PRAKASH KANODIA
Chief Financial Officer

PARAG BHISE
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Date: 2025.05.16 17:34:30 +05'30'

PARAG BHISE
CEO & Whole-time Director
DIN : 08719754

Digitally signed by Poonam Bhasin
Date: 2025.05.16 17:43:27 +05'30'

POONAM BHASIN
AVP (Secretarial) & Company Secretary
Membership number : 10865

Place : New Delhi
Date : 16 May 2025

Place : Noida
Date : 16 May 2025

NUCLEUS SOFTWARE EXPORTS LIMITED
STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2025

A. Equity share Capital

(Amount in Rupees Lacs unless otherwise stated)				
Balance as of 1 April 2024	Changes in Equity Share Capital due to prior period change	Restated balance as of 1 April 2024	Changes in equity share capital during the year	Balance as on 31 March 2025
2,677	-	2,677	(44)	2,633

Balance as of 1 April 2023	Changes in Equity Share Capital due to prior period change	Restated balance as of 1 April 2023	Changes in equity share capital during the year	Balance as on 31 March 2024
2,677	-	2,677	-	2,677

B. Other Equity

	Reserves and Surplus			Items of Other Comprehensive Income (OCI)		Total
	Capital reserve	Capital Redemption reserve	Retained earnings	Hedging reserve	Equity instrument through other comprehensive income	
Opening balance 1 April 2024	89	561	70,409	4	1,166	72,229
Profit for the year	-	-	16,176	-	-	16,176
Effective gain/(loss) on hedging instruments (net of tax)	-	-	-	1	-	1
Equity Instruments through Other Comprehensive Income	-	-	-	-	(193)	(193)
Final dividend on equity shares	-	-	(3,347)	-	-	(3,347)
Buyback of equity shares	-	45	(7,235)	-	-	(7,190)
Tax on buyback of equity shares	-	-	(1,686)	-	-	(1,686)
Remeasurement of the defined benefit plans, net	-	-	(290)	-	-	(290)
Balance as of 31 March 2025	89	606	74,027	5	973	75,700

	Reserves and Surplus			Items of Other Comprehensive Income (OCI)		Total
	Capital reserve	Capital Redemption reserve	Retained earnings	Hedging reserve	Equity instrument through other comprehensive income	
Opening balance 1 April 2023	89	561	54,834	13	615	56,112
Profit for the year	-	-	18,595	-	-	18,595
Effective gain/(loss) on hedging instruments (net of tax)	-	-	-	(9)	-	(9)
Equity Instruments through Other Comprehensive Income	-	-	-	-	551	551
Final dividend on equity shares	-	-	(2,677)	-	-	(2,677)
Remeasurement of the defined benefit plans, net	-	-	(343)	-	-	(343)
Balance as of 31 March 2024	89	561	70,409	4	1,166	72,229

See accompanying notes forming part of the standalone financial statements

As per our report of even date attached

For ASA & Associates LLP

Chartered Accountants

Firm Registration Number : 009571N/N500006

NITIN GUPTA
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 NITIN GUPTA
 Date: 2025.05.16
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NITIN GUPTA

Partner

Membership number : 122499

Place : New Delhi
 Date : 16 May 2025

For and on behalf of the Board of Directors of

NUCLEUS SOFTWARE EXPORTS LIMITED

CIN : L74899DL1989PLC034594

VISHNU RAMPRATAP DUSAD
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 Date: 2025.05.16 17:35:06
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VISHNU R DUSAD
 Managing Director
 DIN : 00008412

Surya Prakash Kanodia
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 Surya Prakash Kanodia
 Date: 2025.05.16
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SURYA PRAKASH KANODIA
 Chief Financial Officer

Place : Noida
 Date : 16 May 2025

PARAG BHISE
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 PARAG BHISE
 Date: 2025.05.16
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PARAG BHISE
 CEO & Whole-time Director
 DIN : 08719754

Poonam Bhasin
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 Poonam Bhasin
 Date: 2025.05.16
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POONAM BHASIN
 AVP (Secretarial) &
 Company Secretary

Membership number : 10865

NUCLEUS SOFTWARE EXPORTS LIMITED
STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2025

(Amount in Rupees Lacs unless otherwise stated)

	For the year ended 31 March 2025	For the year ended 31 March 2024
A. Cash flow from operating activities		
Net profit before tax	21,578	24,912
Adjustment for:		
Depreciation, amortisation and impairment expenses	1,384	1,316
Unrealised exchange (gain) / loss on translation of foreign currency accounts (net)	36	(30)
Dividend received from non-current investment	(44)	(44)
Dividend received from subsidiary companies	(396)	-
Interest income on financial assets- carried at amortised cost	(2,516)	(1,529)
Discounting of staff loan and security deposit	(21)	(20)
MTM (gain) on investments	(3,765)	(3,161)
Net (gain)/loss on sale of investments	(122)	(75)
Profit on sale of property, plant and equipment (net)	-	(67)
Interest expense on lease liability	28	47
Bad debts and allowance / provision for doubtful trade receivables / advances / other current assets	(200)	165
Withholding tax charged off	329	403
Operating profit before working capital changes	16,291	21,917
Adjustment for (increase) / decrease in operating assets		
Trade receivables	3,179	531
Loans	43	(50)
Other assets	(532)	(1,139)
Adjustment for increase / (decrease) in operating liabilities		
Trade payables	(342)	716
Provisions and other liabilities	(963)	6,682
	17,676	28,657
Income taxes paid (net)	(3,808)	(7,507)
Net cash from operating activities (A)	13,868	21,150
B. Cash flow from investing activities		
Acquisition of property, plant and equipment and intangible assets under development	(1,506)	(2,850)
Proceeds from sale of property, plant and equipment	-	72
Net (purchase)/sale of mutual funds, tax free bonds and preference shares	6,020	(6,497)
Bank deposits, FDR's (net) and other bank balances not considered as cash and cash equivalents	(6,523)	(9,725)
Interest received on fixed deposits, tax free bonds	248	(792)
Dividend received from investments	44	44
Dividend from subsidiary company	396	-
Net cash used in investing activities (B)	(1,321)	(19,748)
C. Cash flow from financing activities		
Principal repayment of lease liabilities	(228)	(168)
Interest paid on lease liabilities	(28)	(47)
Buyback of equity shares including tax thereon (see not 2.15)	(8,921)	-
Interim dividend / Final dividend paid	(3,347)	(2,677)
Net cash used in financing activities (C)	(12,524)	(2,892)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	23	(1,490)
Opening cash and cash equivalents	1,829	3,280
Exchange difference on translation of foreign currency bank accounts	33	39
Closing cash and cash equivalents [see note 2.10]	1,885	1,829

NUCLEUS SOFTWARE EXPORTS LIMITED
STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2025

Supplementary information

1. Cash and cash equivalents represents :

Remittance in transit
Balances with scheduled banks
Balance with non scheduled banks in current accounts
Balances with scheduled banks in deposit accounts with original maturity of less than 3 months

For the year ended	For the year ended
31 March 2025	31 March 2024
4	212
673	844
40	58
1,168	715
1,885	1,829

2.Reconciliation of movements of lease liabilities to cash flows arising from financing activities :-

At the beginning (current and non current)

Addition in lease liabilities
Interest accrued
Net Cash outflow

398	585
21	13
28	47
(256)	(247)
191	398

At the end (current and non current)

Notes:

i. Figures in brackets indicate cash outflow.

See accompanying notes forming part of the standalone financial statements

1 & 2

As per our report of even date attached

For ASA & Associates LLP

Chartered Accountants
Firm Registration Number : 009571N/N500006

NITIN GUPTA
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NITIN GUPTA
Date: 2025.05.16
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NITIN GUPTA
Partner

Membership number : 122499

For and on behalf of the Board of Directors of

NUCLEUS SOFTWARE EXPORTS LIMITED
CIN : L74899DL1989PLC034594

VISHNU RAMPRATAP DUSAD
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RAMPRATAP DUSAD
Date: 2025.05.16 17:35:31
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VISHNU R DUSAD
Managing Director
DIN : 00008412

Surya Prakash Kanodia
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Prakash Kanodia
Date: 2025.05.16 17:45:08
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SURYA PRAKASH KANODIA
Chief Financial Officer

PARAG BHISE
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Date: 2025.05.16 17:55:53 +05'30'

PARAG BHISE
CEO & Whole-time Director
DIN : 08719754

Poonam Bhasin
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Poonam Bhasin
Date: 2025.05.16 17:45:35
+05'30'

POONAM BHASIN
AVP (Secretarial) & Company
Secretary

Membership number : 10865

Place : New Delhi
Date : 16 May 2025

Place : Noida
Date : 16 May 2025

NUCLEUS SOFTWARE EXPORTS LIMITED
NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 MARCH 2025

1.1 Company overview

Nucleus Software Exports Limited ('Nucleus' or 'the Company') was incorporated on 9 January 1989 in India as a private limited company. It was subsequently converted into a public limited company on 10 October 1994. The Company made an initial public offer in August 1995. As at 31 March 2025 the Company is listed on two stock exchanges in India namely National Stock Exchange and Bombay Stock Exchange.

The Company has wholly owned subsidiaries in India, Singapore, USA, Japan, Netherlands, South Africa and Australia. The Company's business consists of software product development and marketing and providing support services mainly for corporate business entities in the banking and financial services sector.

1.2. Material Accounting policies

i. Basis of preparation of standalone financial statements

a) Statement of compliance

The standalone financial statements ("standalone financial statements") of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

The figures of last quarter ending 31 March 2025 are the balancing figures between audited figures in respect of the full financial year and the published year-to-date figures upto the third quarter ending 31 December 2024.

The standalone financial statements were approved for issue by the Board of Directors on 16 May 2025.

b) Functional and presentation currency

The standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lacs unless otherwise indicated. Further, amounts below INR 50,000 have been rounded off to "-" in the standalone financial statements while rounding off to the nearest lacs unless otherwise indicated.

c) Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realized within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include current portion of the non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

NUCLEUS SOFTWARE EXPORTS LIMITED
NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 MARCH 2025

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of the non-current financial liabilities.
All other liabilities are classified as non-current.

Deferred tax assets and liabilities (if any) are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company has ascertained its operating cycle, being a period within 12 months for the purpose of classification of assets and liabilities as current and non-current.

d) Basis of measurement

The standalone financial statements have been prepared on the historical basis except for the following items:

Items	Measurement Basis
Certain financial assets and liabilities (including derivative instruments)	Fair Value
Net defined benefit(asset)/liability	Fair value of plan assets less present value of defined benefit obligations

e) Use of estimates and judgements

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual result may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgments made in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements is included in the following notes:

- Lease classification – Note 2.2
- Estimates of expected contract costs to be incurred to complete contracts- Note 2.2

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a significant adjustment in the subsequent period financial statements is included in the following notes:

- Estimation of deferred tax expense and payable – Note 2.18
- Estimated useful life of property, plant and equipment and Intangible assets – Note 2.1
- Estimation of defined benefit obligations— Note 2.38
- Impairment of trade receivables- Note 2.9
- Impairment of unbilled revenue and income accrued but not due - 2.14
- Impairment loss on preference shares carried at amortised cost- Note 2.8

NUCLEUS SOFTWARE EXPORTS LIMITED
NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 MARCH 2025

f) Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes a treasury team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Chief Financial Officer.

The treasury team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

ii. Revenue recognition

The Company earns revenue primarily from software product development and providing support services mainly for corporate business entities in the banking and financial services sector. The Company applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Company is recognizing Revenue upon transfer of control of promised products or services ('performance obligations') to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these products or services (Transaction price). A contract is accounted when it is legally enforceable. Revenue is measured based on the transaction price as per the contract with a customer net of variable consideration like, volume discounts, service level credits, price concessions and incentives, if any. Further, when there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved. To recognize revenues, the following five step approach is applied:

- (1) Identify the contract with a customer,
 - (2) Identify the performance obligations in the contract,
 - (3) Determine the transaction price.
 - (4) Allocate the transaction price to the performance obligations in the contract,
 - (5) Recognize revenues when a performance obligation is satisfied.
- Revenue from fixed price contracts and sale of license and related customisation and implementation is recognised in accordance with the percentage completion method calculated based on output method which is measured based on satisfaction of milestones defined by the company for successful completion of performance obligations mentioned in the contract with customer. Output method is used to align the revenue recognised in line with the work performed for the customer. Provision for estimated losses, if any, on uncompleted contracts are recorded in the year in which such losses become certain based on the current estimates. The contract cost used in computing the revenues include cost of fulfilling warranty obligations, if any.

NUCLEUS SOFTWARE EXPORTS LIMITED
NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 MARCH 2025

- Revenue from sale of licenses, where no customisation is required, is recognised upon delivery of these licenses which constitute transfer of all risks and rewards. Revenue from licenses where the customer obtains a “right to use” the licenses is recognized at the time the license is made available to the customer.
- Revenue from time and material contracts is recognised as the services are rendered.
- Revenue from annual technical service contracts is recognised after identification of performance obligations in AMC contracts and revenue is recognized on a pro rata basis over the period in which such services are rendered.
- The solutions offered by the Company may include supply of third-party equipment or software. In such cases, revenue for supply of such third party products are recorded at gross basis as the Company is acting as the principal.
- Any reimbursement of expenses as term of contract i.e. reimbursements of out-of-pocket expenses, Ticket, Hotel Expenses, etc. are recognized as revenue if incurred in relation to performance obligation under the contract..

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as Service income accrued but not due.

Advances from customers/ Advance billing and Deferred revenue (“contract liability”) is recognised when there is billing in excess of revenues.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Unbilled revenue is recognised when there is excess of revenue earned over billings on contracts. Unbilled revenue is classified as other financial asset (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms

iii. Other income

Profit on sale of investments is determined as the difference between the sales price and the carrying value of the investment upon disposal of investments.

Dividend income is recognised in profit or loss on the date on which the Company’s right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The ‘effective interest rate’ is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset ; or
- the amortised cost of the financial liability

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit- impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

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iv. Property, plant and equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. Cost of an item of property, plant and equipment includes its purchase price, any directly attributable expenditure on making the asset ready for its intended use. Property, plant and equipment under construction and cost of assets not ready to use before the year end, are disclosed as capital work-in-progress.

Depreciation on property, plant and equipment, except leasehold land and leasehold improvements, is provided on the straight-line method based on useful lives of respective assets as estimated by the management taking into account nature of the asset, the estimated usage of the asset and the operating conditions of the asset. Leasehold land is amortised over the period of lease. The leasehold improvements are amortised over the remaining period of lease or the useful lives of assets, whichever is shorter. Depreciation is charged on a pro-rata basis for assets purchased / sold during the year.

If material parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the standalone statement of profit and loss account.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

The management's estimates of the useful lives of the various property, plant and equipment are as follows:

Asset category	Management estimate of useful life (in years)	Useful life as per Schedule II(in years)
Tangible asset		
Building	30	30
Plant and machinery (including office equipment)*	5	15
Computers- end user devices such laptops, desktops etc.	3	3
Computers- servers and networking equipment*	4	6
Vehicles*	5	10
Furniture and fixtures*	5	10
Temporary wooden structures (included in Building)	3	3

*Based on a technical evaluation, the useful lives as given above represent the period over which the management expects to use these assets; hence these lives are different from the useful lives prescribed under Part C of schedule II of the Companies Act, 2013.

v. Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

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Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

The management's estimates of the useful lives of the software are 3 years.

vi. Financial instruments

a) Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provision of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

b) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through other comprehensive income (FVOCI)-equity investment; or
- Fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely for payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI-equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivatives financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirement to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Investment in subsidiaries

Investment in subsidiaries is carried at cost.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed, and information is provided to management. The information considered includes:

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- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss. However, see Note 1.2(vi)(e) for derivatives designated as hedging instruments.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

In the case of target maturity funds (TMFs), the Company intends to hold its investment in open ended target maturity funds till maturity. These funds have a pre-determined maturity date, which follow a passive buy-and-hold strategy. This strategy is expected to mitigate market volatility, and the company believes it aligns with the SPPI test requirements under Ind AS 109

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Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

c) Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

d) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

e) Derivative financial instruments and hedge accounting

The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates.

At inception of designated hedging relationships, the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

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Cash flow hedges

The Company recognizes derivative instruments and hedging activities as either assets or liabilities in its balance sheet and measures them at fair value. Gains and losses resulting from changes in fair value are accounted for depending on the use of the derivative and whether it is designated and qualifies for hedge accounting. Changes in the fair values of the derivatives designated as cash flow hedges are deferred and recorded as a component of other comprehensive income (loss) reported under accumulated other comprehensive income (loss) until the hedge transaction occurs and are then recognized in the standalone statements of income along with underline hedge items and disclosed as part of total net revenues. Changes in the fair value of the derivatives not designated as hedging instruments and the ineffective portion of the derivatives designated as cash flows hedges are recognized in standalone statement of income and are included in foreign exchange gains (losses), net, and other income (expense), net, respectively.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in OCI and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognized in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in profit or loss.

The Company designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedging relationships. The change in fair value of the forward element of forward exchange contracts ('forward points') is separately accounted for as a cost of hedging and recognised separately within equity.

The amount accumulated in other equity is reclassified to profit or loss in the same period or periods during which the hedged expected future cash flows affect profit or loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

vii. Impairment

a) Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost;

At each reporting date, the Company assesses whether financial assets are carried at amortised cost. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

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When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

b) Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the standalone statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

viii. Provisions (other than for employee benefits)

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

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ix. Foreign currency

a) Foreign currency transactions

Transactions in foreign currencies are translated in to INR, the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Foreign currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet date and exchange gain and losses arising on settlement and restatement are recognised in the statement of profit and loss. Non- monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the following items which are recognised in OCI:

- qualifying cash flow hedges to the extent that the hedges are effective.

The company has adopted Appendix B to Ind AS 21- Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency.

b) Foreign operations

The assets and liabilities of foreign branches are translated into INR, the functional currency of the Company, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

x. Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year-end, except where the results would be anti-dilutive.

xi. Taxation

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

b) Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax is not recognized for:

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- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Minimum Alternative Tax ('MAT') expense under the provisions of the Income-tax Act, 1961 is recognised as an asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is written down to reflect the amount that is reasonably certain to be set off in future years against the future income tax liability. MAT Credit Entitlement has been presented as Deferred Tax in Balance Sheet.

xii. Employee benefits

Defined contribution plans

The Company's contribution to provident fund is considered as defined contribution plans and is charged as an expense as they fall due based on the amount of contribution required to be made.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

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The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, as reduced by the fair value of scheme assets.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service.

The Company does not recognize liability or expense for non-accumulating short term compensated absences as these do not carry forward and lapses if the current period's entitlement is not used in full. Further, employees are not entitled to any cash payment in respect of such non accumulating short term compensated absences.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognized as a liability at the present value of the defined benefit obligation as at the Balance Sheet date. For the long term employee benefits, the obligation is measured on the basis of an independent actuarial valuation using the project unit credit method.

Employee stock option based compensation

The grant date fair value of equity settled share-based payment awards granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as expense is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date.

For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

xiii. Standalone Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non –cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

xiv. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

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Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of profit and loss.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of standalone profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

xv. Research and development

Revenue expenditure pertaining to research is charged to the standalone statement of profit and loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalized. The amount capitalized comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Property, Plant and equipment utilized for research and development are capitalized and depreciated in accordance with the policies stated for property, plant and equipment.

xvi. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024, The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

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2.1(a) Property, plant and equipment									
(Amount in Rupees Lacs unless otherwise stated)									
PARTICULARS	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			NET CARRYING AMOUNT		
	As at 1 April 2024	Additions	Deductions / adjustments	As at 31 March 2025	As at 1 April 2024	Depreciation for the year	Deductions / adjustments	As at 31 March 2025	As at 31 March 2024
Tangible assets									
Freehold land (see note below)	34	-	-	34	-	-	-	-	34
Buildings (see note below)	(34)	-	-	(34)	-	-	-	-	(34)
	2,423	90	-	2,513	709	107	-	816	1,697
	(1,658)	(765)	-	(2,423)	(617)	(92)	-	(709)	(1,714)
Plant and equipment	641	10	1	650	432	81	1	512	138
	(518)	(129)	(6)	(641)	(363)	(76)	(7)	(432)	(209)
Office equipment	291	45	-	336	152	38	-	190	146
	(165)	(130)	(4)	(291)	(133)	(23)	(4)	(152)	(139)
Computer equipment	4,269	1,342	10	5,601	3,048	762	9	3,801	1,800
	(3,805)	(991)	(527)	(4,269)	(2,906)	(667)	(525)	(3,048)	(1,221)
Vehicles	267	-	73	194	188	30	72	146	48
	(364)	0	(97)	(267)	(240)	(42)	(94)	(188)	(79)
Furniture and fixtures	253	115	-	368	198	24	(1)	223	145
	(209)	(44)	-	(253)	(186)	(12)	-	(198)	(55)
	8,177	1,602	84	9,695	4,727	1,042	81	5,687	3,450
	(6,753)	(2,059)	(634)	(8,177)	(4,445)	(912)	(630)	(4,727)	(2,308)
Other intangible assets									
Software	2,163	90	-	2,253	2,023	107	-	2,130	122
	(2,093)	(70)	-	(2,163)	(1,849)	(174)	-	(2,023)	(140)
	2,163	90	-	2,253	2,023	107	-	2,130	122
Total	10,340	1,692	84	11,948	6,750	1,149	81	7,817	4,131
	(8,846)	(2,130)	(634)	(10,340)	(6,294)	(1,086)	(630)	(6,750)	(3,590)
									3,590
									(2,552)

Note : The title deeds of all the immovable properties are held in the name of Company.

2.1(b) Capital work in progress

PARTICULARS	(Amount in Rupees Lacs unless otherwise stated)		
	As at 1 April 2024	Additions	Capitalisation / adjustments As At 31 March 2025
Capital work in progress (see note below)	6 (43)	22	6 (37)
			22 (6)

Note:

Capital work in progress	(Amount in Rupees Lacs unless otherwise stated)			
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years
Projects in progress	22	-	-	-
	(2)	-	-	(4)
				22 (6)

2.1(c) Intangible assets under development

PARTICULARS	(Amount in Rupees Lacs unless otherwise stated)		
	As at 1 April 2024	Additions	Capitalisation / adjustments As At 31 March 2025
Intangible assets under development (see note below)	59 (38)		(56) (21)
			3 (59)

Note:

Intangible assets under development	(Amount in Rupees Lacs unless otherwise stated)				
	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Projects in progress	3 (59)	-	-	-	-
					3 (59)

Note:

(1) Figures in bracket pertain to the positions as of 31 March 2024.

NUCLEUS SOFTWARE EXPORTS LIMITED
NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

2.2 Changes in right of use assets / lease liabilities

(a) Following are the changes in the carrying value of right of use assets:

Particulars	(Amount in Rupees Lacs unless otherwise stated)			
	As at		As at	
	31 March 2025		31 March 2024	
	Building	Lease hold land	Cars	Total
Opening balance	318	498	58	874
Additions	-	-	21	21
Amortisation	195	8	31	234
Closing balance	123	490	48	661

The aggregate depreciation expense on right of use assets is included under depreciation and amortisation expense in the Standalone Statement of Profit and Loss Account.

(b) The following is the break-up of current and non-current lease liabilities :

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	As at	As at
	31 March 2025	31 March 2024
Current lease liabilities	103	225
Non-current lease liabilities	88	173
Total	191	398

(c) The following is the movement in lease liabilities :

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	As at	As at
	31 March 2025	31 March 2024
Opening balance	398	585
Additions	21	13
Finance cost accrued during the period	28	47
Payment of lease liabilities	(256)	(247)
Closing balance	191	398

(d) The table below provides details regarding future lease payments on an undiscounted basis:

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	As at	As at
	31 March 2025	31 March 2024
Not later than 1 year	116	253
Later than 1 year but not later than 5 years	95	188
More than 5 year	-	-
Total	211	441

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rental expense recorded for short-term leases was Rs 70 lacs for the year ended 31 March 2025 (previous year ended 31 March 2024 Rs 95 lacs)

NUCLEUS SOFTWARE EXPORTS LIMITED
NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

2 NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

2.3 A. NON-CURRENT INVESTMENTS

(Amount in Rupees Lacs unless otherwise stated)		
Particulars	As at 31 March 2025	As at 31 March 2024
Investments in equity shares of subsidiaries (unquoted)		
<i>Equity shares at cost</i>		
a. 625,000 (As at 31 March 2024 - 625,000) equity shares of Singapore Dollar 1 each, fully paid up, in Nucleus Software Solutions Pte. Ltd., Singapore	163	163
b. 1,000,000 (As at 31 March 2024 -1,000,000) equity shares of US Dollar 0.35 each, fully paid up, in Nucleus Software Inc., USA Less: Provision for diminution in value of investment in Nucleus Software Inc., USA	163 (163)	163 (163)
c. 200 (As at 31 March 2024 - 200) equity shares of Japanese Yen 50,000 each, fully paid up, in Nucleus Software Japan Kabushiki Kaisha, Japan	41	41
d. 7,500 (As at 31 March 2024 - 7,500) equity shares of Euro 100 each, fully paid up, in Nucleus Software Netherlands B.V., Netherlands Less: Provision for diminution in value of investment in Nucleus Software Netherlands B.V., Netherlands	489 (489)	489 (489)
e. 15,000,000 (As at 31 March 2024 - 15,000,000) equity shares of Rs. 10 each, fully paid up, in Nucleus Software Limited, India [Of the above, 6 (6) equity shares are held by nominees on behalf of the Company]	1,694	1,694
f. 100,000 (As at 31 March 2024 - 100,000) equity shares 1 AUD each, fully paid in Nucleus Software Australia Pty. Ltd., Australia	55	55
g. 10 (As at 31 March 2024 - 10) equity shares of ZAR 61,200 each fully paid up, in Nucleus Software South Africa (Pty.) Limited, South Africa	32	32
	1,985	1,985
Investment in equity instruments (Quoted)		
<i>Equity shares at FVOCI</i>		
2,900,000 (As at 31 March 2024- nil) equity shares of Rs. 10 each, fully paid up, in Ujjivan Small Finance Bank Limited*	998	-
NIL (As at 31 March 2024- 250,000) equity shares of Rs. 10 each, fully paid up, in Ujjivan Financial Services Limited	-	1,191
*11.60 Equity share against 1 share of Ujjivan Financial Services Limited towards Amalgamation of Ujjivan Financial Services Limited with Ujjivan Small Finance Bank Ltd on record date of May 03 2024.		
Investment in bonds (quoted)		
<i>Bonds securities at Amortised cost</i>		
a. 7.39% Housing and Urban Development Corporation Limited (HUDCO) Tax Free Bonds 2031	142	142
b. 7.39% Housing and Urban Development Corporation Limited (HUDCO) Tax free bonds 2031	131	131
c. 7.28% Indian Railway Finance Corporation Limited (IRFC) Tax free bonds 2030	47	47
d. 7.35% Indian Railway Finance Corporation Limited (IRFC) Tax Free Bonds 2031	122	122
e. 7.49% Indian Renewable Energy Development Agency Limited (IREDA) Tax Free Bonds 2031	121	121
f. 7.35% National Bank for Agriculture and Rural Development (NABARD) Tax Free Bonds 2031	201	201
g. 8.50% National Highways Authority of India (NHAI) Tax Free Bonds 2029	104	105
h. 7.39% National Highways Authority of India (NHAI) Tax Free Bonds 2031	160	160
i. 8.63% National Housing Bank (NHB) Tax Free Bond 2029	1,149	1,181
j. 7.11% Power Finance Corporation (PFC) Tax Free Bonds 2025	-	53
k. 8.30% Power Finance Corporation (PFC) Tax Free Bonds 2027	1,104	1,137
	3,281	3,400
Investment in mutual funds (Unquoted)		
<i>Mutual funds at Fair value through profit or loss (FVTPL)</i>		
a. Aditya Birla Sun Life Floating Rate Fund - Direct Plan-Growth	1,434	1,326
b. Axis Banking and PSU Debt Fund - Direct Plan-Growth	1,774	1,638
c. DSP Banking & PSU Debt Fund - Direct Plan-Growth	720	663
d. HDFC Corporate Bond Fund - Direct Plan-Growth	1,239	1,137
e. ICICI Prudential Corporate Bond Fund - Direct Plan-Growth	1,657	1,526
f. ICICI Prudential Gilt Fund - Direct Plan	3,221	-
g. Kotak Bond Short Term Fund - Direct Plan-Growth	1,427	1,312
h. Nippon India Floating Rate Fund - Direct Plan-Growth	3,722	3,477
i. SBI Corporate Bond Fund - Direct Plan-Growth	486	446
j. SBI Magnum Gilt Fund Direct Growth	3,217	-
k. Tata Short Term Bond Fund - Direct Plan-Growth	2,946	2,713
	21,843	14,238
Investment in mutual funds (quoted)		
<i>Target maturity Funds at Amortised cost</i>		
a. ABSL Crisil IBX Gilt Apr 2029 Index Fund - Direct Plan-Growth	2,065	1,928
b. HDFC Nifty G-Sec Dec 2026 Index Fund -Direct Plan-Growth	2,985	2,786
c. ICICI Prudential Nifty G-Sec Dec 2030 Index Fund -Direct Plan-Growth	2,067	1,929
d. SBI Crisil IBX Gilt Index - June 2036 Index Fund -Direct Plan-Growth	1,495	1,394
e. SBI Crisil IBX Gilt Index - April 2029 Index Fund -Direct Plan-Growth	2,526	2,358
f. Tata Crisil IBX Gilt Index - April 2026 Index Fund -Direct Plan-Growth	3,102	2,894
	14,240	13,289
Aggregate amount of non-current investments	42,347	34,103
Aggregate book value of quoted investments	18,519	17,880
Aggregate market value of quoted investments	18,886	18,112
Aggregate value of unquoted investments	23,828	16,223
Aggregate amount of impairment in value of quoted investments	-	-
Aggregate amount of impairment in value of unquoted investments	652	652

B. Equity shares designated as at fair value through other comprehensive income

As at 1 April 2016, the Company designated the investments shown below as equity shares at FVOCI because these equity shares represent investments that the Company intends to hold for a long-term for strategic purpose

	Fair value as at 31 March 2025	Change in fair value during the year ended 31 March 2025	Fair value as at 31 March 2024
Investment in Ujjivan Small Finance Bank Limited*	998	998	-
Investment in Ujjivan Financial Services Limited	-	-	1,191
*11.60 Equity share against 1 share of Ujjivan Financial Services Limited towards Amalgamation of Ujjivan Financial Services Limited with Ujjivan Small Finance Bank Ltd on record date of May 03 2024.			

No strategic investments were disposed off during the year ended 31 March 2025 as well as in the previous year ended 31 March 2024 and there were no transfers of any cumulative gain or loss within equity relating to these investments.

NUCLEUS SOFTWARE EXPORTS LIMITED
NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

		(Amount in Rupees Lacs unless otherwise stated)	
Particulars		As at 31 March 2025	As at 31 March 2024
2.4 LONG-TERM LOANS			
(Unsecured considered good unless otherwise stated)			
a. Loans and advances to employees		8	39
b. Loan to subsidiary credit impaired (refer note 1 below)		382	422
Interest Accrued on loan		-	1
		390	462
Less: Loss allowance on loan to subsidiary		(382)	(422)
		8	40

Note 1:

Type of borrower	Amount of loan / advance in the nature of loan outstanding as at 31 March 2025	Percentage to the total Loans and Advances in the nature of loans as at 31 March 2025	Amount of loan / advance in the nature of loan outstanding as at 31 March 2024	Percentage to the total Loans and Advances in the nature of loans as at 31 March 2024
Promoter	-	-	-	-
Directors	-	-	-	-
KMP's	-	-	-	-
Related parties*	382	82%	422	83%
	382	82%	422	83%

* This loan is for Working Capital to meet day-to-day operations. The loan is repayable on demand.

		(Amount in Rupees Lacs unless otherwise stated)	
Particulars		As at 31 March 2025	As at 31 March 2024
2.5 OTHER NON-CURRENT FINANCIAL ASSETS			
(Unsecured considered good unless otherwise stated)			
a. Security deposits		87	194
b. Long-term deposits with more than 12 months maturity		12,416	9,744
		12,503	9,938

Note:

[Long term deposits include Rs Nil (31 March 2024 Rs 6 lacs) which are under lien]

2.6 INCOME TAX ASSETS (NET)			
a. Advance income tax (net of provisions)		875	1,271
		875	1,271

2.7 OTHER NON- CURRENT ASSETS			
(Unsecured considered good unless otherwise stated)			
a. Capital advances		804	798
b. Employee advances		37	39
Less: Allowances for doubtful trade receivables		(37)	(39)
		-	-
c. Prepaid expenses		126	90
		930	888

2.8 Current investments

Investment in mutual funds

(Amount in Rupees Lacs unless otherwise stated)

Name	As at 31 March 2025	As at 31 March 2024
------	------------------------	------------------------

Investment in Mutual Funds (Unquoted)

Mutual funds at Fair value through profit or loss (FVTPL)

a. Aditya Birla Sun Life Arbitrage Fund -Direct Plan - Growth	817	757
b. Aditya Birla Sun Life Money Manager Fund - Direct Plan - Growth	3,698	3,477
c. Axis Liquid Fund- Direct Plan- Growth	-	2,782
d. DSP Low Duration Fund - Direct Plan - Growth	-	3,420
e. HDFC Money Market Fund - Direct Plan - Growth	2,761	2,559
f. HDFC Ultra Short term Fund - Direct Plan - Growth	-	1,889
g. HSBC Liquid Fund- Direct Plan- Growth	-	2,357
h. HSBC Overnight Fund- Direct Plan- Growth	701	-
i. ICICI Prudential Money Market Fund - Direct Plan - Growth	3,299	3,058
j. Kotak Equity Arbitrage Fund - Direct Plan-Growth	3,708	-
k. Nippon India Arbitrage Fund - Direct Plan - Growth	1,670	1,548
l. Nippon India Liquid Fund-Direct Plan -Growth	-	1,517
m. SBI Arbitrage Opportunities Fund- Direct Plan -Growth	3,278	3,038
n. Tata Arbitrage Fund- Direct Plan - Growth	398	369
o. Tata Liquid Fund - Direct Plan - Growth	-	1,532
p. Tata Treasury Advantage Fund - Direct Plan - Growth	342	697
q. UTI Arbitrage Fund - Direct Plan - Growth	674	625
r. UTI Liquid Fund - Direct Plan - Growth	-	948
s. UTI Money Market Fund - Direct Plan - Growth	1,818	1,685
	23,164	32,258

Investment in bonds (quoted)

Bonds securities at Amortised cost

a. 7.11% Power Finance Corporation (PFC) Tax Free Bonds 2025	53	-
	53	-

Investment in Preference Shares (quoted)

Preference shares at Amortised cost

a. 17.38% IL&FS Financial Services Ltd. (Preference Shares - 2021)	100	100
Less: Expected Credit Loss on investment	(100)	(100)
	-	-
b. 16.46% Infrastructure Leasing & Financial Services Ltd. (Preference Shares - 2022)	501	501
Less: Expected Credit Loss on investment	(501)	(501)
	-	-

Aggregate amount of investment

Aggregate book value of quoted investments	53	-
Aggregate market value of quoted investments	53	-
Aggregate value of unquoted investments	23,164	32,258
Aggregate amount of impairment in value of quoted investments	601	601

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(Amount in Rupees Lacs unless otherwise stated)

Particulars	As at 31 March 2025	As at 31 March 2024
2.9 CURRENT TRADE RECEIVABLES		
a. Due from subsidiaries - considered good (see note 1 below and note 2.34)	506	222
b. Other trade receivable (see note 1 below)		
Considered good - Unsecured	11,095	13,828
Credit impaired	9	286
	11,104	14,114
Less: Allowances for doubtful trade receivables/credit impaired	(9)	(286)
	11,095	13,828
	11,601	14,050
c. Trade receivable -Unbilled		
Considered good - Unsecured	1,298	1,692
Credit impaired	69	175
	1,367	1,867
Less: Allowances for doubtful trade receivables unbilled/credit impaired	(69)	(175)
	1,298	1,692
	12,899	15,742

Note 1:

Outstanding for following periods from due date of payment (Billed)		As at 31 March 2025					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade receivables – considered good	11,599	2	-	-	-	11,601
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – credit impaired	-	3	6	-	-	9
(iv)	Disputed Trade Receivables-considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
		11,599	5	6	-	-	11,610
	Less: Allowances for doubtful trade receivables						(9)
	TRADE RECEIVABLES						11,601
	TRADE RECEIVABLES-Unbilled						1,298
							12,899

Outstanding for following periods from due date of payment		As at 31 March 2024					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade receivables – considered good	13,639	304	-	-	-	13,943
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – credit impaired	-	-	213	-	-	213
(iv)	Disputed Trade Receivables-considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	79	-	28	-	107
(vi)	Disputed Trade Receivables – credit impaired	-	61	-	12	-	73
		13,639	444	213	41	-	14,336
	Less: Allowances for doubtful trade receivables						(286)
	TRADE RECEIVABLES						14,050
	TRADE RECEIVABLES-Unbilled						1,692
							15,742

NUCLEUS SOFTWARE EXPORTS LIMITED
NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

		(Amount in Rupees Lacs unless otherwise stated)	
Particulars	As at 31 March 2025	As at 31 March 2024	
2.10 CASH AND CASH EQUIVALENTS			
a. Remittance in transit	4	212	
b. Balances with scheduled banks:			
- in Current accounts	78	177	
- in Escrow accounts	30	31	
- in EEFC accounts	565	637	
c. Balance with non scheduled banks in current accounts:			
- Citibank, United Kingdom	3	9	
- Citibank, United Arab Emirates	37	48	
d. Balances with scheduled banks in deposit accounts with original maturity of less than 3 months	1,168	715	
	1,885	1,829	
2.11 OTHER BANK BALANCES			
a. Balances with scheduled banks in earmarked accounts:			
- undaimed dividend accounts	28	27	
b. Balances with scheduled banks in deposit accounts			
- Maturity with in 12 months of the reporting date	7,193	2,787	
	7,221	2,814	
Note:			
[Balance with scheduled banks in deposit accounts indude Rs 56 lacs (31 March 2024 Rs 29 lacs) which are under lien]			
2.12 SHORT-TERM LOANS			
a. Loans and advances to employees considered good - Unsecured	34	46	
b. Loan to subsidiary (refer note 1 below)	40	-	
	74	46	
Note 1:			
Type of borrower	Amount of loan / advance in the nature of loan outstanding as at 31 March 2025	Percentage to the total Loans and Advances in the nature of loans as at 31 March 2025	Amount of loan / advance in the nature of loan outstanding as at 31 March 2024
Promoter	-	-	-
Directors	-	-	-
KMP's	-	-	-
Related parties*	40	9%	-
	40	9%	-
* This loan is for Working Capital to meet day-to-day operations. This loan is repaid on 11 April 2025.			
2.13 OTHER CURRENT FINANCIAL ASSETS			
(Unsecured, considered good unless otherwise stated)			
a. Security deposit	127	6	
b. Mark-to-market gain on forward contracts	6	6	
c. Expenses recoverable from customers	16	17	
	149	29	
2.14 OTHER CURRENT ASSETS			
(Unsecured considered good unless otherwise stated)			
a. Income accrued but not due			
Considered good	1,785	1,756	
Credit impaired	187	34	
	1,972	1,790	
Less : Loss allowance for income accrued but not due	(187)	(34)	
	1,785	1,756	
Due from subsidiaries - considered good (see note 2.34)	71	3	
b. Employee advances	33	45	
c. Prepaid expenses	1,540	1,066	
d. Contract cost	1	34	
e. Balances with government authorities			
-Tax credit receivable GST/VAT	50	32	
f. Others			
- Supplier advances			
- Considered good	634	729	
g. Deferred employee benefits	6	11	
	4,120	3,676	

NUCLEUS SOFTWARE EXPORTS LIMITED
NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	As at 31 March 2025	As at 31 March 2024
2.15 SHARE CAPITAL		
a. Authorised		
Equity shares		
41,100,000 (As at 31 March 2024 - 41,100,000) equity shares of Rs. 10 each	4,110	4,110
Preference shares		
4,000,000 (As at 31 March 2024 - 4,000,000) 11% redeemable non cumulative preference shares of Rs. 10 each	400	400
	4,510	4,510
b. Issued, Subscribed and Paid-Up		
Issued		
26,328,106 (As at 31 March 2024 - 26,776,124) equity shares of Rs. 10 each	2,633	2,678
Subscribed and Paid-Up		
26,328,106 (As at 31 March 2024 - 26,776,124) equity shares of Rs. 10 each	2,633	2,677
	2,633	2,677

Refer notes (i) to (vi) below :-

(i) **Reconciliation of the subscribed and paid-up number of shares and amount outstanding at the beginning and at the end of the reporting period :-**

Particulars	Opening balance	Extinguishment of equity shares during the year	Closing balance
a. For the year ended 31 March 2025			
- Number of shares	26,773,324	(448,018)	26,325,306
- Amount (In Rupees)	267,748,240	(4,480,180)	263,268,060
b. For the year ended 31 March 2024			
- Number of shares	26,773,324	-	26,773,324
- Amount (In Rupees)	267,748,240	-	267,748,240

(ii) The Company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend is paid on the approval of the shareholders in the Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) **Number of shares held by promotor shareholders in the Company :-**

Particulars	31 March 2025			31 March 2024		
	(Number)	(Percentage)	% Change during the year	(Number)	(Percentage)	% Change during the year
Karmayogi Holdings Private Limited	8,841,768	33.59%	-0.03%	9,000,000	33.62%	0.00%
Madhu Dusad	3,012,313	11.44%	-0.01%	3,066,248	11.45%	0.00%
Nucleus Software Engineers Private Limited	2,385,882	9.06%	0.15%	2,385,882	8.91%	0.00%
Vishnu R Dusad	1,575,325	5.98%	-0.01%	1,603,492	5.99%	0.00%
Ritika Dusad	1,000,000	3.80%	0.06%	1,000,000	3.74%	0.00%
Kritika Dusad	1,000,000	3.80%	0.06%	1,000,000	3.74%	0.00%
Yogesh Andlay	863,534	3.28%	0.05%	863,534	3.23%	0.00%
Nucleus Software Workshop Pvt Ltd	600,000	2.28%	0.04%	600,000	2.24%	0.00%
Naveen Kumar	71,952	0.27%	0.00%	72,952	0.27%	0.00%
Suman Mathur	23,758	0.09%	0.00%	23,758	0.09%	0.00%
Card Systems Pvt Ltd	-	-	-	-	0.00%	-0.01%

(iv) **Number of shares held by shareholders holding more than 5% of the aggregate shares in the Company :-**

Particulars	31 March 2025		31 March 2024	
	(Number)	(Percentage)	(Number)	(Percentage)
Karmayogi Holdings Private Limited	8,841,768	33.59%	9,000,000	33.62%
Madhu Dusad	3,012,313	11.44%	3,066,248	11.45%
Nucleus Software Engineers Private Limited	2,385,882	9.06%	2,385,882	8.91%
Vishnu R Dusad	1,575,325	5.98%	1,603,492	5.99%

(v) The subscribed and paid capital of Rs 2,633 lacs (2,677 lacs as on 31 March 2024) includes Rs. 15,000 in respect of 2,800 forfeited equity shares pending reissue.

(vi) **Employees Stock Option Plan ("ESOP")**

- Employee Stock Option Scheme and SEBI (Share Based Employee Benefits) Regulations, 2014, is effective for regulation of all schemes by the Company for the benefits for its employees dealing in shares, directly or indirectly from 28 October 2014. In accordance with these Guidelines, the excess of the market price of the underlying equity shares as on the date of grant of options over the exercise price of the option, including up-front payments, if any, is to be recognized and amortised on graded vesting basis over the vesting period of the options.
- The Company currently has one ESOP scheme- ESOP Scheme - 2015 (instituted in 2015) which was duly approved by the Board of Directors and Shareholders. The ESOP Scheme 2015 provides for 500,000 options to eligible employees. As per ESOP scheme 2015, equity shares would be transferred to eligible employees on exercise of options through Nucleus Software Employee Welfare Trust. The Scheme is administered by the Compensation Committee comprising three members, majority of whom are independent directors.
- No options have been granted till date under the ESOP Scheme 2015.

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(Amount in Rupees Lacs unless otherwise stated)		
Particulars	As at 31 March 2025	As at 31 March 2024
2.16 OTHER EQUITY		
a. Capital reserve	89	89
b. Capital redemption reserve	606	561
c. Retained earnings	74,027	70,409
d. Other comprehensive income	978	1,170
Total	75,700	72,229
(Amount in Rupees Lacs unless otherwise stated)		
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
a. Capital reserve		
Opening balance	89	89
Addition during the period	-	-
Closing balance	89	89
b. Capital Redemption reserve		
Opening balance	561	561
Addition during the period	45	-
Closing balance	606	561
c. Retained Earnings		
Opening balance	70,409	54,834
Add: Profit for the period	16,176	18,595
Less : Appropriations		
- Final dividend on equity shares [see note (I) below]	(3,347)	(2,677)
- Buyback of equity shares	(7,235)	-
- Tax on buyback of equity shares	(1,686)	-
- Remeasurement of the defined benefit plans, net	(290)	(343)
Closing balance	74,027	70,409
d. Other comprehensive income		
Equity instrument through other comprehensive income		
Opening balance	1,166	615
Addition / (Deletion)	(193)	551
Closing balance	973	1,166
Hedging reserve, net		
Opening balance	4	13
Addition / (Deletion)	1	(9)
Closing balance	5	4
Total other comprehensive income (net of tax)	978	1,170
Closing balance	75,700	72,229

2.16 OTHER EQUITY

Note :

(i) **Dividend**

The Board of Directors on 16 May 2025 have recommended a payment of Final Dividend of Rs. 12.50 per share (on equity share of par value of Rs.10 each) for the year ended 31 March 2025. The payment is subject to approval of shareholders at the ensuing AGM.

The Board of Directors on 23 May 2024 had recommended a payment of Final Dividend of Rs.12.50 per share (on equity share of par value of Rs.10 each) for the year ended 31 March 2024. The payment was approved by shareholders at the annual general meeting held on 15 July 2024. This dividend was paid on 24 July 2024.

(ii) **Buyback of shares**

The Company in its Board meeting on 22 August 2024 has approved the buyback of 4,48,018 Equity Shares (maximum buy back shares) comprising of 1.67% of the total paid up equity capital of the Company at a price of Rs. 1,615/- per Equity Share ("Maximum Buyback Price") payable in cash for an aggregate amount not exceeding Rs. 72.35 Crore ("Maximum Buyback Offer Size"), excluding transaction costs and taxes. The Settlement of Buyback was done on 23 September 2024 and 4,48,018 Equity Shares bought back were extinguished on 31 December 2024.

(ii) **Nature and purpose of other reserves**

Capital reserve

The Company had transferred forfeited ESOP application money to Capital reserve in accordance with the provision of the Companies Act. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

Capital Redemption reserve

This reserve was created on account of a buy back of shares by the Company during period ended 31 December 2024, for the year ended 31 March 2017 and for the year ended 31 March 2022. A sum equal to the nominal value of the shares so purchased was transferred to capital redemption reserve. The reserve shall be utilised in accordance with the provisions of section 69 of the Companies Act, 2013.

Hedging reserve

This comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

Equity instrument through other comprehensive income

The Company has designated its investments in certain equity instruments at fair value through other comprehensive income. These changes are accumulated within the FVOCI equity investments within equity. The Company transfers amounts therefrom to retained earnings when the relevant equity securities are derecognised.

Remeasurement of net defined benefit plans

Remeasurement of net defined benefit plans (asset) comprises actuarial gain and losses and return on plan assets (excluding interest income)

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	As at 31 March 2025	As at 31 March 2024

2.17 NON-CURRENT PROVISIONS

Provision for employee benefits

- a. Provision for compensated absences
b. Provision for gratuity (see note 2.38)

2,203	1,883
1,678	1,135
3,881	3,018

2.18 DEFERRED TAX LIABILITIES (NET)

A. Amounts recognised in profit or loss

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	For the year ended 31 March 2024	For the year ended 31 March 2025
Current tax	4,552	5,658
Deferred tax	850	659
Net tax expense	5,402	6,317

B. Income tax recognised in other comprehensive income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Remeasurements of net defined benefit plans	148	63
Effective portion of gain/ (loss) on hedging instruments of effective cash flow hedges	(2)	3
Income tax recognised in other comprehensive income	146	66

C. Reconciliation of effective tax rate

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before taxes is summarised below:

Particulars	Percentage	(Amount in Rupees Lacs unless otherwise stated)		
		For the year ended 31 March 2025	Percentage	For the year ended 31 March 2024
Profit before tax		21,578		24,912
Domestic tax rate	25.17%	5,431	25.17%	6,270
Effect of exempt non-operating income	-0.73%	(157)	-0.32%	(80)
Effect of non- deductible expenses and others	1.28%	276	0.81%	202
Taxes on income at different rates	-0.81%	(174)	-0.79%	(198)
Change in tax rate and others	0.12%	26	0.49%	123
Effective tax	25.04%	5,402	25.36%	6,317

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D. Movement in temporary differences

(Amount in Rupees Lacs unless otherwise stated)					
Particulars	Balance as at 1 April 2024	Recognised [Credited/ (Charge)] in the statement of profit or loss during the year	Recognised [Credited/ (Charge)] in OCI during the year	MAT created /(utilised) during the year	Balance as at 31 March 2025
(i) Deferred tax assets					
Provisions- compensated absences, gratuity and other employee benefits	590	(32)	110	-	668
Provision for doubtful trade receivables / loans and service income accrued but not due and others	253	(62)	-	-	191
Trade receivables, security deposit and loans at amortised cost	13	-	-	-	13
Lease liability	8	2	-	-	10
	864	(92)	110	-	882
(ii) Deferred tax liabilities					
Property, plant and equipment	60	(43)	-	-	17
Forward contracts	(2)	-	(2)	-	(4)
Investments	(1,769)	(715)	38	-	(2,446)
	(1,711)	(758)	36	-	(2,433)
Net deferred tax asset (Liability)	(847)	(850)	146	-	(1,551)

(Amount in Rupees Lacs unless otherwise stated)					
Particulars	Balance as at 1 April 2023	Recognised [Credited/ (Charge)] in the statement of profit or loss during the year	Recognised [Credited/ (Charge)] in OCI during the year	MAT created /(utilised) during the year	Balance as at 31 March 2024
(i) Deferred tax assets					
Provision for compensated absences, gratuity and other employee benefits	454	34	102	-	590
Provision for doubtful debts / loans and service income accrued but not due	216	37	-	-	253
Trade receivables, security deposit and loans at amortised cost	14	(1)	-	-	13
Lease liability	4	4	-	-	8
	688	74	102	-	864
(ii) Deferred tax liabilities					
Property, plant and equipment	67	(7)	-	-	60
Forward contracts	(4)	-	3	-	(2)
Investments	(1,004)	(726)	(39)	-	(1,769)
	(941)	(733)	(36)	-	(1,711)
Net deferred tax asset (Liability)	(253)	(659)	66	-	(847)

(Amount in Rupees Lacs unless otherwise stated)		
Particulars	As at 31 March 2025	As at 31 March 2024

2.19 TRADE PAYABLES

-Total outstanding dues of micro enterprises and small enterprises (see note 2.41)	-	-
- Due to subsidiaries (see note 2.34) and (see note. below)	381	455
-Total outstanding dues of creditors other than micro enterprises and small enterprises (see note 1 below)	58	307
-Accrued expenses	1,051	1,074
	1,490	1,836

Note 1 : Aging for Trade payable outstanding as at 31 March 2025 is as follows:

(Amount in Rupees Lacs unless otherwise stated)						
Outstanding for following period from due date	Not due	As at 31 March 2025				
		Outstanding for following periods from due date of payments				
		Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
Trade payables						
(i) MSME	-	-	-	-	-	-
(ii) Others (inter company)	-	381	-	-	-	381
(iii) Others	29	28	1	-	-	58
(iv) Disputed dues MSME	-	-	-	-	-	-
(v) Disputed dues others	-	-	-	-	-	-
Total	29	409	1	-	-	439
Accrued expenses						1,051
						1,490

Note 1 : Aging for Trade payable outstanding as at 31 March 2024 is as follows:

(Amount in Rupees Lacs unless otherwise stated)						
Outstanding for following period from due date	Not due	As at 31 March 2024				
		Outstanding for following periods from due date of payments				
		Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others (inter company)	-	455	-	-	-	455
(iii) Others	130	177	-	-	-	307
(iv) Disputed dues MSME	-	-	-	-	-	-
(v) Disputed dues others	-	-	-	-	-	-
Total	130	632	-	-	-	762
Accrued expenses						1,074
						1,836

Relationship with the struck off companies

No transactions with struck off companies during the year ended 31 March 2025 (NIL in previous year ended 31 March 2024).

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Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	As at 31 March 2025	As at 31 March 2024
2.20 OTHER CURRENT FINANCIAL LIABILITIES		
a. Unpaid dividends	28	27
b. Payable for purchase of Property, plant and equipment and Intangible assets	178	25
c. Employee payable	4,464	3,758
	4,670	3,810
2.21 CURRENT PROVISIONS		
Provision for employee benefits		
a. Provision for compensated absences	423	374
	423	374
2.22 CURRENT TAX LIABILITIES		
a. Provision for tax	680	3
	680	3
2.23 OTHER CURRENT LIABILITIES		
a. Advance from customers / Advance billings	6,098	8,472
b. Deferred revenue	12,267	11,789
Deferred revenue due to subsidiaries (see note 2.34)	2	27
c. Other payables - statutory liabilities	1,459	1,683
	19,826	21,971
(Amount in Rupees Lacs unless otherwise stated)		
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
2.24 INCOME FROM SOFTWARE PRODUCTS AND SERVICES		
a. Software products and services (see note 2.37)		
- Sale of products	71,271	71,035
- Sale of services	5,595	5,577
	76,866	76,612

The Company primarily caters to customers in Banking and Financial Services sector. While the Company believes that it has offerings, which will have great value proposition for the customers, the impact on future revenue streams could come from -

- i. the inability of our customers to continue their businesses due to financial resource constraints or their services no-longer being availed by their customers
- ii. customers postponing their discretionary spend due to change in priorities

The Company has considered impact of the above reasons to the extent known and available currently. The Company has also taken steps to assess the cost budgets required to complete its performance obligations in respect of fixed price contracts and incorporated the impact of likely delays / increased cost in meeting its obligations and based on its current assessment, the Company sees no material impact on these Financial Statements.

Remaining performance obligation disclosure and contract balances

The remaining performance obligation disclosure provides the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied or partially satisfied performance obligations, along with the broad time band for the expected time to recognise those revenues. The Company has applied the practical expedient in Ind AS 115 and accordingly the Company has not disclosed the aggregate transaction price allocated to unsatisfied (or partially satisfied) performance obligations which pertain to contracts where revenue recognised meets the criteria as per the practical expedients and typically relate to time and material, outcome based and event based contracts.

Unsatisfied (or partially satisfied) performance obligations are subject to variability due to several factors such as terminations, changes in scope of contracts, periodic revaluations of the estimates, changes in currency rate etc).

The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations as at 31 March 2025, other than those meeting the exclusion criteria is Rs.9,250 Lacs, out of which 58% is expected to be recognised as revenue in the next year and the balance thereafter. The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligation as at 31 March 2024, other than those meeting the exclusion criteria is Rs 13,293 Lacs, out of which 55% is expected to be recognised as revenue in the next year and the balance thereafter.

Changes in contract assets (income accrued but not due) are as follows:

	(Amount in Rupees Lacs unless otherwise stated)	
	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	1,793	1,042
Revenue recognised during the year	9,072	8,740
Invoices raised during the year	(10,288)	(9,833)
Translation exchange difference	76	110
Movement of contract assets	1,390	1,734
Impairment of a contract asset	-	-
Balance at the end of the year	2,043	1,793
(Amount in Rupees Lacs unless otherwise stated)		
	As at 31 March 2025	As at 31 March 2024

Changes in contract liabilities (unearned and deferred revenue) are as follows:

Balance at the beginning of the year	20,288	14,374
Revenue recognised during the year	(60,087)	(53,298)
Invoices raised during the year	52,858	52,290
Translation exchange difference	76	(22)
Other movement liability	5,234	6,944
Impairment of liability	-	-
Balance at the end of the year	18,369	20,288

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Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
2.25 OTHER INCOME		
a. Interest income on financial assets- carried at amortised cost :		
- Deposits with banks and others	1,380	324
- Loan to subsidiary (see note 2.34)	3	1
- Tax free bonds	182	316
- Target Maturity Fund	951	888
- Others	21	20
b. Interest income on income tax refund	47	-
c. Dividend income		
- Non-current investments	44	44
- Subsidiary companies (see note 2.34)	396	-
d. Net gain / (loss) on sale of investments		
- Mutual Funds	122	75
e. MTM gain or (loss) on		
- Current investments	2,109	2,114
- Non-current investments	1,656	1,047
f. - Gain on exchange fluctuation	78	46
g. Other non-operating income		
- Net profit on sale of property, plant and equipment	-	67
- Miscellaneous income	15	5
	7,004	4,947
2.26 EMPLOYEE BENEFITS EXPENSES		
a. Salaries and wages	43,066	39,060
b. Contribution to provident and other funds	2,766	2,378
c. Gratuity expense (see note 2.38)	670	624
d. Staff welfare expenses	733	660
	47,235	42,722
Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	For the year ended 31 March 2025	For the year ended 31 March 2024
2.27 OPERATING AND OTHER EXPENSES		
a. Outsourced technical service expense	1,501	1,569
b. Cost of software purchased for delivery to clients	14	38
c. Power and fuel	367	327
d. Rent (see note 2.2)	70	95
e. Repair and maintenance		
- Buildings	17	40
- Others	443	374
f. Insurance	95	116
g. Rates and taxes	79	32
h. Travel expenses		
- Foreign	1,252	1,154
- Domestic	526	345
i. Advertisement, business development and promotion	507	269
j. Legal and professional	607	442
k. Remuneration to Non Executive Directors	300	318
l. Conveyance	81	61
m. Communication	132	115
n. Training and recruitment	593	410
o. Conference, exhibition and seminar	727	603
p. Information technology expenses	4,116	3,364
q. Bad debts and allowance / provision for doubtful trade receivables / advances / other current assets	(200)	165
r. Withholding tax charged off	329	403
s. Commission to channel partners	82	90
t. Expenditure on corporate social responsibility (see note 2.40)	277	213
u. Sales and marketing fee	505	720
v. Business Management & Consultancy Expenses (see note 2.34)	1,004	1,080
w. Miscellaneous expenses	194	194
	13,618	12,537
Remuneration to Non Executive Directors		
a. Commission	172	212
b. Sitting fees	128	106
	300	318
2.28 FINANCE COST		
a. Bank Charges	27	25
b. Interest expense on lease liability	28	47

2.29 RATIOS

	Ratios as per table below	As at 31 March 2025	As at 31 March 2024	Numerator and denominator for computing the above ratios	Remarks
a.	Current Ratio (in times)	1.82	2.00	Current assets/Current liabilities	-
b.	Debt-Equity Ratio (in times)	0.002	0.005	Debt consist of lease liabilities /Total equity	Rs.21 Lacs Lease liabilities addition during the year
c.	Debt Service Coverage Ratio (in times)	62	68	Profit after tax+ Interest +Non cash expesees/ Debt service (interest and lease payments)-	This is due to lower profits during the current year.
d.	Inventory turnover ratio	-	-	-	Not applicable
e.	Trade Receivables turnover ratio (Days)	61	75	Trade receivables *(365)/Income from software product and services	This is due to Lower trade receivable.
f.	Trade payables turnover ratio (Days)	9	12	Trade payables*(365)/Total expenses	This is due to higher expenses during the year
g.	Net capital turnover ratio (in times)	3.44	2.72	Income from software product and services/ working capital (CA-CL)	This is due to lower revenue during the year and lower working capital as on date
h.	Return on Equity Ratio (in %) *	21%	28%	Profit after tax/Average total equity	Refer note below
i.	Net profit ratio (in %) *	21%	24%	Profit after tax/Income from software product and services	Refer note below
j.	Return on Capital employed (in %) *	27%	33%	Profit before tax / Capital employed (Tangible net worth + deferred tax liabilities + Lease Liabilities)	Refer note below
k.	Return on investment (in %)	8.28%	7.45%	Income generated from investments/Time weighted average investments	Not applicable

Note: (*) Above ratio's movement (2.29 h to 2.29 j) for current period is more than 25% . This is due to the reason of expenses higher by Rs 5,645 lacs.

2.30 Financial Instruments

a) Financial Instruments by category

The carrying value and fair value of financial instruments by categories as at 31 March 2025 as follows:

Particulars	Amortised cost	Financial assets/liabilities at fair value through profit or loss	Financial assets/liabilities at fair value through OCI	(Amount in Rupees Lacs unless otherwise stated)				
				Total carrying value	Total fair value	Level 1	Level 2	Level 3
Assets:								
Cash and cash equivalents (2.10)	1,885	-	-	1,885	1,885	-	-	-
Other bank balances (2.11)	7,221	-	-	7,221	7,221	-	-	-
Investments (2.3 and 2.8)								
Equity Instruments (Other than subsidiaries)	-	-	998	998	998	998	-	-
Tax free bonds	3,334	-	-	3,334	3,352	3,352	-	-
Mutual funds	-	45,007	-	45,007	45,007	45,007	-	-
Target maturity funds (TMFs)	14,240	-	-	14,240	14,536	14,536	-	-
Trade receivables (2.9)	12,899	-	-	12,899	12,899	-	-	-
Loans (2.4 and 2.12)	82	-	-	82	82	-	-	-
Other financial assets (2.5 and 2.13)	12,646	-	6	12,652	12,652	-	-	-
	52,307	45,007	1,004	98,318	98,632	63,893		
Liabilities:								
Trade payables (2.19)	1,490	-	-	1,490	1,490	-	-	-
Lease liabilities (2.2)	191	-	-	191	191	-	-	-
Other financial liabilities (2.20)	4,670	-	-	4,670	4,670	-	-	-
	6,351	-	-	6,351	6,351	-	-	-

The carrying value and fair value of financial instruments by categories as at 31 March 2024 were as follows:

Particulars	Amortised cost	Financial assets/liabilities at fair value through profit or loss	Financial assets/liabilities at fair value through OCI	(Amount in Rupees Lacs unless otherwise stated)				
				Total carrying value	Total fair value	Level 1	Level 2	Level 3
Assets:								
Cash and cash equivalents (2.10)	1,829	-	-	1,829	1,829	-	-	-
Other bank balances (2.11)	2,814	-	-	2,814	2,814	-	-	-
Investments (2.3 and 2.8)								
Equity Instruments (Other than subsidiaries)	-	-	1,191	1,191	1,191	1,191	-	-
Tax free bonds	3,400	-	-	3,400	3,548	3,548	-	-
Mutual funds	-	46,496	-	46,496	46,496	46,496	-	-
Target maturity funds (TMFs)	13,289	-	-	13,289	13,373	13,373	-	-
Trade receivables (2.9)	15,742	-	-	15,742	15,742	-	-	-
Loans (2.4 and 2.12)	86	-	-	86	86	-	-	-
Other financial assets (2.5 and 2.13)	9,961	-	6	9,967	9,967	-	-	-
	47,121	46,496	1,197	94,814	95,046	64,608	-	-
Liabilities:								
Trade payables (2.19)	1,836	-	-	1,836	1,836	-	-	-
Lease liabilities (2.2)	398	-	-	398	398	-	-	-
Other financial liabilities (2.20)	3,810	-	-	3,810	3,810	-	-	-
	6,044	-	-	6,044	6,044	-	-	-

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments.
- for forward exchange contracts, the fair value is determined based on confirmations received from the bankers at the reporting date.
- the fair value of remaining financial instruments is determined using discounted cash flows method.

The fair values of current trade receivables, short term loan, current security deposit, trade payables, current financial liabilities, other bank balances and cash and cash equivalents are considered to be the same as their carrying amount, due to their short-term nature.

The fair value of long term loan, non-current security deposit and non-current financial liabilities were calculated based on cash flows discounted using the lending rate as on the transition date since there is no material change in the lending rate.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

2.30 Financial Instruments (Cont'd)

b) Financial risk management

The Company's activities expose it to a variety of financial risks arising from financial instruments

- **Market risk,**
- **Credit risk and**
- **Liquidity risk**

Risk Management Committee (RMC) is responsible for identification and review of risks and mitigation plans. The Committee meets regularly for identification and prioritization of risks. RMC conducts risk survey with the senior and middle level management of the Company to identify risks and rate them appropriately. Top risks are identified and remaining are categorized as other risks. The RMC then places updates to the Board of Directors on a regular basis, on key risks facing the Company, along with their mitigation plans.

i) Market risk

a) Currency risk

The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk.

The Company operates internationally and a major portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services and purchase of services from overseas suppliers in various foreign currencies. The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are affected if the rupee appreciates/ depreciates against these currencies.

The Company's risk management policy is to hedge 30% to 55% of its estimated foreign currency exposure in respect of forecast collection over the following 6 months at any point in time. The Company uses forward exchange contracts to hedge its currency risk, mostly with a maturity of less than one year from the reporting date. Such contracts are generally designated as cash flow hedges.

The Company determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of their respective cash flows.

Foreign currency exposures are given below :

Currency	As at 31 March 2025		As at 31 March 2024	
	Amount in foreign currency in lacs	Amount in Rupees in lacs	Amount in foreign currency in lacs	Amount in Rupees in lacs
Receivable				
USD	81	6,882	72	6,006
EUR	1	115	1	131
MYR	41	798	0	7
SGD	1	94	1	56
JPY	6	3	5	3
AED	1	27	5	106
GBP	0	2	13	1,331
AUD	18	987	1	42
CAD	-	-	0	3
THB	0	1	0	0
SAR	3	57	3	56
Payable				
USD	3	220	1	53
MYR	0	1	1	22
GBP	0	5	0	2
CAD	-	-	0	1
SGD	1	83	2	134
AED	0	6	2	45
JPY	224	127	286	157
AUD	3	160	3	170
THB	0	0	0	0
SAR	0	0	0	1

Cash flow sensitivity of currency risk

As at 31 March 2025 and as at 31 March 2024 a 10% strengthening/weakening of the Indian rupee against the respective Foreign currencies, would have affected the Company's total comprehensive income by Rs. 836 lacs and Rs. 716 lacs respectively.

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion into functional currency due to exchange rate fluctuations between the previous reporting period and the current reporting year.

2.30 Financial Instruments (Cont'd)

b) Price risk

(i) Exposure

The Company's exposure to equity securities and mutual funds arises from investments held by the Company and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss.

(ii) Sensitivity

The sensitivity of profit or loss in respect of investments in mutual funds and equity instruments (other than subsidiaries) at the end of the reporting period for +/- 2% change in price and net asset value is presented below:

	(Amount in Rupees Lacs unless otherwise stated)			
	Impact on profit before tax		Impact on other components of equity	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Increase 2%				
Mutual funds	900	930	-	-
Equity instruments (other than subsidiaries)	-	-	20	24
Decrease 2%				
Mutual funds	(900)	(930)	-	-
Equity instruments (other than subsidiaries)	-	-	(20)	(24)

Derivative financial instruments

The Company holds derivative financial instruments such as foreign currency contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace.

The following table gives details in respect of outstanding foreign exchange forward contracts:

Contract outstanding	Buy/Sell	(Amount in Rupees Lacs unless otherwise stated)			
		As at 31 March 2025 (Original currency)	Equivalent amount in Rupees in lacs 31 March 2025	As at 31 March 2024 (Original currency)	Equivalent amount in Rupees in lacs 31 March 2024
In USD (Amount in USD lacs)	Sell	32.50	2,777	35.00	2,919

The foreign exchange contracts mature within six months. The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining period as of the Balance sheet date

Particulars	As at		As at	
	31 March 2025 Amount in USD in lacs	31 March 2025 Equivalent amount in Rupees in lacs	31 March 2024 Amount in USD in lacs	31 March 2024 Equivalent amount in Rupees in lacs
Not later than one month	5.00	427	7.50	626
Later than one month and not later than three months	15.00	1,282	12.50	1,043
Later than three months and not later than one year	12.50	1,068	15.00	1,251

Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

The following table provides the reconciliation of cash flow hedge reserve for the year ended :

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year		13
Gain / (Loss) recognised in other comprehensive income during the year, net of taxes	4	(9)
Balance at the end of the year	5	4

The Company offsets a financial asset and a financial liability when it currently has a legally enforceable right to set off the recognized amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Effects of hedge accounting on financial performance

	(Amount in Rupees Lacs unless otherwise stated)	
	Year ended 31 March 2025	Year ended 31 March 2024
Changes in the value of the hedging instrument recognised in other comprehensive income profit or (loss),net	2	(12)
Hedge ineffectiveness recognised in profit or (loss)	-	-
Amount reclassified from cash flow hedging reserve to profit or (loss)	(45)	(20)

The following table provides quantitative information of mark-to-market gain/loss on forward contracts

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	As at 31 March 2025	As at 31 March 2024
Gross amount of recognized financial asset/ (financial liabilities)	6	6
Net amount presented in balance sheet	6	6

2.30 Financial Instruments (Cont'd)

ii) Credit risk

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available, reasonable and supportive forward-looking information.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due.

A default on a financial asset is when the counter party fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 12,899 lacs and Rs. 15,742 lacs as of 31 March 2025 and 31 March 2024 respectively and income accrued but not due and unbilled revenue amounting to Rs. 1,856 lacs and Rs. 1,756 lacs as of 31 March 2025 and 31 March 2024, respectively. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables and income accrued but not due and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors such as Company's historical experience with customers. This assessment is not based on any mathematical model but an assessment considering the impact immediately seen in the demand outlook and the financial strength of the customers.

The following table gives details in respect of percentage of revenues generated from its top most customer and the top five customers:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
	(in %)	(in %)
Revenue from top customer	8.22%	6.62%
Revenue from top five customers	28.68%	25.49%

Credit risk exposure

a) The lifetime expected credit loss on trade receivable for the year ended 31 March 2025 is Rs.(262) lacs and for the year ended 31 March 2024 was Rs 204 lacs.

(Amount in Rupees Lacs unless otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning	286	103
Impairment loss recognised	(262)	204
Amounts written off against existing provision	(15)	(21)
Balance at the end	9	286

b) The lifetime expected credit loss on income accrued but not due and unbilled revenue for the year ended 31 March 2025 is Rs 204 lacs and for the year ended 31 March 2024 this was Rs. (193) lacs.

(Amount in Rupees Lacs unless otherwise stated)

	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning	34	227
Impairment loss recognised	204	(193)
Amounts written off against existing provision	(51)	-
Balance at the end	187	34

Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in mutual fund units, quoted bonds issued by government, preference shares.

a) Expected credit loss for loans, security deposits and Investments

As at 31 March 2025

Particulars		Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	Investment at amortised cost	17,521	0%	-	17,521
		Loans to employee	8	0%	-	8
		Security deposits	87	0%	-	87
Loss allowance measured at life-time expected credit loss	Financial assets for which credit risk has increased significantly and not credit-impaired	NA	NA	NA	NA	NA
	Financial assets for which credit risk has increased significantly and credit-impaired	Loan to subsidiary	382	100%	(382)	-
		Investment at amortised cost	601	100%	(601)	-

As at 31 March 2024

Particulars		Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	Investment at amortised cost	16,689	0%	-	16,689
		Loans to employee	39	0%	-	39
		Security deposits	194	0%	-	194
Loss allowance measured at life-time expected credit loss	Financial assets for which credit risk has increased significantly and not credit-impaired	NA	NA	NA	NA	NA
	Financial assets for which credit risk has increased significantly and credit-impaired	Loan to subsidiary	422	100%	(422)	-
		Investment at amortised cost	601	100%	(601)	-

2.30 Financial Instruments (Cont'd)

b) Expected credit loss for trade receivables under simplified approach

As at 31 March 2025

(Amount in Rupees Lacs unless otherwise stated)							
Ageing	Not due	0-90 days past due	91-180 days past dues	181-270 days past dues	271-360 days past dues	More than 360 days past dues	Total
Gross carrying amount	7,402	4,149	47	5	-	7	11,610
Less : Expected credit losses (Loss allowance provision)				2	-	7	9
Carrying amount of trade receivables (net of impairment)	7,402	4,149	47	3	-	-	11,601
Trade Receivables-Unbilled	-	866	253	99	80	-	1,298
							12,899

As at 31 March 2024

(Amount in Rupees Lacs unless otherwise stated)							
Ageing	Not due	0-90 days past due	91-180 days past dues	181-270 days past dues	271-360 days past dues	More than 360 days past dues	Total
Gross carrying amount	9,745	2,374	1,519	453	(9)	254	14,336
Less : Expected credit losses (Loss allowance provision)	-	-	-	61	-	225	286
Carrying amount of trade receivables (net of impairment)	9,745	2,374	1,519	392	(9)	29	14,050
Trade Receivables-Unbilled	-	1,194	306	180	12	-	1,692
							15,742

c) Expected credit loss for income accrued but not due / unbilled revenue under simplified approach

As at 31 March 2025

(Amount in Rupees Lacs unless otherwise stated)						
Ageing	0-90 days	90-180 days	180-270 days	270-360 days	More than 360 days	Total
Gross carrying amount	1,193	187	141	72	450	2,043
Less : Expected credit losses (Loss allowance provision)					187	187
Carrying amount (net of impairment)	1,193	187	141	72	263	1,856

As at 31 March 2024

(Amount in Rupees Lacs unless otherwise stated)						
Ageing	0-90 days	90-180 days	180-270 days	270-360 days	More than 360 days	Total
Gross carrying amount	439	398	393	265	297	1,792
Less : Expected credit losses (Loss allowance provision)	-	-	-	-	34	34
Carrying amount (net of impairment)	439	398	393	265	263	1,758

2.30 Financial Instruments (Cont'd)

iii) Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding bank borrowings. The Company believes that its working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

As of 31 March 2025, the Company had a working capital of Rs. 22,373 lacs including cash and cash equivalent of Rs. 1,885 lacs and current investment of Rs. 23,217 lacs (31 March 2024 Rs. 28,174 lacs including cash and cash equivalent of Rs. 1,829 lacs and current investment of Rs. 32,258 lacs). A substantial portion of the current investments are classified as Level 1 and their fair value is marked to an active market, and material volatility is not expected. Further, the cash and cash equivalents, bank deposits and earmarked balances are with banks where the Company has assessed the counterparty credit risk as low.

The table below provides details regarding the contractual maturities of financial liabilities as of 31 March 2025:

(Amount in Rupees Lacs unless otherwise stated)			
Particulars	Less than 1 year	More than 1 year	Total
Trade payables	1,490	1	1,491
Lease liabilities	103	88	191
Other financial liabilities	4,670	-	4,670

The table below provides details regarding the contractual maturities of financial liabilities as of 31 March 2024:

(Amount in Rupees Lacs unless otherwise stated)			
Particulars	Less than 1 year	More than 1 year	Total
Trade payables	1,836	-	1,836
Lease liabilities	225	173	398
Other financial liabilities	3,810	-	3,810

c) Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and maintain an appropriate capital structure.

The Board of Directors has the primary responsibility to maintain a strong capital base and reduce the cost of capital through prudent management in deployment of funds and sourcing by leveraging opportunities in domestic and international financial markets so as to maintain investors, creditors & markets' confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Company defines as result from operating activities divided by total shareholders' equity.

The Company monitors capital, using a medium term view of three to five years, on the basis of a number of financial ratios generally used by industry and by the rating agencies. The Company is not subject to externally imposed capital requirements.

(i) Risk management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, raise debts or issue new shares.

(ii) Dividends

(Amount in Rupees Lacs unless otherwise stated)		
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Equity Shares		
(i) Final dividend of Rs 12.50 per share (Previous year Rs 10 per share) (On equity share of Rs 10 each) (see note 2.16 (i))	3,347	2,677
(ii) Dividend not recognised at the end of reporting period (see note 2.16 (i))	3,291	3,347

(Amount in Rupees Lacs unless otherwise stated)		
Particulars	As at 31 March 2025	As at 31 March 2024

2.31 Contingent liabilities and Commitments (to the extent not provided for)

a. Contingent liabilities

489 687

Notes :

As on 31st March 2025, claims against the company not acknowledged as debts in respect of income tax matters amounted to Rs. 402 Lacs (Previous Year As on 31st March 2024 was Rs. 640 lacs) and in respect of goods and service tax matters amounted to Rs. 87 lacs (Previous Year As on 31st March 2024 was Rs. 47 lacs). The claims against the company represent demands for various tax matters and pending before tax Appellate Authorities. The management is of the view that these claims are likely to be settled in company's favour.

b. Capital Commitments (to the extent not provided for)

437 384

Estimated amount of contracts remaining to be executed on capital account and not provided for in the books of account (net of advances).

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		(Amount in Rupees Lacs unless otherwise stated)	
Particulars		Year ended 31 March 2025	Year ended 31 March 2024
2.32	Auditors remuneration (excluding taxes)		
a.	As auditors - statutory audit, including quarterly audits	38	33
b.	For other services	5	6
c.	Reimbursement of expenses	5	6
		48	45
		(Amount in Rupees Lacs unless otherwise stated)	
Particulars		Year ended 31 March 2025	Year ended 31 March 2024
2.33	Earnings per share		
a.	Profit after taxation available to equity shareholders (Rupees in Lacs)	16,176	18,595
b.	Weighted average number of equity shares used in calculating basic earnings per share (Numbers)	26,548,701	26,773,324
c.	Effect of dilutive issue of shares	-	-
d.	Weighted average number of equity shares used in calculating diluted earnings per share (Numbers)	26,548,701	26,773,324
e.	Basic earnings per share (Rupees)	60.93	69.45
f.	Diluted earnings per share (Rupees)	60.93	69.45
2.34	RELATED PARTY TRANSACTIONS		
	List of related parties		
	Where control exists		
	Subsidiary Companies		
	- Nucleus Software Solutions Pte Ltd, Singapore		
	- Nucleus Software Japan Kabushiki Kaisha, Japan		
	- Nucleus Software Inc, USA		
	- Nucleus Software Netherlands B.V., Netherlands		
	- Nucleus Software Limited, India		
	- Nucleus Software Australia Pty. Ltd., Australia		
	- Nucleus Software South Africa Pty. Ltd., South Africa		
	Other related parties with whom transactions have taken place :		
	Key managerial personnel (KMP):		
	- Vishnu R Dusat (Managing Director)		
	- Ravi Pratap Singh (Whole time Director) (till 25.07.2024)		
	- Anurag Mantri (Whole time Director, COO and CFO (CFO till 07.05.2024)		
	- Poonam Bhasin (Company Secretary)		
	- Parag Bhise (Whole time Director and CEO)		
	- Dr. Ritika Dusat (Whole time Director)		
	- Surya Prakash Kanodia appointed as CFO w.e.f. 08.05.2024		
	- Prithvi Pal Singh Haldea (Non Executive Director) (till 25.07.2024)		
	- Prof. Trilochan Sastry (Non Executive Director) (till 25.07.2024)		
	- Elaine Mathias (Non Executive Director) (till 19.09.2024)		
	- Siddhartha Mahavir Acharya (Non Executive Director)		
	- Yasmin Javeri Krishan (Non Executive Director)		
	- Prakash Chandra Kandpal (Non Executive Director) w.e.f. 12.02.2024		
	- Shekar Viswanathan (Non Executive Director) w.e.f. 12.02.2024		
	- Madhu Dusat (person acting in concert)		
	- Karmayogi Holdings Private Limited (person acting in concert)		
	Others :		
	- Nucleus Software Foundation (Entity in which relatives of KMPs are trustees) (see note 2.40)		
	- Praxis Consulting and Information services Pvt Ltd (Entity in which Non Executive Director is interested)		

2.34 RELATED PARTY TRANSACTIONS (CONT'D)

Transactions with related parties

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	Year ended 31 March 2025	Year ended 31 March 2024
a. Software development services and products		
- Nucleus Software Solutions Pte Ltd, Singapore	2,957	2,818
	2,957	2,818
b. Other income		
Interest income		
- Nucleus Software Limited, Jaipur	3	1
	3	1
c. Dividend income from subsidiary		
- Nucleus Software Solutions Pte Ltd, Singapore	396	-
	396	-
d. Salary and other benefits to Key managerial personnel		
Short-term employee benefits	1,494	1,343
Contribution to provident and other funds	44	41
	1,538	1,384
Note : Above short term employee benefits includes charge taken from subsidiary company Nucleus Software Solutions Pte. Ltd. for services by Whole time Director, COO & CFO see note 2.27.		
e. Remuneration to Non Executive Directors		
- Commission	172	212
- Sitting fees	128	106
	300	318
f. Outsourced technical service expense		
- Nucleus Software Japan Kabushiki Kaisha, Japan	437	481
- Nucleus Software Australia Pty Ltd.	448	492
	885	973
g. Expenditure on Corporate Social Responsibility		
Nucleus Software Foundation (see note 2.40)	277	213
	277	213
h. Reimbursement of expenses from		
- Nucleus Software Solutions Pte Ltd, Singapore	35	35
- Nucleus Software Japan Kabushiki Kaisha, Japan	12	14
- Nucleus Software Inc., USA	1	1
- Nucleus Software Australia Pty Ltd.	2	2
- Nucleus Software Netherlands B.V., Netherlands	-	1
- Nucleus Software Limited, India	-	5
	50	58
i. Reimbursement of expenses to		
- Nucleus Software Solutions Pte Ltd, Singapore	62	50
- Nucleus Software Japan Kabushiki Kaisha, Japan	-	2
	62	52
j. Sales & marketing fee		
- Nucleus Software Japan Kabushiki Kaisha, Japan	122	195
- Nucleus Software Solutions Pte Ltd, Singapore	234	352
- Nucleus Software Australia Pty Ltd.	149	173
	505	720
k. Business Management Services		
- Nucleus Software Solutions Pte Ltd, Singapore (see note below)*	956	1,080
- Nucleus Software Inc. USA	48	-
	1,004	1,080
*Note : Above expense is included in Salary and other benefits to Key managerial personnel for charge taken from subsidiary company Nucleus Software Solutions Pte. Ltd. for services by Whole time Director, COO & CFO see note 2.27.)		
l. Legal and professional		
-Praxis Consulting and Information services Pvt Ltd	5	5
	5	5
m. Buyback of shares		
- Madhu Dusad (person acting in concert) - no of shares 53.935	871	-
- Karmavool Holdings Private Limited (person acting in concert) -no of shares 1.58.232	2,555	-
- Vishnu R Dusad (Managing Director) -no of shares 28.167	455	-
	3,881	-
n. Loan given to subsidiary		
- Nucleus Software Limited, India	-	40
- Less Loss allowance on loan to subsidiary	-	(40)
	-	-
o. Investment in Subsidiary (addition during the year)		
- Nucleus Software Limited, India	-	500
	-	500

2.34 RELATED PARTY TRANSACTIONS

Outstanding balances As at period end

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	As at 31 March 2025	As at 31 March 2024
a. Trade receivables		
- Nucleus Software Solutions Pte Ltd, Singapore	506	222
	506	222
b. Trade payables		
- Nucleus Software Solutions Pte Ltd, Singapore	83	92
- Nucleus Software Japan Kabushiki Kaisha, Japan	125	156
- Nucleus Software Australia Pty Ltd., Australia	159	167
- Nucleus Software Inc., USA	14	-
	381	415
c. Expenses Payable to Subsidiaries		
- Nucleus Software Solutions Pte Ltd, Singapore	-	39
	-	39
d. Advance from customers / Advance billings		
- Nucleus Software Solutions Pte Ltd, Singapore	2	27
	2	27
e. Income accrued but not due		
- Nucleus Software Solutions Pte Ltd, Singapore	71	3
	71	3
f. Loan to subsidiary		
- Nucleus Software Limited, India	422	422
	422	422
g. Interest Accrued on Loan		
- Nucleus Software Limited, India	-	1
	-	1
h. Loss allowance for loan to subsidiary		
- Nucleus Software Limited, India	422	422
	422	422
i. Investments in subsidiary companies (net of provision) (see note 2.3)	1,985	1,985
	1,985	1,985
j. Remuneration to Non Executive Directors		
- Commission payable	172	212
	172	212

Terms and conditions

All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business. Outstanding balances at the period end are unsecured and settlement occurs in cash.

2.35 Research and development expenditure

Research and development expense recognised in the statement of profit and loss account for the year ended 31 March 2025 Rs 3,329 lacs (Previous year ended 31 March 2024 Rs 2,801 lacs).

No customer individually accounted for more than 10% of the total revenue.

2.36 Segment reporting – Basis of preparation (Cont'd)

Assets and liabilities of reportable segments being geographies are as follows:

a. As at 31 March 2025

(Amount in Rupees Lacs unless otherwise stated)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Segment assets	7,821	256	2,861	8	2,183	378	974	2,209	16,690
Unallocated corporate assets									94,355
Total assets									111,045
Segment liabilities	14,179	451	3,563	322	4,796	295	1,419	1,759	26,784
Unallocated corporate liabilities									5,928
Total liabilities									32,712
Capital employed									78,333

b. As at 31 March 2024

(Amount in Rupees Lacs unless otherwise stated)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Segment assets	11,515	168	2,523	1,460	2,519	311	25	387	18,908
Unallocated corporate assets									89,255
Total assets									107,163
Segment liabilities	16,806	1,037	3,773	350	3,964	193	400	650	27,173
Unallocated corporate liabilities									5,084
Total liabilities									32,257
Capital employed									74,906

A listing of capital expenditure, depreciation and other non-cash expenditure of the geographical segment are set out below:

a (i) For the year ended 31 March 2025

(Amount in Rupees Lacs unless otherwise stated)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Capital expenditure (Unallocated)	1,673	-	-	-	-	-	-	-	1,673
Total capital expenditure		-	-	-	-	-	-	-	1,673
Depreciation expenditure (Unallocated)									1,384
Total depreciation									1,384
Non-cash expense other than depreciation	110	73	77	-	52	(183)	-	0	129
Total non cash expenditure other than depreciation	110	73	77	-	52	(183)	-	0	129

a (ii) For the year ended 31 March 2024

(Amount in Rupees Lacs unless otherwise stated)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Capital expenditure (Unallocated)	2,127	-	-	-	-	-	-	-	2,127
Total capital expenditure		-	-	-	-	-	-	-	2,127
Depreciation expenditure (Unallocated)									1,316
Total depreciation									1,316
Segment non-cash expense other than depreciation	41	193	188	-	16	130	-	0	568
Total non cash expenditure other than depreciation	41	193	188	-	16	130	-	0	568

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2.37 Disaggregation of revenue

The table below presents disaggregated revenues from contracts with customers by geography and products and services . The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of the Company's revenues and cash flows are affected by industry, market and other economic factors.

(A) **Revenues by geography***

a (i) For the year ended 31 March 2025

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Revenue from operations	47,999	1,063	8,858	1,582	9,146	823	2,441	4,954	76,866

(ii) For the year ended 31 March 2024

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Revenue from operations	43,786	2,094	8,955	2,378	10,222	1,517	2,791	4,869	76,612

* Disclosure relating to revenues by geography has been made with respect to location of customers.

(B) **Revenues in products and services ***

Description	(Amount in Rupees Lacs unless otherwise stated)		
	Products	Services	Total
(i) For the year ended 31 March 2025			
Revenue	71,271	5,595	76,866
(ii) For the year ended 31 March 2024			
Revenue	71,035	5,577	76,612

* Revenue from Products comprises revenue generated from Company's own developed software and from third party software supplied along with the Company's software. It also includes services such as enhancements to the product, maintenance of the product and any other related service in respect of the product. Revenue other than the above is categorized under Revenue from Services.

2.38 Employee Benefit Obligations

Defined contribution plans

An amount of Rs 2,289 lacs for the year ended 31 March 2025 (for the year ended 31 March 2024 Rs. 2,022 lacs), has been recognized as an expense in respect of the Company's contribution towards Provident Fund, Rs 0.09 lacs for the year ended 31 March 2025 (for the year ended 31 March 2024 Rs. 0.19 lacs) has been recognised as an expense in respect of Employee State Insurance Fund and Rs 477 lacs for the year ended 31 March 2025 (for the year ended 31 March 2024 Rs 355 lacs) has been recognized as an expense in respect of National Pension scheme and have been shown under Employee Benefits expense in the standalone Statement of Profit and Loss.

Defined benefit plans

The Gratuity scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service or part thereof in excess of 6 months subject to a maximum limit of Rs. 20 lacs in terms of the provisions of the Payment of Gratuity Act, 1972. Vesting occurs upon completion of 5 years of service.

Provision in respect of gratuity and compensated absence has been determined using the Projected Unit Credit method, with actuarial valuations being carried out at the balance sheet date 31 March 2025.

The Company had made contributions to Nucleus Software Export Limited Employees Group Gratuity Assurance Scheme, which has made further contributions to Employees Group Gratuity Scheme of Life Insurance Corporation of India.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation as on 31 March 2025 :

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	As at 31 March 2025	As at 31 March 2024
a. Change in defined benefit obligations (DBO)		
Obligation at beginning of the period / year	6,047	5,064
Current service cost	596	512
Interest cost	405	337
Remeasurement due to:		
Actuarial loss/(gain) arising from change in financial assumptions	234	60
Actuarial loss/(gain) arising from change in demographic assumptions	-	(58)
Actuarial loss/(gain) arising on account of experience changes	240	442
Benefits paid	(415)	(310)
Obligation at period / year end	7,107	6,047
b. Change in Plan Assets		
Plan assets at year beginning, at fair value	4,912	4,078
Expected return on asset plan	330	272
Contributions by employer	565	834
Remeasurement due to :		
Actuarial return on plan assets less interest on plan assets	37	38
Benefits paid	(415)	(310)
Plan assets at period / year end, at fair value	5,429	4,912
c. Net asset / (liability) recognised in the Balance Sheet		
Present value of defined benefit obligation	7,107	6,047
Fair value of plan assets	5,429	4,912
Funded status- Surplus/ (Deficit)	(1,678)	(1,135)
Unrecognised past service costs	-	-
Net liability recognised in the Balance Sheet	(1,678)	(1,135)
d. Expected employer's contribution next year	200	200
e. Expense recognised in Profit or Loss		

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	Year ended 31 March 2025	Year ended 31 March 2024
Current service cost	596	512
Interest cost	74	65
Net gratuity cost	670	577

f. Remeasurement income recognised in other comprehensive income:

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	Year ended 31 March 2025	Year ended 31 March 2024
Actuarial (gain) loss on defined benefit obligation	475	444
Return on plan assets excluding interest income	(37)	(38)
	438	406

Actuarial assumptions for gratuity and long-term compensated absences

g. Economic assumptions :

	As at 31 March 2025	As at 31 March 2024
Discount rate	6.70%	7.20%
Salary escalation rate	10.00%	10.00%

Discount rate:

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Salary escalation rate:

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Expected return on plan assets:

The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc.

h. Demographic assumptions

Retirement age*	58 years	58 years
Mortality table	IALM Mortality (2012-14)	IALM Mortality (2012-14)

* In cases of retirement extension, gratuity will be disbursed after the employee's final working day with the organization.

i. Withdrawal rates

Ages - Withdrawal Rate	Ages - Withdrawal
21-50 years - 11%	21-50 years - 11%
51-57 years - 8%	51-57 years - 8%

j. Category of asset

Insurer Managed Funds	5,429	4,912
The company does not invest directly in any property occupied by the company nor in financial security issued by the company.		

k. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding and other assumptions constant, would have affected the defined benefit obligation by the amount shown below:

Particulars :	Year ended 31 March 2025		Year ended 31 March 2024	
	Increase	Decrease	Increase	Decrease
Increase/(Decrease) in obligation with 0.5% movement in discount rate	(227)	258	(190)	216
Increase/(Decrease) in obligation with 0.5% movement in future rate of increase in compensation levels	113	(110)	100	(98)

2.39 FUNCTION WISE CLASSIFICATION OF STATEMENT OF STANDALONE PROFIT AND LOSS

The Company has provided following function wise results of operations on a voluntary basis.
The Management believes that this information is relevant to understanding Company's financial performance.

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	Year ended 31 March 2025	Year ended 31 March 2024
Income from software product and services	76,866	76,612
Software development expenses *	52,105	46,604
Operating profit from software product & services	24,761	30,008
Less :		
Selling and marketing expenses	3,727	3,494
General and administration expenses	5,076	5,233
Operating profit before depreciation	15,958	21,281
Less :		
Depreciation and amortisation expense	1,384	1,316
Operating profit after depreciation	14,574	19,965
Add :		
Other income	7,004	4,947
Profit before tax	21,578	24,912
Less :		
Tax expense:		
Net current tax expense	4,552	5,658
Deferred tax (credit) /charge	850	659
	5,402	6,317
Profit for the year	16,176	18,595

* Includes indirect expenses which have been allocated on a reasonable basis.

2.40 EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY

Particulars	(Amount in Rupees Lacs unless otherwise stated)	
	Year ended 31 March 2025	Year ended 31 March 2024
a. Gross amount required to be spent by Company during the year ended 31 March 2025 / 31 March 2024 :	277	213
b. Amount approved by the Board to be spent during the year	277	213
c. Amount spent during the year		
(i) Construction/acquisition of any asset	-	-
(ii) Purposes other than Construction/acquisition of any asset		
- Contribution paid to Nucleus Software Foundation during the year March 2025 / March 2024	277	213
d. Shortfall at the end of the year	-	-
e. Total of previous year short fall	-	-
f. Reason for shortfall	NA.	NA.
g. Nature of CSR contribution	(Education, Health and Medical care , Community at large and Environment)	
h. Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard.		
- Contribution paid to Nucleus Software Foundation during the year March 2025 / March 2024	277	213

2.41 The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filling of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2025 and 31 March 2024 have been made in the financials statements based on information received and available with the Company.

	As at 31 March 2025		As at 31 March 2024	
	Principal	Interest	Principal	Interest
a) Amount due to vendor (see note below)	-	-	-	-
b) Principal amount paid (includes unpaid) beyond the appointed date	-	-	-	-
c) Interest due and payable for the period of delay in making payment	-	-	-	-
d) Interest accrued and remaining unpaid	-	-	-	-
e) Further interest remaining due and payable for the purpose of disallowance of a deductible expenditure under section 23	-	-	-	-
	-	-	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

- 2.42** No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

As per our report of even date attached

For ASA & Associates LLP
Chartered Accountants
Firm Registration Number : 009571N/N500006

NITIN GUPTA
Digitally signed by NITIN GUPTA
Date: 2025.05.16 19:10:04 +05'30'

NITIN GUPTA
Partner
Membership number : 122499

Place : New Delhi
Date : 16 May 2025

For and on behalf of the Board of Directors
NUCLEUS SOFTWARE EXPORTS LIMITED
CIN : L74899DL1989PLC034594

VISHNU RAMPRATAP DUSAD
Digitally signed by VISHNU RAMPRATAP DUSAD
Date: 2025.05.16 17:37:04 +05'30'

VISHNU R DUSAD
Managing Director
DIN : 00008412

Surya Prakash Kanodia
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Date: 2025.05.16 17:40:52 +05'30'

SURYA PRAKASH KANODIA
Chief Financial Officer

PARAG BHISE
Digitally signed by PARAG BHISE
Date: 2025.05.16 17:36:45 +05'30'

PARAG BHISE
CEO & Whole-time Director
DIN : 08719754

Poonam Bhasin
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Date: 2025.05.16 17:41:19 +05'30'

POONAM BHASIN
AVP (Secretarial) & Company Secretary
Membership number : 10865

Place : Noida
Date : 16 May 2025