

## AUDITORS' REPORT

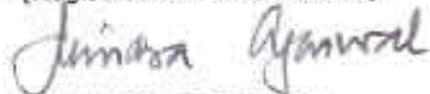
### TO THE MEMBERS OF NUCLEUS SOFTWARE NETHERLANDS B.V.

1. We have audited the attached Balance Sheet of **NUCLEUS SOFTWARE NETHERLANDS B.V.** as at 31 March, 2011, the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. Further, we report that:
  - a. we have 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 have been kept by the Company so far as appears from our examination of those books;
  - c. the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d. in our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;



- e. in our opinion and to the best of our information and according to the explanations given to us, the said accounts give a true and fair view in conformity with the accounting principles generally accepted in India:
- i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March, 2011;
  - ii. in the case of the Profit and Loss Account, of the loss of the Company for the year ended on that date; and
  - iii. in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

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



**JITENDRA AGARWAL**  
Partner  
Membership No. 87104

GURGAON, 27 April, 2011

**Nucleus Software Netherlands B.V.**  
**Balance Sheet as at 31 March 2011**

	Schedule Reference	As at 31 March 2011 (Euro)	As at 31 March 2010 (Euro)	As at 31 March 2011 (Rupees) (Unaudited)*	As at 31 March 2010 (Rupees) (Unaudited)*
<b>Sources of funds</b>					
<b>Shareholders' funds</b>					
Share capital	1	400,000	300,000	25,280,000	18,132,000
Currency translation reserve		-	-	(1,255,204)	1,567,502
		<u>400,000</u>	<u>300,000</u>	<u>24,024,796</u>	<u>19,699,502</u>
<b>Application of funds</b>					
<b>Fixed assets</b>					
Gross block	2	7,876	7,257	497,763	438,613
Less: Accumulated depreciation		3,426	1,773	216,523	107,160
Net block		<u>4,450</u>	<u>5,484</u>	<u>281,240</u>	<u>331,453</u>
<b>Current assets, loans and advances</b>					
Sundry debtors	3	247,208	-	15,623,546	-
Cash and bank balances	4	30,528	14,975	1,929,370	905,089
Loans and advances	5	15,522	16,592	980,990	1,002,820
		<u>293,258</u>	<u>31,567</u>	<u>18,533,906</u>	<u>1,907,909</u>
<b>Less: Current liabilities and Provisions</b>					
Current liabilities	6	348,344	24,146	22,015,341	1,459,384
		<u>348,344</u>	<u>24,146</u>	<u>22,015,341</u>	<u>1,459,384</u>
<b>Net current assets</b>		<b>(55,086)</b>	<b>7,421</b>	<b>(3,481,435)</b>	<b>448,525</b>
<b>Profit and Loss Account (Debit Balance)</b>		<b>450,636</b>	<b>287,095</b>	<b>27,224,991</b>	<b>18,919,524</b>
		<u>400,000</u>	<u>300,000</u>	<u>24,024,796</u>	<u>19,699,502</u>

**Significant accounting policies and notes to the accounts**

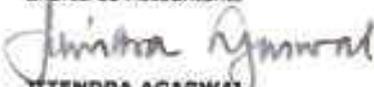
\* Refer note 2 (i) of schedule 11

11

The Schedules referred to above form an integral part of the Balance Sheet.

**In terms of our report attached**

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants

  
**JITENDRA AGARWAL**  
Partner

Place: GURGAON  
Date: 27, APRIL, 2011

For and on behalf of the Board of Directors

  
**VISHNU R DUSAD**  
General Managing Director

Place: NOIDA  
Date: 27 APRIL, 2011

**Nucleus Software Netherlands B.V.**  
**Profit and Loss Account for the year ended 31 March 2011**

	Schedule Reference	Year ended 31 March 2011 (Euro)	Year ended 31 March 2010 (Euro)	Year ended 31 March 2011 (Rupees) (Unaudited)*	Year ended 31 March 2010 (Rupees) (Unaudited)*
<b>Income</b>					
Sales and services	7	247,208	-	14,923,947	-
Software development expenses	8	173,047	-	10,446,847	-
<b>Gross profit</b>		<u>74,161</u>	<u>-</u>	<u>4,477,100</u>	<u>-</u>
Selling and marketing expenses	9	193,797	140,656	11,699,524	9,405,667
General and administration expenses	10	42,252	24,893	2,550,753	1,564,594
<b>Loss before depreciation</b>		<u>(161,888)</u>	<u>(165,549)</u>	<u>(9,773,177)</u>	<u>(11,070,261)</u>
Depreciation	2	1,653	1,495	99,792	99,971
<b>Loss before taxation</b>		<u>(163,541)</u>	<u>(167,044)</u>	<u>(9,872,969)</u>	<u>(11,170,232)</u>
Provision for tax - current income tax		-	-	-	-
<b>Loss after taxation</b>		<u>(163,541)</u>	<u>(167,044)</u>	<u>(9,872,969)</u>	<u>(11,170,232)</u>
Loss brought forward		(287,095)	(120,051)	(17,352,022)	(7,749,292)
<b>Loss earned forward to the Balance Sheet</b>		<u>(450,636)</u>	<u>(287,095)</u>	<u>(27,224,991)</u>	<u>(18,919,524)</u>
<b>Earnings per equity share (See note 7)</b>					
Basic and diluted		(43.41)	(71.72)	(2,620.91)	(4,796.15)
<b>Number of shares used in computing earnings per equity share</b>					
Basic and diluted		3,767	2,329	3,767	2,329

**Significant accounting policies and notes to the accounts**

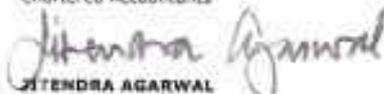
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\* Refer note 2 (i) to schedule 11.

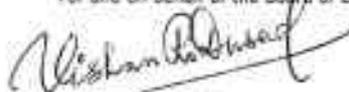
The schedules referred to above form an integral part of the Profit and Loss Account.

In terms of our report attached.

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants

  
**JITENDRA AGARWAL**  
Partner

For and on behalf of the Board of Directors

  
**VISHNU R DUSAD**  
General Managing Director

Place: Gurgaon

Date: 27 APRIL, 2011

Place: Noida

Date: 27, APRIL, 2011

**Nucleus Software Netherlands B.V.**  
**Cash Flow Statement for the year ended 31 March 2011**

	Year ended 31 March 2011	Year ended 31 March 2010	Year ended 31 March 2011 (Rupees) (Unaudited)*	Year ended 31 March 2010 (Rupees) (Unaudited)*
	(Euro)	(Euro)		
<b>A. Cash flow from operating activities</b>				
Net loss before tax	(163,541)	(167,044)	(5,672,970)	(11,170,332)
Adjustments for:				
Exchange difference on translation of foreign currency accounts	-	-	85,346	54,737
Depreciation	1,651	1,495	99,792	99,971
Operating profit before working capital changes	(161,888)	(165,549)	(9,687,832)	(11,015,524)
Adjustments for:				
Decrease / (increase) in debtors	(247,208)	-	(14,923,947)	-
Decrease / (increase) in loans and advances	1,070	2,034	64,596	136,014
(Decrease) / increase in current liabilities	324,198	13,392	19,571,833	895,523
<b>Net cash used in operating activities (A)</b>	<b>(83,828)</b>	<b>(150,123)</b>	<b>(4,975,350)</b>	<b>(9,983,987)</b>
<b>B. Cash flow from investing activities</b>				
Purchase of fixed assets/capital work in progress	(619)	-	(37,369)	-
<b>Net cash used in investing activities (B)</b>	<b>(619)</b>	<b>-</b>	<b>(37,369)</b>	<b>-</b>
<b>C. Cash flow from financing activities</b>				
Issue of share capital	100,000	100,000	6,637,000	6,687,000
<b>Net cash from financing activities (C)</b>	<b>100,000</b>	<b>100,000</b>	<b>6,637,000</b>	<b>6,687,000</b>
<b>Net (decrease) / increase in cash and cash equivalents (A+B+C)</b>	<b>15,553</b>	<b>(50,123)</b>	<b>1,024,281</b>	<b>(3,296,987)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>14,975</b>	<b>65,098</b>	<b>905,089</b>	<b>4,202,076</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>30,528</b>	<b>14,975</b>	<b>1,929,370</b>	<b>905,089</b>

\* Refer note 2 (i) to schedule 11.

**Notes:**

1. The above cash flow statement has been prepared in accordance with the 'Indirect method' as set out in the Accounting Standard 3 on 'Cash Flow Statements' prescribed under Companies (Accounting Standard) Rules, 2006.

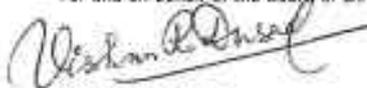
2. Cash and cash equivalents consist of balances with non scheduled banks.

In terms of our report attached

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants

  
**JITENDRA AGARWAL**  
Partner

For and on behalf of the Board of Directors

  
**VISHNU R. DUSAD**  
General Managing Director

Place: Gurgaon

Date: 27 APRIL, 2011

Place: Hoids

Date: 27 APRIL, 2011

**Nucleus Software Netherlands B.V.**  
**Schedules forming part of the Balance Sheet**

	<u>As at</u> <u>31 March 2011</u>	<u>As at</u> <u>31 March 2010</u>	<u>As at</u> <u>31 March 2011</u> <u>(Rupees)</u> <u>(Unaudited)</u>	<u>As at</u> <u>31 March 2010</u> <u>(Rupees)</u> <u>(Unaudited)</u>
	(Euro)	(Euro)		
<b>SCHEDULE 1</b>				
<b>Share capital</b>				
<b>Authorised capital</b>				
5,000 (previous year 5,000) equity shares of Euro 100 each	<u>500,000</u>	<u>500,000</u>	<u>31,600,000</u>	<u>30,220,000</u>
<b>Issued, subscribed and paid up</b>				
4,000 (previous year 3,000) equity shares of Euro 100 each, fully paid up, held by Nucleus Software Exports Ltd., India the Holding Company.	<u>400,000</u>	<u>300,000</u>	<u>25,280,000</u>	<u>18,132,000</u>

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**SCHEDULE 2**

**Fixed assets (At cost)**

\* Refer note 2 (i) to schedule 11

	<b>Gross block</b>						<b>Depreciation</b>		<b>Net block</b>	
	As at 1 April 2010	Additions during the year	Currency Translation	As at 31 March 2011	As at 1 April 2010	Depreciation for the year	Currency Translation	As at 31 March 2011	As at 31 March 2011	As at 31 March 2010
Office and other equipment	1,056	-	-	1,056	254	212	466	590	802	802
Computers	863	619	-	1,502	257	380	637	865	626	626
Furniture and fixtures	5,318	-	-	5,318	1,262	1,061	2,323	2,995	4,057	4,057
<b>Current year (Euro)</b>	<b>7,237</b>	<b>619</b>	<b>-</b>	<b>7,876</b>	<b>1,773</b>	<b>1,653</b>	<b>3,426</b>	<b>4,450</b>	<b>5,484</b>	<b>5,484</b>
<b>Current year (Rupees) (Unaudited)*</b>	<b>438,613</b>	<b>37,369</b>	<b>21,781</b>	<b>497,763</b>	<b>107,160</b>	<b>99,792</b>	<b>9,571</b>	<b>216,523</b>	<b>281,240</b>	<b>331,453</b>
Previous year (Euro)	7,257	-	-	7,257	278	1,495	-	1,773	5,484	6,979
Previous year (Rupees) (Unaudited)*	486,653	-	(48,040)	438,613	18,643	99,971	(11,454)	107,160	331,453	468,010

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**Nucleus Software Netherlands B.V.**  
**Schedules forming part of the Profit and Loss Account**

	Year ended 31 March 2011	Year ended 31 March 2010	Year ended 31 March 2011 (Rupees) (Unaudited)*	Year ended 31 March 2010 (Rupees) (Unaudited)*
	(Euro)	(Euro)		
<b>SCHEDULE 7</b>				
<b>Sales and services</b>				
Software development services and products	247,208	-	14,923,947	-
<b>SCHEDULE 8</b>				
<b>Software development expenses</b>				
Cost of software purchased for delivery to clients	173,047	-	10,446,847	-
<b>SCHEDULE 9</b>				
<b>Selling and marketing expenses</b>				
Salaries and allowances	64,519	54,768	3,895,012	3,662,403
Contribution to provident and other funds	4,020	3,439	242,687	229,966
Staff welfare	2,938	854	177,367	57,107
Legal and professional (See note 5)	44,500	28,000	2,686,465	1,872,360
Conveyance	273	1,113	16,481	74,426
Communication	2,785	3,041	168,130	203,352
Rent	19,321	17,711	1,180,372	1,184,335
Repair and maintenance - Others	-	3,351	-	224,081
Travelling	15,847	18,523	956,683	1,238,633
Power and fuel	399	470	24,088	31,429
Advertisement and business promotion	2,214	7,440	133,659	497,513
Commission to channel partner	37,081	-	2,236,580	-
Miscellaneous expenses	-	1,945	-	130,062
	<b>193,797</b>	<b>140,656</b>	<b>11,699,514</b>	<b>9,405,667</b>
<b>SCHEDULE 10</b>				
<b>General and administration expenses</b>				
Salaries and allowances	7,169	-	432,793	-
Contribution to provident and other funds	447	-	26,985	-
Staff welfare	326	-	19,681	-
Legal and professional (See note 5)	26,432	22,043	1,595,700	1,474,015
Conveyance	30	-	1,811	-
Communication	309	-	18,654	-
Rent	2,136	-	128,950	-
Travelling	1,761	-	106,312	-
Power and fuel	44	-	2,656	-
Miscellaneous expenses	621	-	37,490	-
Bank charges	2,495	2,221	150,623	148,518
Waxes and taxes	482	620	29,098	42,061
	<b>42,252</b>	<b>24,893</b>	<b>2,550,753</b>	<b>1,664,594</b>

\* Refer note 2 (i) to schedule 11.

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**Nucleus Software Netherlands B.V.**  
**Schedules forming part of the accounts**

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**Schedule 11: Significant accounting policies and notes to the accounts**

**1. Background**

Nucleus Software Netherlands B.V. ('the Company') was incorporated on 3 February 2006 in Netherlands. The Company's entire share capital is held by Nucleus Software Exports Ltd., India ('the holding Company').

**2. Significant accounting policies**

**(i) Basis of preparation**

The financial statements are prepared under the historical cost convention on the accrual basis, in accordance with the Indian Generally Accepted Accounting Principles ("GAAP") and mandatory accounting standards as specified in the Companies (Accounting Standards) Rules, 2006. All income and expenditure having a material bearing on the financial statements are recognised on the accrual basis. Accounting policies have been consistently applied except where a newly issued accounting standard if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

The Company's net worth is fully eroded in current year. However, the directors consider that it is appropriate to prepare these accounts on the going concern basis in view of the continued financial support from its holding company. Accordingly, these accounts are being prepared on a going concern basis, that is the assets and liabilities are recorded on the basis that the Company will be able to realise its assets and discharge its liabilities in the normal course of business.

The financial statements have been prepared for the purpose of compliance with the provisions of Section 212 of the Companies Act, 1956 and Balance Sheet have been restated to Indian rupees at exchange rate prevailing on the last day of the financial year and the Profit and Loss Account and Cash Flow Statement has been restated on the average exchange rate of financial year.

The functional currency of the Company is Euro. The translation from Euro to Indian rupees is unaudited.

**(ii) Use of estimates**

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any change in estimates are adjusted prospectively.

**(iii) Fixed assets**

Fixed assets are stated at the cost of acquisition including incidental costs related to acquisition and installation. Fixed assets under construction, advances paid towards acquisition of fixed assets and cost of assets not put to use before the year end, are disclosed as capital work-in-progress.

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**Nucleus Software Netherlands B.V.**  
**Schedules forming part of the accounts**

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**(iv) Depreciation**

Depreciation on fixed assets is provided on the straight-line method based on useful lives of respective assets as estimated by the management. Depreciation is charged on a pro-rata basis for assets purchased / sold during the year. Assets costing less than Rs. 5,000 are fully depreciated in the year of purchase.

The management's estimates of the useful lives of the various fixed assets in use are as follows:

Asset category	Useful life (in years)
Office equipment	5
Computers	4
Furniture and fixtures	5

**(v) Earnings per share**

Basic earnings per share are 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 equivalent shares outstanding during the year, except where results are anti-dilutive. (See note 7)

**(vi) Income taxes**

Income taxes are accrued in the same period the related revenue and expenses arise. The differences that result between the taxable profit and the profit as per the financial statements are identified and thereafter deferred tax assets or deferred tax liabilities are recorded as timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantially enacted regulations. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only to the extent there is virtual certainty of realisation of such assets. In other situations, deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Such assets are reviewed at each balance sheet date for realisability.

**(vii) Impairment**

Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above. An impairment loss is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized.

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**Nucleus Software Netherlands B.V.**  
**Schedules forming part of the accounts**

**(viii) Contingencies**

The Company recognises a provision when there is a present obligation as a result of a past event and it is probable that it would involve an outflow of resources and a reliable estimate can be made of the amount of such obligation. Such provisions are not discounted to their present value and are determined based on the management's estimation of the obligation required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect management's current estimates.

A disclosure for a contingent liability is made where it is more likely than not that a present obligation or possible obligation may result in or involve an outflow of resources. When no present or possible obligation exists and the possibility of an outflow of resources is remote, no disclosure is made.

**3. Segment Reporting**

Based on the guiding principles stated in Accounting Standard 17 - "Segment Reporting" as specified in the Companies (Accounting Standard) Rules, 2006, the Company does not have any reportable segment information as required to be disclosed by this statement. Accordingly, no additional disclosure for segment reporting has been made in the financial statements.

**4. Related party disclosures**

**a) List of related parties where control exists**

**Holding Company:**

- Nucleus Software Exports Ltd.

**b) Other related parties with whom transactions have taken place during the year**

**Fellow Subsidiary Company:**

- Nucleus Software Singapore Pte Ltd.

**Key managerial personnel:**

- Vishnu R.Dusad (General Managing director)

**c) Transactions with related parties:**

	Year ended 31 March 2011 (Euro)	Year ended 31 March 2010 (Euro)	Year ended 31 March 2011* (Rupees Unaudited)	Year ended 31 March 2010* (Rupees Unaudited)
<b>Software development, services and products</b>				
i. Nucleus Software Exports Ltd.	173,047	-	10,446,847	-
ii. <b>Advances</b> Nucleus Software Exports Ltd.	-	5,332	-	355,882
iii. <b>Issue of share capital</b> Nucleus Software Exports Ltd.	100,000	100,000	6,037,000	6,687,000

\* Refer note 2(i) above

**Nucleus Software Netherlands B.V.**  
**Schedules forming part of the accounts**

**d) Outstanding balances as at year end**

	As at 31 March 2011 (Euro)	As at 31 March 2010 (Euro)	As at 31 March 2011* (Rupees Unaudited)	As at 31 March 2010* (Rupees Unaudited)
<b>i. Sundry Creditors</b>				
Nucleus Software Exports Ltd.	195,806	14,432	12,374,939	872,270
<b>ii. Advance From Fellow subsidiary</b>				
Nucleus Software Solutions Pte Ltd.	100,000	-	6,320,000	-

\* Refer note 2(i) above

**5. Auditors Remuneration :**

	Year ended 31 March 2011 (Euro)	Year ended 31 March 2010 (Euro)	Year ended 31 March 2011* (Rupees Unaudited)	Year ended 31 March 2010* (Rupees Unaudited)
Audit fee	1,187	827	71,659	55,301

\* Refer note 2(i) above



**Nucleus Software Netherlands B.V.**  
**Schedules forming part of the accounts**

6. The following are the aggregate amounts incurred on certain specific expenses that are required to be disclosed under Schedule VI to the Companies Act, 1956:

	Year ended 31 March 2011 (Euro)	Year ended 31 March 2010 (Euro)	Year ended 31 March 2011* (Rupees Unaudited)	Year ended 31 March 2010* (Rupees Unaudited)
Salaries and allowances	71,688	54,769	4,327,805	3,662,403
Contribution to provident and other funds	4,467	3,439	269,672	229,966
Staff welfare	3,264	854	197,048	57,107
Legal and professional charges	70,932	50,043	4,282,165	3,346,375
Conveyance	303	1,113	18,292	74,426
Communication	3,094	3,041	186,784	203,352
Rent	21,357	17,711	1,289,322	1,184,335
Repair and maintenance - others	-	3,351	-	224,081
Travelling	17,608	18,523	1,062,995	1,238,633
Power and fuel	443	470	26,744	31,429
Advertisement and business promotion	2,214	7,440	133,659	497,513
Commission to channel partner	37,081	-	2,238,580	-
Rates and taxes	482	629	29,098	42,061
Cost of software purchased for delivery to clients	173,047	-	10,446,847	-
Bank Charges	2,495	2,221	150,623	148,518
Miscellaneous expenses	621	1,945	37,490	130,062
<b>Total</b>	<b>409,096</b>	<b>165,549</b>	<b>24,697,124</b>	<b>11,070,261</b>

\* Refer note 2(i) above

7. **Earnings per share**

	Year ended 31 March 2011 (Euro)	Year ended 31 March 2010 (Euro)	Year ended 31 March 2011* (Rupees Unaudited)	Year ended 31 March 2010* (Rupees Unaudited)
Loss after tax	163,541	167,044	9,872,969	11,170,232
Weighted average number of equity shares used in calculating basic earnings per share	3,767	2,329	3,767	2,329
Loss per share	(43.41)	(71.72)	(2,620.91)	(4,796.15)

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**Nucleus Software Netherlands B.V.**  
**Schedules forming part of the accounts**

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8. No provision for tax has been made in view of the losses in the current year. As at 31 March 2011, the Company has unabsorbed losses. In view of absence of virtual certainty of realisation of unabsorbed tax losses, no deferred tax asset has been recognised by the Company as at 31 March, 2011.
9. The Company has incurred a loss of Euro 163,541 (Rs. 9,872,969) during the year and has accumulated losses of Euro 450,636 (Rs. 27,224,991) as at 31 March, 2011 resulting in erosion of its net worth as at 31 March, 2011 and that the Company's current liabilities exceed its current assets by Euro 55,086 (Rs. 3,481,435) as at the year end. The accounts of the Company have been prepared on the basis that the Company is a going concern. However, having regard to the accumulated losses of the Company which have eroded the net worth of the Company, the ability of the Company to continue as a going concern is significantly dependent on the improvement of the Company's future operations and continued financial support from its Holding Company. The Holding Company has confirmed to provide such financial support as and when a need arises.

The accounts do not include any adjustments relating to the recoverability and classification of recorded asset amounts and the classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

10. Previous year figures have been regrouped/ reclassified wherever necessary to make them comparable with the current year figures.

For **Nucleus Software Netherlands B.V**



**VISHNU R DUSAD**  
General Managing Director

Place: Noida

Date: 27 APRIL, 2011

