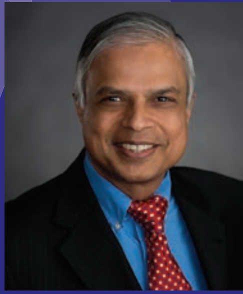
Digital Insurance 2.0:

Accelerating Growth and Innovation

2018 ANNUAL REPORT

www.majesco.com



Ketan Mehta
Co-Founder and CEO
of Majesco

A Message from the CEO of Majesco

Dear Fellow Shareholders,

Fiscal 2018 was a transformative year for Majesco. While the insurance industry has not embraced digital transformation as quickly as other industries like Retail, Banking, Travel and Hospitality, it is changing rapidly. Last year, we saw growing momentum towards digital transformation across Property & Casualty, Life & Annuity and Group & Voluntary Benefits carriers. As a result, demand for our cloud based platform solutions increased. Majesco experienced accelerating business momentum and we increased quarterly revenue and adjusted EBITDA sequentially during the last three quarters of fiscal 2018. We ended the year with record quarterly revenues, a strong 12-month executable backlog, and improving profitability. I am specifically pleased that we have made good progress in transitioning our business model towards the cloud. Cloud business as portion of our revenue increased from 20% to 30% during fiscal 2018. As our financial results show, we have significantly improved our business execution and enhanced our competitive advantage, while the market dynamics for our platform solutions and services remained strong.

The disruption taking place in the insurance industry is creating significant opportunities for Majesco. The insurance industry is in the early stages of what we call Digital Insurance 2.0 that is underpinned to meet new customer expectations as well as new products and services to meet their unique needs. Carriers across the industry are creating innovative new business models, products and services that leverage broad ecosystems and technology innovations such as cloud computing, artificial intelligence, machine learning and new data sources. As a result of these changes, insurers are focusing on “speed to value” and looking for platform solutions that will enable them to quickly develop, “test and learn” and launch new products.

Majesco is at the forefront of the shift to Digital Insurance 2.0, and during the year we announced several new initiatives further strengthening our position as a leading platform company in the insurance industry.

We announced and released significant updates for both the Majesco P&C Core Suite and Majesco L&A and Group Core Suite providing further platform and out-of-the box digital capabilities. Moreover, we announced Majesco Digital1st Insurance, a ground-breaking digital and microservices based cloud-only platform solution set designed to enable the next era of new business models, new products and customer engagement. One important component is Majesco Digital1st EcoExchange, the next generation marketplace and partner ecosystem hub for easy integration and a true “plug and play” with traditional and InsurTech partner apps that are easy to access and use. The new microservices platform and marketplace of partners offer cutting-edge capabilities designed to rapidly develop and deploy innovative digital solutions in days rather than months or years. Insurance carriers across all tiers as well as incumbent insurer greenfields and InsurTech startups throughout the P&C and L&A and Group markets are recognizing Majesco for our leading solutions that enable growth and innovation strategies by consistently delivering “speed to value.”

During the year, I am proud to report 19 clients successfully went into production with Majesco’s solutions, many using our enhanced delivery playbook focused on quality and “speed to value.” This was demonstrated further by the year-over-year increase in Majesco’s net promoter scores (NPS) from our customers. It is a privilege to contribute to our customers’ success by providing software and services that support their tactical and strategic plans for growth, innovation and market expansion.

We are pleased with the progress of our IBM partnership. Months ago, we signed one of the largest cloud deals in the industry with MetLife for digital transformation, and the joint IBM and Majesco team is working together to execute this program. Our IBM partnership continues to gain momentum with a growing pipeline, and we are actively pursuing several opportunities to Tier 1 and Tier 2 insurance carriers in the Life, Annuity, Group, Property and Casualty markets.

Just like our clients, Majesco has been experiencing a significant transformation in our business model to meet these new industry demands – led by our platform strategy and its meaningful increase in cloud-based revenues. In fact, seven of Majesco's last nine IP deals in North America during FY18 have been on the cloud and four of these nine deals have been for incumbent greenfields and InsurTech start-ups. Since the first quarter of fiscal 2017, total cloud-based revenues have grown from 18.4% of total revenues to nearly 32.0% of revenues for the fourth quarter of fiscal 2018. This includes an 89.1% improvement in our cloud subscription revenue over last year. We expect these trends will continue as a result of the market dynamics and our leading cloud-based product offerings. During fiscal 2018, Adjusted EBITDA as a percent of revenues increased from a negative 1.5% in the first quarter to positive 8.8% for the fourth quarter. The improvement in profitability reflects the positive mix shift as a result of growing cloud-based revenues, and the benefits of Majesco's financial model that is positioned to leverage fixed operating expenses.

We ended the year with a 12-month executable order backlog of $90.6 million, which represents a 42.0% increase over the same period a year ago.

Delivering and delighting our customers today is the foundation for continued growth and success. It requires a fully engaged, highly energized, and knowledgeable staff. I'd like to thank our employees for their customer focus, teamwork and support.

On behalf of everyone at Majesco, we sincerely thank our customers for their confidence and trust. We will continue to direct our energy, investment and innovation toward proving that their confidence was well placed.

I am enthused with our progress and excited to support our customers' transition to Digital Insurance 2.0. This transition will continue to drive opportunities to grow our business in fiscal 2019 and beyond.

Ketan Mehta

Co-Founder and CEO of Majesco

Brian Solis, a digital analyst and anthropologist, studies the effects of disruptive technology on business and society, calling it "digital Darwinism." Darwinism, as noted in the Merriam Webster dictionary is "a theory that inherent dynamic forces allow only the fittest persons or organizations to prosper in a competitive environment or situation." Solis borrowed Darwinism to describe how organizations adapt to changing customer behavior and rapidly changing technology through digital transformation, noting that the effect of digital Darwinism on business is real, and it is demonstrated through evolutionary changes in people in their views, expectations, and decision making.

And we are seeing it rapidly unfold in the insurance industry...

- The $7 trillion insurance industry is two decades late for its date with the disruption that has rocked Banking, Retail, Travel, Hospitality, Music and other industries.
- Digital companies like Amazon, Uber, Netflix, Apple and others are resetting the bar for customer engagement, resulting in Insurance facing permanent changes in customer behavior, expectations, new digital technology and a shifting of boundaries.
- The insurance industry is an opportunity so compelling that recent institutional and strategic investment exceeds $19 billion into over 1,500 InsurTech start-up companies.
- The InsurTech companies are developing innovative business models and products that are leading the way to Digital Insurance 2.0.[1]
- Insurance companies investing more in technology are performing 6% better than their peers and growing twice as fast.[2]

The cumulative impact of the current state of insurance disruption is pressuring insurers to rapidly adapt and innovate by shifting from a decades-old business model, Insurance 1.0, to a new business model, Digital Insurance 2.0, an exemplification of "digital Darwinism."

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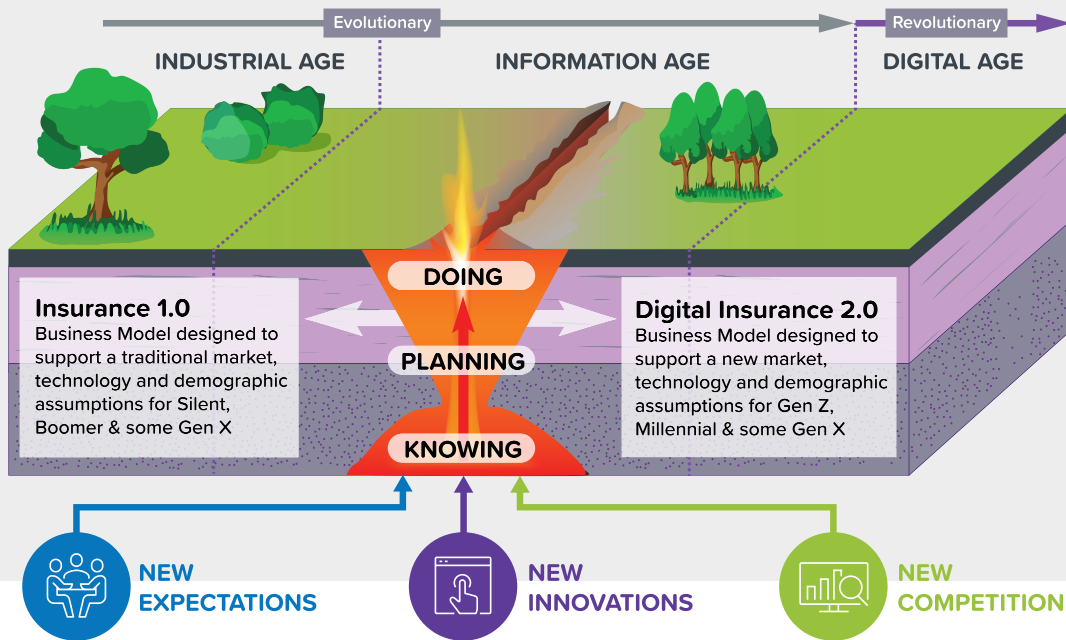
[1] "Venture Scanner Insurance Technology Startup Highlights—Q4 2017," *Venture Scanner via Medium*, https://medium.com/insurtech-vc/venture-scanner-insurance-technology-startup-highlights-q4-2017-4707ee42a09c, January 17, 2018

[2] Macquarie

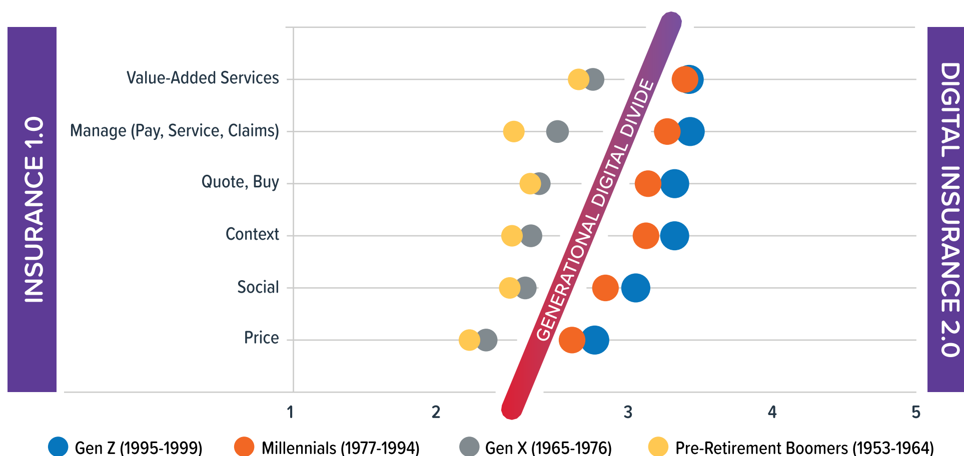


The Shift to Digital Insurance 2.0

Nearly every insurance company, from the largest to the smallest, is talking about transforming their business for the Digital Age, recognizing that every entity and part of the insurance value chain is being challenged for its existence. Digitalization is a top priority for insurers globally. It is reshaping the business of insurance. New customer expectations, new innovations and new competition are powering a focus on growth and innovation underpinned by speed to value. This is echoed by leading industry analysts who agree that the top insurance initiatives include speed to market, customer experience, digital insurer, data and analytics, innovation and core modernization as top priorities.

Reinforcing this further, Majesco's 2018 Strategic Priorities research found that insurers who reported higher levels of growth in the past year were also much more likely to focus on strategic initiatives aimed at innovation, including developing new business models, introducing new products, and expanding channels to meet new customer expectations and a new generation of insurance buyers, all foundational areas of Digital Insurance 2.0.

A Widening Generation Gap Between Current and Future Buyers Based on New Attributes



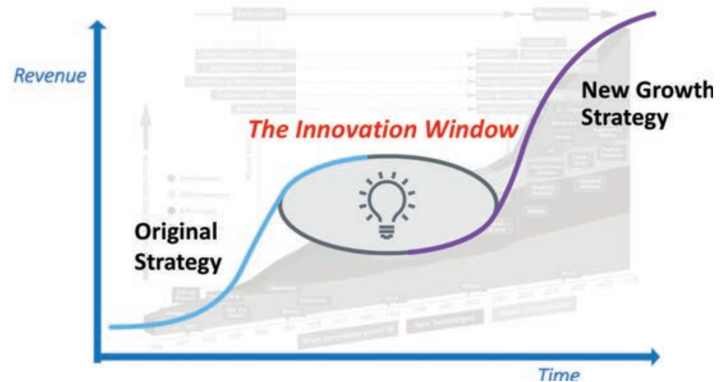
It's a whole new game in insurance. Digital technologies, new competitors (with vastly different business models, products and economics) and customers are rapidly embracing digital engagement approaches. They are open to new, innovative products and services, and they will disrupt, disaggregate and dislocate the insurance industry's traditional Insurance 1.0 business model.

The Shift to Growth and Innovation

In a "winner take all" digital world, rethinking outdated business assumptions and traditional business models is mandatory. Optimizing and digitizing the existing business will only get you so far. Attempting to overlay innovative new products, channels or other capabilities on an existing Insurance 1.0 business model built over the last 30+ years would be like "paving the cow path." Legacy systems prevent incumbents from successfully delivering on Digital Insurance 2.0 thanks to their long release cycles, batch processing, difficult upgrades and increasing costs that reduce speed to value. Compounding this dilemma, many companies are hesitant to embark on a full business transformation because of the high risk due to multi-year time commitments and tens of millions of dollars in cost.

Insurers must become digital insurgents, with a Digital Insurance 2.0 business model that leverages and innovates on a new insurance business platform to find the next growth wave and winning strategy in the new game of insurance. This is represented by overlaying the classic S-Curve on Majesco's Disruption Model, which reflects the industry disruption and shift to innovation as a means for growth. Both InsurTech startups and incumbent insurers are seeking the next S-Curve in insurance to stay relevant, survive and grow.

Survival and winning will require architecting and building a Digital Insurance 2.0 business model focused on growth and innovation. It will make today's model obsolete. As traditional industry assumptions fall away, the future of insurance will be influenced by a new architecture for insurance systems: platforms and ecosystems. Getting out ahead of the curve is more important than ever, before the divide between Insurance 1.0 and Digital Insurance 2.0 is too large to overcome.



Source: Dave Power, "Innovation Strategy: 4 Key Tactics of Top Growth Companies," Harvard Extension School, https://www.extension.harvard.edu/professional-development/blog/innovation-strategy-4-key-tactics-top-growth-companies

Shifting to Platforms and EcoSystems

Since the beginning of automation, the insurance industry has seen fundamental design, architecture and technology shifts in insurance core software solutions. First, we had the monolithic solutions running on the mainframe from the 1960's to early 2000's. This was followed with the best of breed components in the early 2000's for policy, billing and claims based on J2EE and service oriented architecture, but with each system still using different business, data and technology architectures. Next, in the early 2010's, came the loosely coupled "suites," inclusive of the policy, billing and claims components but with a consistent and common business, data and technology architecture.

Yet, through these transitions, the industry maintained a product-focused business architecture view, emphasizing policy, billing and claims capabilities and with implementation primarily on-premise or in a private hosted environment, often a "pseudo cloud environment."

Today's digital shift requires cloud-based platforms which provide the great promise to address new challenges and opportunities that enable insurers to disrupt their markets before they are disrupted. This requires a new thinking of industry solutions, one that transitions from products to platforms underpinned by three key attributes: ecosystem-friendly, centered on customer experience, and enabled by cloud computing.

Recognizing that large transformation projects were waning and a platform approach would appeal to Boards as they consider the best route to deploy capital to enable change, build flexibility and mitigate risk, Majesco realigned its business strategy to provide a leading Insurance Industry Platform enabling insurance carriers to outperform with innovative, on demand digital capabilities.

Subsequently we aligned our product strategy with over $200M in R&D investment in products, processes, people and partnerships to bring together powerful insurance platforms and ecosystems for Digital Insurance 2.0.

Majesco's portfolio of platforms is the future because platforms are the core of revolutionized business models. They combine sought-after technologies. They fit an industry that has been trying to become consumer-centric. And they are increasingly proven with over 100 customers using our next generation core systems (37 of whom are cloud customers), over 25 partners in the ecosystem, and ever-growing interest in the digital platforms.

These platforms run key business applications and services in order to match the reality and requirements of the current business environment that is characterized by constant disruption, heavy competition and growing market demands, including untapped markets with under- or unmet needs.

Incumbents with outdated technologies are at a huge disadvantage because they are unable to respond with the flexibility, agility and speed that has become the hallmark of Digital Insurance 2.0 companies.

Fundamentally, to succeed in the digital age, an insurer's strategy must focus on the following attributes:

- Customer experience and engagement is priority #1
- Business innovation is mandatory
- Ecosystems extend value
- Speed to value is the differentiator

The path to Digital Insurance 2.0 will enable insurers to:

Accelerate digital transformation to become digital era market leaders

Optimize the customer journey with deeper, personalized engagement

Accelerate innovation with new business models and products

Accelerate ecosystem opportunities and value

Avert disruption or extinction by new competition within and outside the industry

Majesco's platform strategy brings together powerful platforms to create your path to Digital Insurance 2.0

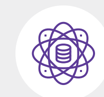
Majesco: Enabling our Customers Path to Digital Insurance 2.0

Each insurer's path to cloud-based Digital Insurance 2.0 platforms will evolve differently, whether they be incumbents, startups or greenfields. Being open to operationalize around the cloud platform's promise as a new business model paradigm acknowledges the role innovation will continue to play as insurers encounter future insurance ecosystems.

While the software platform solutions are critical, the implementation is equally important, with a focus on speed to value. Majesco's enhanced Delivery Playbook incorporated emerging best practices and approaches that enabled acceleration of implementations, while ensuring quality, changing the paradigm to achieve speed to value in months versus years.

Majesco platforms, processes, people and ecosystem are at the forefront of this shift, providing growth, innovation and value to our customers, including:

- Realization of a digital operating business model
- Optimization of the customer journey with deeper, personalized engagement
- Acceleration of innovation with new business models and products
- Leveraging "test and learn" platform capabilities to rapidly evaluate new ideas
- Extending business value with ecosystem capabilities and opportunities



Homesite Insurance – Novarica Impact Award for Digital Initiative
Homesite was selected for a 2017 Novarica Impact Award for the Digital Initiative category. Homesite Insurance launched a sales portal with Majesco CloudInsurer using Majesco Policy for P&C and Majesco Billing core systems. The initiative was completed in a little over a year, enabled product bundling, delivered up to 40% premium cost savings to customers, and facilitated expansion for other lines of business to support their growth strategy. Selection for this recognition was made by members of the Novarica Insurance Technology Research Council, a knowledge-sharing group of hundreds of insurer CIOs.

"We are honored to be recognized for the Novarica Impact Award for Digital Initiative. Providing innovative, best-in-class digital customer engagement is crucial in today's small business marketplace. Our continued expansion to a multi-line business on the Majesco CloudInsurer platform has been key to our growth strategy, helping us keep pace with customer demands, launch of innovative products and services and operational excellence. We look forward to continuing our partnership with Majesco to continue to deliver on this strategy."

- Dustin Hubbard, Vice President, Commercial IT for Homesite

Many of Majesco customers — incumbents, startups and greenfields — are on the path to Digital Insurance 2.0 by implementing our platform solutions, achieving speed to value and recognition in the industry for their efforts along the way.

Chul Park, President at KBIC US Branch on selecting Majesco P&C Core Suite and Majesco CloudInsurer:

"KBIC US Branch is focused on offering top class insurance to mainstream small businesses operating in large urban areas. With our close customer relationships, we focus on designing products based on the unique, diverse needs of our customers from a multicultural and multilingual perspective. The Majesco CloudInsurer platform offers us the ability to innovate our products, capture new market opportunities and agility to meet the unique and diverse needs of our customers, which together provide strategic business value. We are looking forward to a successful, long-term partnership with Majesco."

Steve Wagner, AmCap Insurance's President & Chief Operating Office on selection and implementation of Majesco P&C Core Suite in 6 months:

"Our commitment to our customers for a personalized, best-in-class experience at the right price during a time of market disruption and opportunity will be greatly enhanced with implementation of the Majesco platform. From the beginning, Majesco's commitment to a rapid and quality delivery was pivotal to this successful implementation."

Erin M. Cummings, CIO of Norfolk and Dedham Group® on implementation of Majesco Policy for P&C on Majesco CloudInsurer™ in 6 months:

"The rapid launch following our selection of Majesco to support our commercial package policy for our new products exceeded our expectations. The ready to use content and testing services facilitated our ability to launch our products in multiple states, supporting our growth objectives."

Yvette Gonzales, Senior Vice President & Chief Information Officer of CopperPoint Insurance Companies on implementation of umbrella insurance:

"This was a high priority request from CopperPoint's agents, and approved by their Board of Directors. Through our efforts, we were able to help them make it. Copperpoint sees the implementation of Umbrella as key to finishing out their Commercial Offerings and is essential to their plan for growth. They expressed their THANKS to Majesco and how pleased they are with our partnership."

Leading the Way for Growth and Innovation

We are in uncharted waters. The rise of Digital Insurance 2.0 is simultaneously one of the greatest opportunities, challenges and threats to insurers operating in Insurance 1.0. It requires insurers to be "the architects of the future, not its victims," as famously said by R. Buckminster Fuller. Survival and winning will require architecting and building a Digital Insurance 2.0 business model and a platform that will make the current model obsolete.

The time for plans, preparation, and execution is now — recognizing that the gap is widening and the timeframe to respond is closing. Insurers cannot avoid this phenomenon: as traditional industry models fall away, the future of insurance stands to be greatly influenced by the first wave, Digital Insurance 2.0, leading to a new wave in the future, Insurance 3.0.

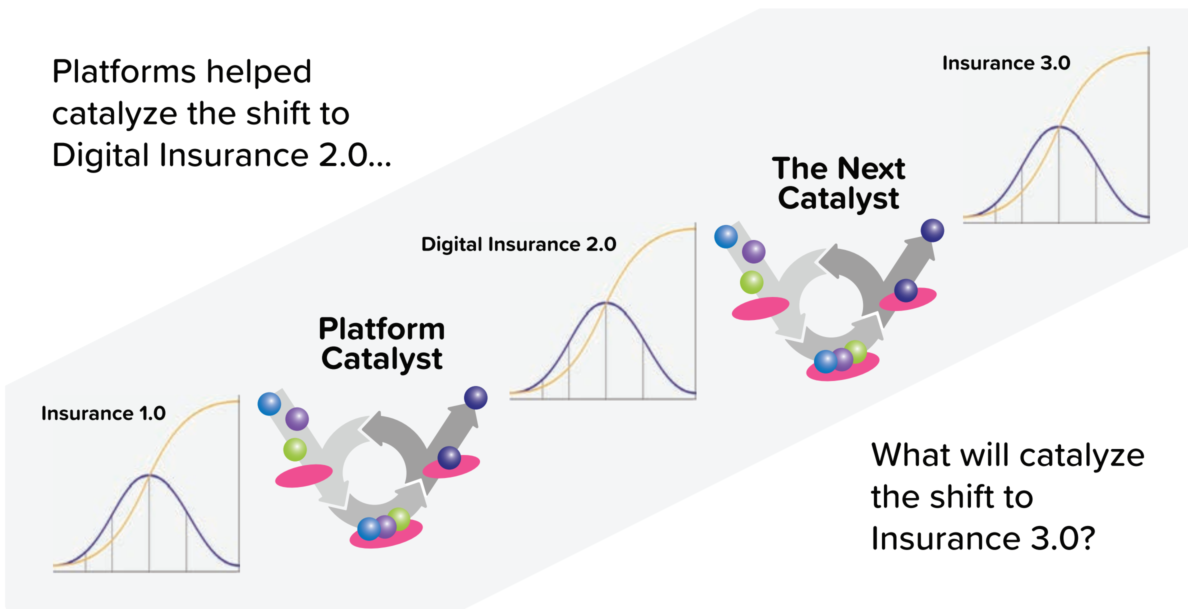
In a rapidly changing insurance market, new competitors do not play by the traditional rules of the past. Insurers need to be a part of rewriting the rules for the future, because there is less risk when you write the new rules. Majesco is actively working with the industry and our customers to rewrite the rules.

“Nearly every insurer is embarked on several digital journeys to engage more effectively and directly with their policyholders, distribution partners, and broader ecosystem. Majesco Digital1st Insurance is a portfolio of solutions designed to enable those journeys. It includes an innovative microservices platform to support products and business models in an on-demand world.”

Donald Light, Director in Celent’s North America Property/Casualty Practice

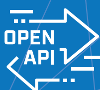
“Our insurance clients are facing the pressure to modernize their business models in order to keep pace with the explosion of data, transactions, regulatory requirements, and new expectations for the experience of individuals. Our partnership with Majesco will accelerate digital transformation for insurance organizations and allow them to discover new insights in the data flowing through their existing processes.”

Bridget van Kralingen, Senior Vice President, Global Industries, Platforms and Blockchain, IBM



Majesco EcoSystem Partners

Gregory Bailey, Denim CEO and co-founder as a partner on Majesco EcoExchange:
“Enabling the insurance industry to shift more rapidly to the digital age is at the core of both the Majesco Digital1st EcoExchange and the Denim platform. Integrating the two solutions will enable insurers to embrace innovation through streamlined access to the Denim platform.”



Tara Kelly President & CEO as a partner on Majesco EcoExchange:
“Majesco’s EcoExchange provides an exciting opportunity for carriers to truly participate in the API economy, in a simple, safe and powerful way. As a partner we are pleased to participate as it allows Majesco’s customers and prospects to try a fully functional cloud integration to our Dialog Suite ®™ and demonstrates the tangible value of digital transformation.”

About Majesco

WHO WE ARE?

Majesco is a global provider of core insurance platform software and consulting services for insurance business transformation. Insurance business transformation is a journey of change and revitalization, a renaissance of insurance.

Majesco believes the Digital Insurance 2.0 business model shift requires digitally enabled, multi-channel and customer demographic specific products and services underpinned with **new technology, data and analytics, as well as partner ecosystems.** In support of that, Majesco's vision is to be a leading platform for the Insurance industry. We aim to enable change in the next five years by helping insurers successfully shift to Digital Insurance 2.0.

People, Product, Process, and Partners are our chief differentiators, and are enabled by these key attributes:

- **Speed to Value** - Speed to Implementation, Speed to Market, and Speed to Revenue; Ready to Use Content; Partner Ecosystem
- **Low Investment Risk Model** - Pay as you Grow Pricing; Low Upfront Costs; No CAPEX; Fees tied to Usage; and Lower Total Cost of Program Implementation
- **All Lines of Business** - P&C - Personal, Commercial, Specialty and Workers Comp; L&A - Individual, Group, Voluntary Benefits and Worksite
- **Speed to Upgrades** - Seamless Monthly Policy Upgrades of Software and Content
- **Client Centric Model** - Single point of accountability; Relationship Driven Client Engagements; Focus on Delivery Excellence; Full program ownership and support
- **Thought Leadership and InsurTech Leadership** - Shaping the Industry Discussion and Strategies; InsurTech Influence and Engagement

"Organizations preparing for the future increasingly rely on modern core systems like Majesco P&C Suite that allow them to connect the back, middle and front–office to deliver speed to value."

Karlyn Carnahan, Head, The Americas, Property Casualty, Celent

WHAT DO WE DO?

Majesco serves just one industry – Insurance. We are at the "core" of the insurance ecosystem. We provide core insurance platform solutions for both the P&C and L&A and Group markets. We are recognized as a leader in both segments of the industry for our core solutions, Cloud implementations, thought leadership and InsurTech leadership.

Our platform software and consulting services provide the industry with market leading solutions. Our software solutions are aligned to our Platform Strategy. We help create innovative new business models that leverage broad ecosystems and technology innovations including cloud computing, artificial intelligence, machine learning, and new data sources to create greatly enhanced customer experiences. Successful companies leverage technologies such as mobile, social and cloud to make better decisions, automate processes, strengthen the connection with customers, partners, channels, and pursue innovation, all at an increasingly rapid pace, positioning them as "digital first" companies.

"Celent is seeing increased activity in back-office transformations. This release of Majesco's suite offers a single platform for both individual and group/voluntary, which can simplify an insurer's environment. Their continued growth in digital capabilities enhances the value proposition."

Tom Scales, Head, America's Life and Annuity, Celent

Insurance Platforms for Digital Insurance 2.0

Next Generation Core Systems
Majesco P&C Core Suite
Majesco L&A and Group Core Suite

Digital Platforms
Majesco Digital1st Insurance™

Cloud Computing
Majesco CloudInsurer™
IBM Industry Platforms

EcoSystem
Majesco Digital1st EcoExchange™

A Digital Insurance 2.0 platform is built on next generation core capabilities, digital and artificial intelligence (AI) capabilities, cloud computing and a partner ecosystem. Today's business drivers in the market include speed to value; customer engagement and loyalty; new world products and services; test and learn platforms; and TCO optimizations.

Majesco's platform strategy brings together powerful capabilities for the digital era. The path to Digital Insurance 2.0 will evolve differently for each insurer. But those who make the transition will be able to do critical activities that give them a powerful competitive edge in a constantly changing marketplace:

- Accelerate digital transformation to become digital era market leaders
- Optimize the customer journey with deeper, personalized engagement
- Accelerate innovation with new business models and products
- Maximize ecosystem opportunities and value
- Avert disruption or extinction by new competition within and outside the industry

WHY MAJESCO?

Insurers clearly recognize that the insurance industry is changing and that they need to focus on growth and innovation to remain competitive. In this new landscape, modernizing legacy systems provides the "table stakes" foundation to enable innovation and speed to market for new products, channels, and processes, in response to fast changing customer expectations, needs and risk profiles. Today's new market paradigm requires a modern platform solution and ecosystem as the foundation as they shift to Digital Insurance 2.0.

Majesco is well positioned to help the industry and our customers make the shift to Digital Insurance 2.0 with our portfolio of products and digital solutions, our head start on the transition to cloud, our IBM partnership, a unique growing ecosystem and our strong customer base. With a focus on client centricity through a single point of accountability, we build long-term relationships with our customers, helping them make the shift to a new future of insurance.

Products

- Strong & proven P&C, L&A and Group core solutions
- Consistently rated among top 3-4 by analysts
- Differentiate for Speed of Implementation and TCO
- Attach capabilities for Data and Digital products

Digital

- Cloud-Native Digital1st Platform with industry's first micro-services architecture
- SaaS offerings for new world products & improving customer experience

Transition Cloud Model

- Cloud Model share increased from 18% to 32% over last 8 quarters
- Head start in Cloud
- 37 cloud customers
- IBM & Azure partnership

IBM Partnership & EcoSystem

- Majesco is a foundation partner in IBM's Industry Platform strategy for Insurance
- Diverse Partners covering Data, AI, Digital
- Establishing *Digital1st* EcoExchange for scaling partner ecosystems

Experienced Leadership

- Track record of 5 successful acquisitions and integrations
- Young, experienced & energetic leadership
- Strong domain knowledge & technical skills
- Team across North America, UK and Asia

Customer Base

- 160 global customers across all tiers
- Significant opportunity to increase share of wallet
- Deep relationships through client partner model

Leadership Team

Ketan Mehta

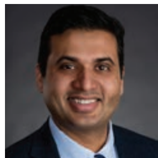
Ketan Mehta has served as President and Chief Executive Officer of Majesco, as well as a member of Majesco's Board of Directors, since 2000. Ketan co-founded Mastek Limited ("Mastek") in 1982 and has served as a member of Mastek's board of directors since the same year. During his tenure of over 32 years with Mastek, Majesco and its affiliates, Ketan has handled multiple functions including sales, delivery and general management. Ketan envisioned and executed an insurance focus for Majesco including acquisition and integration of four insurance technology companies over the last 9 years. Prior to that, Ketan also spearheaded Mastek's Joint Venture with Deloitte Consulting. Ketan holds a Management Degree from the Indian Institute of Management, Ahmedabad.

Ed Ossie

Ed Ossie serves as the Chief Operating Officer at Majesco since January 2015. Ed has over 30 years of international experience leading and serving high-growth technology companies. Prior to joining Majesco, Ed was Vice President and Director at Corum Group, a Global M&A Advisory firm focused on the Technology segment. Before Corum Group, Ed served in a variety of roles at Innovation Group PLC from 2001-2010, including President, Executive Director and Chief Operating Officer. Prior to 2001, along with his investment partner, the Halifax Capital Group, he led the sale of MTW Corporation to Innovation Group as MTW CEO. Earlier in his career he spent several years at Texas Instruments and was Vice President for the Software Group, which grew from start-up to 1,300 people in 5 years. Ed graduated with a Bachelor of Science degree from Missouri State University.

Farid Kazani

Farid Kazani serves as Managing Director, Majesco Limited and CFO & Treasurer, Majesco US. He brings critical finance and organization skills to Majesco with over 27 years of experience in the field of Corporate Finance and core competencies in strategic business planning, treasury and fund management, forex, mergers and acquisitions and divestments. Prior to joining Majesco, Farid was the Group CFO & Finance Director of Mastek Ltd. He has been the architect of carrying out the process of demerger of the Insurance Business into Majesco which was completed in June 2015. He was responsible for reorganizing the legal entity structure and creating the Insurance business group under Majesco US, completing the two acquisitions and paving the way to list Majesco on the NYSE-MKT and the parent company, Majesco Limited on the Indian Stock Exchanges. Prior to Mastek Limited, he worked with Firstsource Solutions Ltd as CFO and also organizations such as RPG Enterprises, BPL Mobile, Marico Industries Ltd and NOCIL. He has successfully handled an IPO of $100 million and an FCCB issue of $275 million for Firstsource Solutions Ltd, besides independently managing brand takeovers of 'Mediker' and 'Oil of Malabar' for Marico Industries Ltd.



Prateek Kumar

Prateek Kumar is Executive Vice President & P&C Industry Leader at Majesco. He is responsible for the P&C business at Majesco. In addition, he is also responsible for acquiring new customers and deepening relationships with customers across both L&A and P&C lines of business. He has held various positions in pre-sales, sales and account management at Majesco since 2003. From 2000-2002, he worked as an IT consultant with the Exeter Group in the areas of IT strategy, planning and program management. He holds an MBA from Virginia Polytechnic Institute and State University.

Manish Shah

Manish Shah is Executive Vice President and leads the global software product division at Majesco. In this role, he is responsible for management and development of innovative software products for the global insurance business and he works on strategic directions for the company as a member of the leadership team. Prior to the merger of Cover-All and Majesco, Manish was President and CEO of Cover-All and served on its Board of Directors. Before being named CEO in July 2013, Manish was Cover-All's Chief Technology Officer and also responsible for sales and operations, including strategic planning, customer relationships and product management. Prior to joining Cover-All, Manish held several technology management positions independently and with Tata Consultancy Services for over a decade, serving a wide variety of industries including P&C Insurance. Manish earned an M.B.A. from Columbia University, and a Bachelor of Science degree in Computer Science from MS University of Baroda, India.

Denise Garth

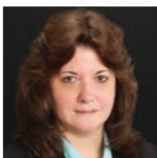
Denise Garth is Senior Vice President Strategic Marketing responsible for leading marketing, industry relations and innovation in support of Majesco's client centric strategy, working closely with Majesco customers, partners and the industry. She is a recognized Top 50 InsurTech Influencer and industry leader with both P&C and L&A insurance experience as a CIO and business executive with deep international ties in Asia and Europe through her ACORD leadership role. Denise is an acknowledged strategic thinker, innovation leader, international speaker, and author of thought leadership and articles regarding the key issues and opportunities facing the industry today to prepare for the future. Prior to joining Majesco, Denise held business and technology senior executive roles with leading insurance companies, including Mutual of Omaha, CUNA Mutual and Century Cos. of America. At ACORD, she was vice president, standards and membership driving ACORD's international expansion and market presence. While at Innovation Group, she was EVP, strategic marketing and global head of market strategy where she re-established the company's position through market-driven strategy and solutions. Most recently she was Partner and Chief Digital Officer with Strategy Meets Action, leading the Innovation Practice evaluating emerging technologies, outside industry trends, and innovation and their implications and opportunities for the industry. Denise is a Cum Laude graduate, with a BS in Math and Computer Science from Central College in Iowa, MBA work at the University of Northern Iowa and attended various executive leadership programs.

Ganesh Pai

Ganesh Pai is the Executive Vice President and leads the consulting services business at Majesco. In this role, he is responsible for growth, P&L management and he oversees all aspects of the business from strategy to execution. Prior to joining Majesco, Ganesh was the Vice President and Global Head of IT, Insurance Business Unit at Genpact, responsible for IT services and taking to market innovative digital and technology enabled insurance solutions. Previously, Ganesh spent 17 years at Mphasis (a Blackstone company) where he contributed significantly to their growth playing multiple leadership roles across geographies, business units and industry verticals. At the time of leaving he was the SVP & Global Head of Insurance, CEO of Mphasis Wyde and a member of the executive leadership team managing a global business for software products and outsourcing services with end-to-end responsibility including financials, marketing, sales and client relationships, solution portfolio, R&D, product development, operations and service delivery. During his tenure in the company, he held several key regional and industry vertical leadership positions and was based out of Singapore, London, New York and Chicago. Ganesh holds an undergraduate degree in Electrical Engineering from Bangalore University, India, and an MBA from the University of Chicago's Booth School of Business.

Mallinath Sengupta

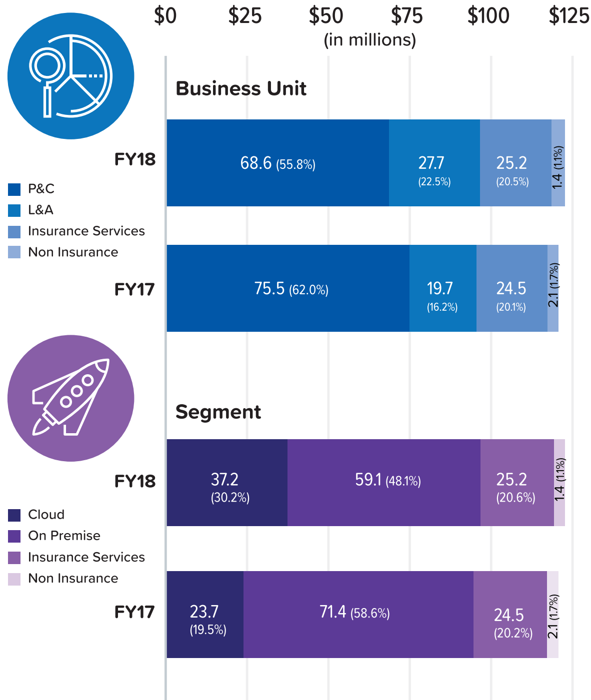
Mallinath Sengupta serves as the Executive Vice President & Head of P&C Delivery at Majesco since joining Majesco in November 2017. In his role, Mallinath is responsible for delivering client programs that meet customer expectations. Mallinath is passionate about transforming the software product delivery and implementation playbook. Mallinath is helping optimize the delivery processes for this new paradigm. Mallinath has over 30 years of international experience. In his long career in the IT Industry, he has performed various roles that include large-scale delivery (team size exceeding 10,000), Account Management, Pre-Sales, Engagement Initiation and Product Development. Mallinath previously worked for Wipro, NIIT and Mphasis. In his last role, Mallinath was Chief Executive-NextAngles at Mphasis Corp where he helped develop an AI-enabled software solution for banking regulatory compliance. Mallinath is an alum of Indian Institute of Management, Bangalore.

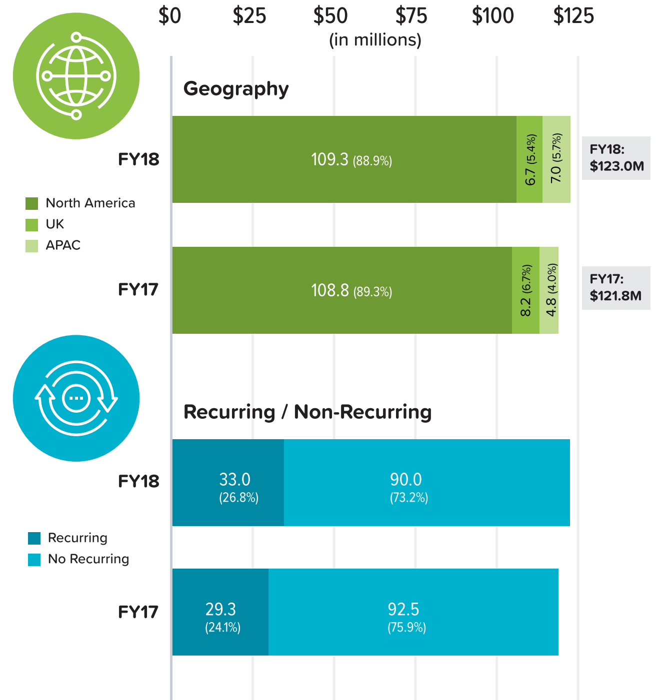


Lori Stanley

Lori Stanley is General Counsel and Corporate Secretary of Majesco. She has served as General Counsel, North America for Majesco since July 2011 and as Corporate Secretary since December 2011. Prior to joining Majesco, Ms. Stanley was General Counsel and Corporate Secretary of Enherent Corp. ("Enherent"), an information technology ("IT") provider, since April 2004, following Enherent's acquisition by merger of Dynax Solutions, Inc. ("Dynax"). From July 2002 to March 2004, she was General Counsel of Dynax, and Vice President of Human Resources and Corporate Secretary since April 2003. Ms. Stanley also served as a member of the board of directors of Dynax from September 2003 to March 2004. From November 2000 to June 2002, Ms. Stanley was General Counsel and Vice President of Human Resources for The A Consulting Team, Inc. (now known as Helios & Matheson Analytics, Inc.), an IT services and solutions provider. From July 1999 to October 2000, Ms. Stanley was the Vice President of Legal Operations and Human Resources for The Netplex Group, Inc. From January 1997 to June 1999, Ms. Stanley was General Counsel of the Solutions Division of Computer Horizons Corp. Ms. Stanley earned a B.S. from St. John's University and a J.D. from Seton Hall Law School.

Fiscal Year Revenue Comparisons





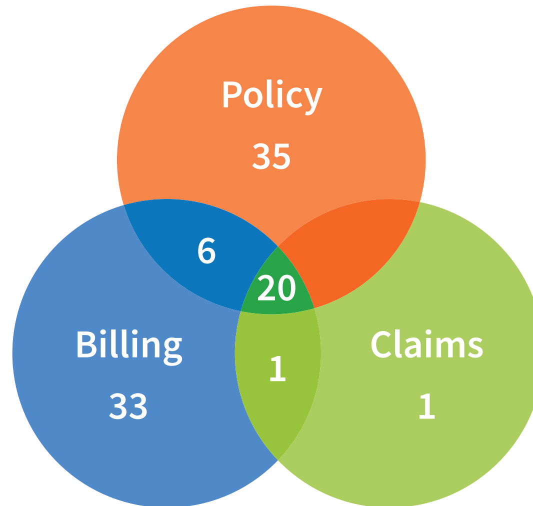
Client Concentration

FY17	%
Top Client	7.5%
Top Five	27.1%
Top Ten	40.9%
Remainder	59.1%

FY18	%
Top Client	9.0%
Top Five	28.4%
Top Ten	43.1%
Remainder	56.9%

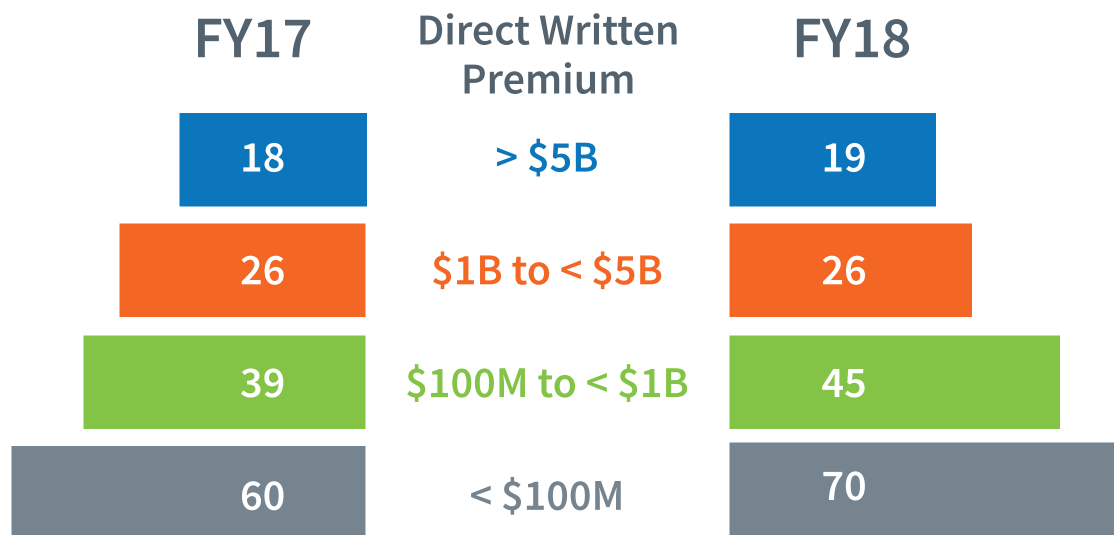
North American Customers by Solution

Not all customers* have all products creating
opportunities to extend the Majesco relationship



*North America P&C IP Customers

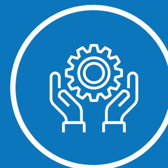
Insurance Customers by Tier



Business Highlights

57 % Increase in Cloud Business

13% Increase in Y-on-Y Recurring Revenue

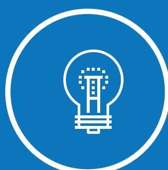


19 Successful Customer Implementations

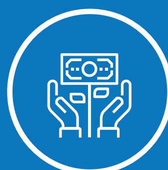
Tier 1 Customer Homesite Won Digital Initiative Award

First Deal on IBM Industry Platform

12
New Client Wins Globally



Launched New Platforms CloudInsurer™ and Digital1st Insurance™



7 of the 9 new IP deals in North America were cloud

Operating Highlights FY18

P&C: 55.8%
L&A: 22.5%
Insurance Services: 20.5%
Non-Insurance: 1.1%

Global Footprint
NA - 88.9%
UK - 5.4%
APAC - 5.7%

Cloud Customers; 30% of Total Revenue

R&D Spend 14% of Revenue in FY18

Total Contract Value in FY18

12 Month Executable Backlog as on 31st March 2018

Cash & Cash Equivalent

Total Debt

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED MARCH 31, 2018**

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM __________ TO __________**

COMMISSION FILE NUMBER 001-37466

MAJESCO

(Exact name of registrant as specified in its charter)

California **(State or other jurisdiction of incorporation or organization)**	**77-0309142** **(I.R.S. Employer Identification No.)**
412 Mount Kemble Ave., Suite 110C Morristown, NJ **(Address of principal executive offices)**	**07960** **(Zip code)**

(973) 461-5200
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value $0.002 per share	NYSE American

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☒ (Do not check if a smaller reporting company)	Smaller reporting company ☐
	Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant as of September 30, 2017, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $27,719,000.

As of June 14, 2018, there were 36,601,491 shares of the registrant's common stock outstanding, par value $0.002 per share.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates by reference information from certain portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days of the fiscal year end of March 31, 2018.

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FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical fact could be deemed forward-looking statements. Statements that include words such as "may," "will," "might," "projects," "expects," "plans," "believes," "anticipates," "targets," "intends," "hopes," "aims," "can," "should," "could," "would," "goal," "potential," "approximately," "estimate," "pro forma," "continue" or "pursue" or the negative of these words or other words or expressions of similar meaning may identify forward-looking statements. For example, forward-looking statements include any statements of the plans, strategies and objectives of management for future operations, including the execution of integration and restructuring plans and the anticipated timing of filings; any statements concerning proposed new products, services or developments; any statements regarding future economic conditions or performance; statements of belief and any statement of assumptions underlying any of the foregoing.

These forward-looking statements are found at various places throughout this Annual Report on Form 10-K and the other documents referred to and relate to a variety of matters, including, but not limited to, other statements that are not purely statements of historical fact. These forward-looking statements are made on the basis of the current beliefs, expectations and assumptions of management, are not guarantees of performance and are subject to significant risks and uncertainty. These forward-looking statements should not be relied upon as predictions of future events and Majesco cannot assure you that the events or circumstances discussed or reflected in these statements will be achieved or will occur. Furthermore, if such forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by Majesco or any other person that we will achieve our objectives and plans in any specified timeframe, or at all.

These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in "Item 1A. Risk Factors" and elsewhere in this Annual Report on Form 10-K. Important factors that could cause actual results to differ materially from those described in forward-looking statements contained herein include, but are not limited to:

- our ability to achieve increased market penetration for our product and service offerings and obtain new customers;
- our ability to raise future capital as needed to fund our growth and innovation plans;
- growth prospects of the property & casualty and life & annuity insurance industry;
- the strength and potential of our technology platform and our ability to innovate and anticipate future customer needs;
- our ability to protect our intellectual property rights;
- our ability to compete successfully against other providers and products;
- our dependence on certain key customers and the risk of loss of these customers;
- security breaches affecting our systems, software, applications, and products;
- the unauthorized access, acquisition, disclosure, theft or compromise of proprietary or personal customer or consumer data and information;
- the risk of telecommunication or technological disruptions;
- our exposure to additional scrutiny and increased expenses as a result of being a public company;
- our ability to identify and complete acquisitions, manage growth and successfully integrate acquisitions;
- our financial condition, financing requirements and cash flow;
- market expectations regarding our potential growth and ability to implement our short and long-term strategies;

- the risk of loss of strategic relationships;
- the success of our research and development investments;
- changes in economic conditions, political conditions and trade protection measures and licensing requirements in the United States and in the foreign jurisdictions in which we operate;
- changes in laws or regulations affecting the insurance industry in particular;
- changes in tax laws, including to the transfer pricing regime;
- restrictions and changes in laws on immigration;
- our inability to achieve sustained profitability;
- our ability to obtain, use or successfully integrate third-party licensed technology;
- our ability and cost of retaining and recruiting key personnel or the risk of loss of such key personnel;
- the adverse outcome of legal proceedings against us;
- the risk that our customers internally develop new competitive products; and
- the impact of new accounting standards and changes we may need to make in anticipation or as a result of these standards.

You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K. Majesco disclaims any obligation to publicly update or release any revisions to these forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Annual Report on Form 10-K or to reflect the occurrence of unanticipated events, except as required by law.

PART I

ITEM 1. BUSINESS

Overview

We are a global provider of core insurance platform solutions, consulting services and other insurance solutions for business transformation of the insurance industry. In addition to the United States, we operate in Canada, Mexico, the United Kingdom, Malaysia, Singapore, Thailand and India. We offer core insurance platform solutions for Property & Casualty/General Insurance (“P&C”), and Life, Annuities, Pensions and Group/Benefits (“L&A and Group”) providers, enabling them to automate and manage business processes across the end-to-end insurance value chain and comply with policies and regulations across their organizations. In addition, we offer a variety of other technology-based solutions for distribution management, digital, data and cloud. Our consulting services solutions provide enterprise consulting, application development management and testing for insurers. Our portfolio of solutions enable our customers to respond to evolving market needs, growth and innovation opportunities and regulatory changes, which enables agility, innovation and speed while improving the effectiveness and efficiency of their business operations.

Majesco is a California corporation which was incorporated in April 1992 under the name Mastek Software, Inc. In 1995, this name was changed to Majesco Software, Inc., which was changed to MajescoMastek in 2006 and to Majesco in October 2014.

Our principal offices are located at 412 Mount Kemble Ave, Suite 110C, Morristown, NJ 07960, and our telephone number is (973) 461-5200. Our principal website is *www.majesco.com*. Information on our website does not constitute a part of, nor is it incorporated in any way, into this Annual Report on Form 10-K.

Majesco Reorganization

Majesco Limited (“Majesco Limited”), a public limited company domiciled in India whose equity shares are listed on the BSE Limited (Bombay Stock Exchange) and the National Stock Exchange of India Limited, currently owns 69.75% of our issued and outstanding common stock.

Previously, Majesco was 100% owned (directly and indirectly) by Mastek Limited (“Mastek”), a public limited company domiciled in India whose equity shares are listed on the BSE Limited and the National Stock Exchange of India Limited.

Pursuant to a de-merger process which was completed on June 1, 2015, Mastek’s insurance-related business was separated from Mastek’s non-insurance related businesses and all insurance-related operations of Mastek that were not directly owned by Majesco were contributed to Majesco (such de-merger and reorganization process is referred to in this Annual Report on Form 10-K as the “Majesco Reorganization”).

In connection with the de-merger, 83.5% of Mastek’s then ownership interest in Majesco was transferred to a newly-formed company in India, called Majesco Limited, which was spun-off from Mastek. Mastek continues to own a 13.78% indirect minority interest in Majesco through its wholly-owned subsidiary, Mastek (UK) Ltd.

Agile Asset Acquisition

On January 1, 2015, we acquired substantially all of the insurance consulting business of Agile Technologies LLC, a business and technology management consulting firm (“Agile”), for a total estimated consideration of approximately $8.5 million with a total maximum of $9.2 million potentially payable as earn-out payments.

Through this acquisition, we acquired the insurance-focused business and IT consulting business of Agile, as well as business transformation and process optimization capabilities, strategy enablement for data and digital and data services including data management and architecture strategy and services. In connection with this acquisition, over 55 insurance technology professionals and other personnel formerly

employed or engaged by Agile became employees or independent contractors of Majesco. This acquisition also resulted in the addition of approximately 20 customers to our customer base. In connection with this acquisition, we assumed office leases under which Agile was lessee in New Jersey, Georgia and Ohio, and acquired certain trademarks, service marks, domain names and the business process framework of Agile.

Cover-All Technologies Merger

On June 26, 2015, Cover-All Technologies Inc. ("Cover-All"), a provider of core insurance software and business analytics solution primarily focused on commercial lines for the P&C insurance industry listed on the NYSE American (formerly, the NYSE MKT), merged into Majesco, with Majesco as the surviving corporation, in a stock-for-stock transaction. In the merger, each share of Cover-All common stock issued and outstanding immediately prior to the effective time of the merger (other than treasury shares) was automatically cancelled and extinguished and converted into the right to receive 0.21641 shares of common stock of Majesco. This exchange ratio resulted in holders of issued and outstanding Cover-All common stock and outstanding options and restricted stock units and other equity awards of Cover-All holding in the aggregate approximately 16.5% of the total capitalization of the combined company immediately following consummation of the merger.

Cover-All's customers include insurance companies, agents, brokers and managing general agents ("MGAs") throughout the United States and Puerto Rico. Cover-All's software solutions and services are designed to enable customers to introduce new products quickly, expand their distribution channels, reduce costs and improve service to their customers. Cover-All's business analytics solution enables customers to leverage their information assets for real time business insights and for better risk selection, pricing and financial reporting. In 2013, Cover-All announced the general availability of Cover-All Dev Studio, a visual configuration platform for building new and maintaining existing pre-built commercial insurance products for Cover-All Policy. In 2011, Cover-All expanded its portfolio of insurance solutions by acquiring the assets of a recognized claims solution provider, Ho'ike Services, Inc. (doing business as BlueWave Technology).

In connection with the merger, we listed our common stock on the NYSE American under the symbol "MJCO" and began trading under this symbol following the consummation of the merger.

Financial Statements Presentation

Our historical financial statements and information presented in this Annual Report on Form 10-K are presented on a combined basis giving effect to the Majesco Reorganization as if it had occurred as of the date of the historical balance sheet data presented in such historical financial statements, or as of the beginning of the periods presented in such historical financial statements, as applicable.

Our fiscal year ends March 31. Accordingly, references in this Annual Report on Form 10-K to "fiscal 2018" mean the fiscal year ended March 31, 2018, references to "fiscal 2017" mean the fiscal year ended March 31, 2017, references to "fiscal 2016" mean the fiscal year ended March 31, 2016, references to "fiscal 2015" mean the fiscal year ended March 31, 2015 and references to "fiscal 2014" mean the fiscal year ended March 31, 2014.

Business

We have been operating in the insurance industry for more than twenty years, successfully partnering with market leading insurance companies and enabling them to transform their business, introduce innovative products, and expand distribution channels to generate growth and increase profitability. We are a global provider of core insurance platform solutions and consulting services for insurance business transformation for P&C, L&A and Group providers, allowing them to enable the entire insurance value chain. We offer a portfolio of platform solutions and consulting services for all lines of business and all tiers of insurers. The portfolio includes core insurance platform solutions for policy, rating, underwriting, billing, claims, distribution management, digital and data and analytics as well as consulting services for enterprise consulting, digital, data, testing and application development and maintenance.

Long-term, strong customer relationships are a key component of our success given the long-term nature of our contracts, and provide an opportunity for deeper relationships using our portfolio of solutions. They provide critical customer references for new sales. Our customers range from some of the

largest global tier one insurance carriers in the industry to mid-market insurers, MGAs, startups and greenfields, including specialty, mutual and regional carriers. As of March 31, 2018, we served approximately 160 insurance customers on a worldwide basis. For fiscal 2017, fiscal 2016, fiscal 2015 and fiscal 2014, we served approximately 148, 149, 108 and 97 insurance customers on a worldwide basis, respectively.

We generate revenue from our global IP led business as well as from engagements in the insurance services space. The IP business is primarily driven through either an on-premise deployment or deployment of the platform on the cloud. While the on-premise model generates revenues from the licensing of our proprietary software (perpetual or annual license fees), related implementation and support and maintenance fees pursuant to contracts with customers, we have been witnessing a significant shift in the business model with customers preferring the cloud model which offers a speed to value benefit together with low upfront investments. The revenues from the cloud model are led by an implementation/ configuration contract and followed by monthly subscriptions once the platform is in production for the customer to use. The implementation contracts for both the models are on a time and material or fixed bid basis. License fees, support and maintenance and cloud subscription fees are usually managed through multi-year agreements which are typically over a period of five to seven years. Insurance services revenues is primarily driven by professional services offered in the areas of transformation consulting, data, digital, testing and application development and management.

For the past several years, we have:

- released a major version updates for the L&A and Group software — Majesco Policy for L&A and Group, Majesco Billing for L&A and Group, Majesco Billing and Claims for L&A and Group;
- released major version updates for Majesco Billing for P&C, Majesco Claims for P&C and Majesco Policy for P&C;
- launched a major new solution portfolio, Majesco Digital 1st Insurance inclusive of Majesco Digital 1st eConnect, Majesco Digital 1st EcoExchange, Majesco Digial 1st Journey Designer and Majesco Digital 1st Platform;
- launched new data solutions, Majesco Enterprise Data Model and Majesco Enterprise Data Warehouse;
- added new partners, including a growing number of InsurTech ones;
- announced a strategic partnership with IBM to jointly offer a new cognitive, cloud-based platform to help insurance carriers worldwide create new services on IBM Cloud;
- actively engaged and supported InsurTech, including participation in some accelerators;
- published primary and secondary research/thought leadership regarding industry trends, shifts, demands and more; and
- cultivated and expanded our client base across tier one, mid-market and greenfield/start-ups. We generated revenues of $122.9 million, $121.8 million, $113.3 million, $79.3 million and $82.8 million in fiscal 2018, fiscal 2017, fiscal 2016, fiscal 2015 and fiscal 2014, respectively.

Overview of the Insurance Industry

The insurance industry is large, fragmented, highly regulated and complex. In order to effectively manage their operations, insurance carriers require core business systems that integrate with other internal systems, control workflow, enable extensive configurability and provide visibility to every user.

The insurance industry is in the midst of profound change fueled by trends that are converging and pushing a sometimes slow-to-adapt industry. This seismic shift is creating leaps in innovation and disruption, challenging the traditional business assumptions, operations, processes and products of the last 30 to 50 years represented as Insurance 1.0. Insurance carriers are currently faced with a wide range of

challenges. Increasing competition, emerging technologies and changing customer expectations are pushing carriers to make their business more agile, improve their time to market for new products, reach new markets, expand channels and respond quickly to market changes, moving to Digital Insurance 2.0.

Many insurance carriers are experiencing increased operational risk and financial loss due to the inadequacy of their existing legacy core systems to meet the needs of Digital Insurance 2.0. The inherent functional and technical limitations of these systems have impeded carriers' ability to grow profitability and adapt to the evolving expectations of consumer, commercial and government insurance customers. Most organizations cannot simply flip off one switch (traditional business model and products administered on traditional systems) and flip another on (new business model and products on modern, flexible systems that will handle digital integration and better data acquisition and analysis). So, the shift will require steps. Those steps will operate as both a bridge and a proving ground, with the traditional system still operational as a firm foundation while the new foundation is being constructed.

Our Solutions

We provide core insurance software to insurance carriers from greenfields to mid-market and large insurance companies using two different models including (1) the licensed use of our proprietary software; and (2) cloud/SaaS using the same proprietary software but managed on cloud (private, public or hybrid) infrastructure. Our consulting and other insurance technology services likewise are offered to insurance carriers from greenfields to mid-market and large insurance companies based on the scope and services selected.

Our solutions are designed to provide insurance carriers with the core system capabilities required to effectively manage their business and enable agility, innovation and speed to meet changing market dynamics and opportunities. Our offering is comprised primarily of:

- core insurance software platform solutions for all lines of business in the insurance industry;
- project delivery and implementation of our solutions; and
- consulting services that support the business transformation, digital, data and ongoing use.

Software Solutions

Enterprise Solutions

We deliver enterprise software solutions that support all lines of business for P&C, L&A and Group, enabling customer centricity for insurers. This includes billing, distribution management, digital platform with portals and mobile capabilities, and a cloud business platform. Our enterprise solutions include:

- Majesco Distribution Management;
- Majesco Digital 1st Insurance;
- Majesco Cloud Insurer; and
- Implementation Services.

Life, Annuity, Pension and Group/Benefits Solutions

We deliver solutions for L&A and Group/Employee Benefits core insurance areas, including policy management, product modeling, product configuration, new business processing, and claims. Our L&A and Group/Employee Benefits solutions include:

- Majesco Policy for L&A and Group;
- Majesco Billing for L&A and Group;
- Majesco Claims for L&A and Group; and
- Majesco New Business and Underwriting.

Majesco Property and Casualty/General Insurance Solutions

We deliver solutions for P&C/General Insurance core insurance areas, including policy management, claims management, rating, underwriting, product configuration and reinsurance. Our P&C and General Insurance solutions include:

- Majesco Policy for P&C;
- Majesco Billing for P&C;
- Majesco Claims for P&C;
- Majesco Business Analytics;
- Majesco Enterprise Data Warehouse; and
- Majesco Enterprise Data Model.

Consulting Services Solutions

We offer an array of consulting services to enable insurance companies' business transformation, backed by our methodologies and best practices for customers across all lines of business and geography. Our consulting services solutions include:

- Majesco Enterprise Consulting Services;
- Majesco Data Services;
- Majesco Digital Services;
- Majesco Testing Services; and
- Majesco Application Development and Maintenance Services.

Our Growth Strategy

We intend to extend our leadership as a provider of core system software to the global insurance industry. The key elements of our strategy include:

- *Proactively innovate and extend our insurance platform solution leadership.* We continue to enhance the business and technical capabilities of our market leading solution portfolio for insurance carriers through consistent significant research and development ("R&D") investment in core platform software, cloud, distribution, data, digital and services for innovative and scalable solutions.
- *Aggressively expand cloud capabilities.* Through our pre-configured, pre-integrated Majesco Cloud Insurer platform we plan to offer a more comprehensive cloud based solution that enables insurers agility, innovation and speed.
- *Maintain the depth and breadth of our solutions.* Our solution portfolio provides a unique combination of software and services across all lines of business to enable insurer's business transformation.
- *Client Centricity.* Continue to enhance our client centric business model that enables long term customers relationships, provides a single point of accountability for outcomes and offers deeper customer relationships with cross sell opportunities across our solution portfolio, creating customer "stickiness".
- *Diversify our solutions.* Extend value through acquisitions that have accretive value and diversify or strengthen our solution offerings.

- *Expand our customer base.* We continue to aggressively pursue new customers by specifically targeting key market segments and key accounts, expanding our sales and marketing organizations, leveraging current customers as references and strengthening our geographic presence. We uniquely have multiple points of entry with new customers using our broad solution portfolio of software, consulting and services to meet each customers' initial needs.

- *Cross selling to existing customers.* We continue to build upon our established customer relationships and track record of successful implementations to sell additional solutions to existing customers.

- *Deepen and expand our partner ecosystem.* We seek to collaborate and extend our capabilities and solution business value through a growing partner ecosystem for systems integrators, solutions, content, infrastructure and industry relationships. The partner ecosystem provides our customers with strategic and operational business value through the integration and adoption of our solutions throughout the insurance industry.

- *Expand market awareness and strengthen thought leadership with our brand and solutions.* We intend to continue to proactively strengthen our brand and reputation, enhance market awareness of our solutions, and thought leadership market position as a strategic partner for the insurance industry.

Intellectual Property

We rely on a combination of contractual provisions and intellectual property laws to protect our proprietary technology. We believe that due to the dynamic nature of the computer and software industries, factors such as the knowledge and experience of our management and personnel, the frequency of product enhancements and the timeliness and quality of our support services are critical to the Company's success.

We have registered the copyrights of our software products, and we seek to protect the source code of our products as trade secret information and as unpublished copyright work, although we often agree to place our source code into escrow in connection with entering into new customer agreements. We also rely on security and copy protection features in our proprietary software. We distribute our products under software license agreements which grant customers a personal, non-transferable license to use our products and contain terms and conditions prohibiting the unauthorized reproduction or transfer of our products. We do not hold any patents.

MajescoMastek®, Majesco®, Elixir®, Agile Technologies®, CloudInsurer™, Majesco CloudInsurer™, Digital1st™ and Majesco Digital1st™ are trademarks of Majesco. In addition, Cover-All® is a trademark of Cover-All Systems Inc.

Competition

The insurance solution provider market is highly competitive and fragmented. This market is subject to changing technology, shifting customer needs and introductions of new and innovative products and services. Our competitors vary in size and in the breadth and scope of the products and services offered.

Our current principal competitors include, but are not limited to, the following:

Area of Product/Service	Competitors
Internally developed software	Many insurance companies have sufficient IT resources to maintain and augment their own proprietary, legacy systems, or consider developing new custom systems.
Insurance software vendors	Vendors such as Duck Creek, Guidewire Software, Inc., FINEOS, OneShield, Inc., FAST, Oracle, Sapiens International Corporation, and Insurity, provide software solutions that are specifically designed to meet the needs of insurance carriers.

Area of Product/Service	Competitors
Consulting Services firms	Firms such as Accenture, Deloitte, E&Y, Nolan Group, CSC, Cognizant, CGI, Mphasis and Tata Consultancy Services Limited offer consulting and other services such as testing, application maintenance, and custom development, solutions for the insurance industry.

Sales and Marketing

We market our solution portfolio through an integrated sales and marketing platform through digital and client marketing, client partners working with existing customers and through a direct sales force with assigned accounts to provide a consultative approach. Strategic partnerships with consultants and systems integrators are important to our sales efforts because they influence buying decisions, help us to identify sales opportunities, and complement our software and services with their domain expertise and professional services capabilities.

We have a strategic marketing program that conducts a broad range of integrated marketing programs that leverage thought leadership and other content developed by us to support market segment and solution targeted campaigns, press relations, media relations, industry research analyst relations, social media, industry tradeshows, roundtables, videos, webinars and website. We work closely with partners and other third parties to conduct joint marketing campaigns that generate growth in the sales pipeline.

Major Customers

As of March 31, 2018, 2017 and 2016, our product line was in use in approximately 160, 148 and 149 companies worldwide, respectively. For fiscal 2018 and fiscal 2017 we had no customer contributing 10% or more of total revenues. For fiscal 2016, we had one customer contributing 10% or more of total revenues. For fiscal 2016, our largest customer was Unum, with approximately 10.2% of total revenues.

For fiscal 2018, fiscal 2017 and fiscal 2016 our top five customers generated approximately 28.4%, 27.1% and 26.5% of revenue, respectively. We expect that the top five customers will continue to account for a significant portion of revenue for the foreseeable future.

Backlog

As of March 31, 2018, we had unrecognized licenses and support services or professional services backlog of unbilled work totaling $90.6 million, which are expected to be recognized by March 31, 2019.

As of March 31, 2017, we had unrecognized licenses and support services or professional services backlog of unbilled work totaling $64 million, which we recognized as of March 31, 2018.

Research and Development

We continue to enhance the business and technical capabilities of our market leading solution portfolio for insurance carriers through consistent significant R&D investment in core platform software, cloud, distribution, data, digital and services for innovative and scalable solutions. For fiscal 2018 we spent $17,250 on R&D compared to $17,236 in fiscal 2017.

Capital Expenditures

As a growing company, we have on-going capital expenditure needs based on our short term and long term business plans. Although our requirements for capital expenses vary from time to time, for the next twelve months, we anticipate incurring capital expenditures of $3,000 to $4,000 for new business development activities and infrastructure enhancements.

We believe that our current cash balances and anticipated cash flows from operations will be sufficient to meet our normal operating needs for at least the next twelve months. These projections include anticipated sales to new customers and upsell/cross sell to existing customers, the exact timing of which cannot be predicted with absolute certainty and can be influenced by factors outside our control. Our

ability to fund our working capital needs and address planned capital expenditures will depend on our ability to generate cash in the future. We anticipate generating future working capital through sales to new customers and continued sales and services to our existing customers.

Our future liquidity and capital resource requirements will depend on many factors, including, but not limited to, the following trends and uncertainties we face and those described in "Item 1A. Risk Factors":

- Our ability to generate cash is subject to general economic, financial, competitive and other factors beyond our control.
- Our need to invest resources in product development in order to continue to enhance our current products, develop new products, attract and retain customers and keep pace with competitive product introductions and technological developments.
- We experience competition in our industry and continuing technological changes.
- Insurance companies typically are slow in making decisions and have numerous bureaucratic and institutional obstacles, which can make our efforts to attain new customers difficult.
- We compete on the basis of insurance knowledge, products, services, price, technological advances and system functionality and performance.

We do not expect for there to be a need for a change in the mix or relative cost of our sources of capital.

Information about Segment and Geographic Revenue

Information about segment and geographic revenue is set forth in Note 20 to our consolidated financial statements under Item 8 of this Annual Report on Form 10-K.

Employees

As of March 31, 2018, we had 2,248 full-time employees and no part-time employees on a worldwide basis. In addition, as of March 31, 2018, we actively received services from a total of 108 individuals in their capacities as independent contractors.

None of our employees are covered by collective bargaining arrangements or represented by a union with respect to their employment with Majesco. We consider relations with our employees to be good.

Available Information

We file annual, quarterly and current reports and, proxy statements and other information with the Securities and Exchange Commission (the "SEC") under the Exchange Act. You may read and copy this information at the Public Reference Room of the SEC, Room 1580, 100 F Street, N.E., Washington, D.C. 20549. You may obtain information about the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains a website (*http://www.sec.gov*) that contains reports, proxy and information statements, and other information regarding issuers that file electronically through the EDGAR System.

We also maintain a website at *http://www.majesco.com*. Information on this website does not constitute a part of, nor is it incorporated in any way, into this Annual Report on Form 10-K. We make available, free of charge, on our website our annual reports on Form 10-K, quarterly reports on Form 10-Q, proxy statements, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the SEC.

ITEM 1A. RISK FACTORS

Risks Related to Our Business

We depend on a small number of large customers and the loss of one or more major customers could have a material adverse effect on our business, financial condition and results of operations.

For fiscal 2018, we had one customer contributing 9.0% of total revenues and our top five customers, in the aggregate, generating approximately 28.4% of total revenues. We expect that our top five customers will continue to account for a significant portion of our revenues for the foreseeable future. For fiscal 2017, we had one customer contributing 7.5% of total revenues and our top five customers, in the aggregate, generating approximately 26.5% of total revenues. For fiscal 2016, we had one customer contributing 10.2% of total revenues and our top five customers, in aggregate, generating approximately 25.5% of total revenues. We have had in the past large customers terminate their relationship with us and it is possible that any of our large customers could decide to terminate their relationship with us in the future. The loss of one or more of our top five customers, or a substantial decrease in demand by any of those customers for our services and solutions, could have a material adverse effect on our business, results of operations and financial condition. Additionally, our large customers have substantial negotiating leverage, which may require that we agree to terms and conditions that result in increased cost of sales, decreased revenues and lower average selling prices and gross margins, all of which could harm our operating results.

Our information systems, like those of other software and technology companies, are vulnerable to the threat of cybersecurity and data privacy risks.

Our business involves the storage, management, and transmission of the proprietary information of our customers, including personal, financial, and other sensitive or confidential information of our customers' insureds. Cyberattacks and other efforts by bad actors to steal personal information, to steal proprietary and sensitive company information, and to disrupt service are on the rise, and the methods used to attack, to obtain unauthorized access to, to disable, to degrade, or to otherwise compromise our systems, our software, and our applications are continuously changing and evolving. We may be unable to anticipate or detect successfully these methods or implement adequate preventive measures. Moreover, software or applications we develop or obtain from third parties may contain defects in design or manufacture or other vulnerabilities that could unexpectedly compromise or lead to the compromise of our systems, our software, our applications, or the information security and privacy of the proprietary and personal information stored, managed, and transmitted by or on those systems, software, or applications.

Although we have in place control procedures and security measures to protect the proprietary and personal data we store, manage and transmit for our customers, we cannot guarantee that these measures will be sufficient to detect or prevent interceptions, intrusions, break-ins, security breaches, theft, the introduction of viruses or malicious code, or other disruptions or attacks that may jeopardize the security, confidentiality, or integrity of the proprietary and personal information stored, managed, or transmitted by our systems, software, applications, and products. Security breaches or other malicious attacks of our systems, software, applications, and products could result in system or service disruptions or the theft, misappropriation, misuse, unauthorized disclosure, or compromise of personal and proprietary information. In addition, security breaches or other malicious attacks of our systems, software, applications, and products could also result in impact to or compromise of the systems of our customers who utilize our software, applications, and products. Our systems, software, applications, and productions are also exposed to computer viruses, denial of service attacks and bulk unsolicited commercial email, or spam. Despite the security measures we have in place, these events could cause a loss of service and data to customers.

If our products or systems experience data security breaches or there is unauthorized access to or release of our customers' data, we may lose current or future customers and our reputation and business may be harmed. We may also incur liabilities to repair or replace our systems or in connection with litigation or regulatory enforcement actions that may result from such breaches.

We are subject to data security and data privacy laws that are becoming more widespread, burdensome, and increasingly require notification of security breaches to affected individuals, regulators, customers, and other third-parties. The occurrence of a security breach impacting our systems, software, applications, or

products, or the claim that the Company has suffered such a security breach, whether accurate or not, could result in adverse publicity, loss of customer confidence, increased costs, lost sales and profits, criminal penalties, civil liabilities, and reputational harm. This could lead to the loss of current and potential customers. In addition, a security breach may require us to expend significant capital and other resources to respond to, remedy, mitigate, alleviate, and further protect against the security breach and related problems. We may also be required to make significant expenditures to repair our systems, software, applications, and products in the event that they are damaged or destroyed or if the delivery of our services to our customers is disrupted; this could result in harm to our business and operations. Further, we may not be able to remedy these problems in a timely manner, or at all. Even the perception that the privacy of proprietary or personal information is not satisfactorily protected or does not meet regulatory requirements or that our systems, software, applications, and products are unsecure or unstable could inhibit sales of our products or services, and could limit adoption of our products and services. The insurance we carry may not provide coverage adequate to compensate us fully for losses that may occur or litigation that may be instituted against us in these circumstances.

Additionally, the U.S. Federal Trade Commission and state consumer protection authorities have brought a number of enforcement actions against U.S. companies for alleged deficiencies in companies' data security practices, and they may continue to bring such actions. Enforcement actions, which may or may not be based upon actual cyber attacks or security breaches, or other disclosures of personal or proprietary information, present an ongoing risk to us, could result in a loss of customers, damage to our reputation and monetary damages. Other liability could include claims from customers or consumers alleging misrepresentation or violation of our privacy and data security practices, as well as claims alleging unfair and deceptive trade practices, negligence, or breach of contract. Any such liability could decrease our profitability and materially adversely affect our financial condition.

We face intense and growing competition. If we are unable to compete successfully, our business will be seriously harmed through the loss of customers or increased negative pricing pressure.

The market for our services and solutions is extremely competitive. Our competitors vary in size and in the variety of services and solutions.

Some of our current and potential direct competitors have longer operating histories, significantly greater financial, technical, marketing and other resources than we do, greater brand recognition and, we believe, a larger base of customers. In addition, competitors may operate more successfully or form alliances to acquire significant market share. These direct competitors may be able to adapt more quickly to new or emerging technologies and changes in customer requirements. They may also be able to devote more resources to the promotion, sale and development of their services and solutions than us and there can be no assurance that our current and future competitors will not be able to develop services and solutions comparable or superior to those offered by us at more competitive prices. As a result, in the future, we may suffer from an inability to offer competitive services and solutions or be subject to negative pricing pressure that would adversely affect our ability to generate revenue and adversely affect our operating results.

Our business will be adversely affected if we cannot successfully retain key members of our management team or retain, hire, train and manage other key employees, particularly in the sales and customer service areas.

Our continued success is largely dependent on the personal efforts and abilities of our executive officers and senior management, including our President and Chief Executive Officer and our executive management team. Our success also depends on our continued ability to attract, retain, and motivate key employees throughout our business. In particular, we are substantially dependent on our skilled technical employees and our sales and customer service employees. Competition for skilled technical, sales and customer service professionals is intense and our competitors often attempt to solicit our key employees and may be able to offer them employment benefits and opportunities that we cannot. There can be no assurance that we will be able to continue to attract, integrate or retain additional highly qualified personnel in the future. In addition, our ability to achieve significant growth in revenue will depend, in large part, on our success in effectively training sufficient numbers of technical, sales and customer service personnel. New employees require significant training before they achieve full productivity. Our recent and planned hires may not be as productive as anticipated, and we may be unable to hire sufficient numbers of qualified individuals. If we are not successful in retaining our existing employees, or hiring, training and integrating

new employees, or if our current or future employees perform poorly, growth in the sales of our services may not materialize and our business will suffer.

Risks associated with potential acquisitions and expansion activities or divestitures may disrupt our business and adversely affect our operating results.

We may, from time to time, consider certain acquisitions or divestitures. Acquisitions and divestitures involve numerous risks, including identifying attractive target acquisitions, undisclosed risks affecting the target, difficulties integrating acquired businesses, the assumption of unknown liabilities, potential adverse effects on existing business relationships with current customers and suppliers, the diversion of our management's attention from other business concerns, and decreased geographic or customer diversification.

We cannot provide assurance that any acquisitions or divestitures will perform as planned or prove to be beneficial to our operations and cash flow. Any such failure could seriously harm our financial condition, results of operations and cash flows.

We cannot predict the frequency, size or timing of our acquisitions, as this will depend on the availability of prospective target opportunities at valuation levels we find attractive and the competition for such opportunities from other parties. There can be no assurance that our acquisitions will have the anticipated positive results, including results related to: the total cost of integration; the retention of key personnel; the time required to complete the integration; the amount of longer-term cost savings; continued growth; or the overall performance of the acquired company or combined entity. We also may encounter difficulties in obtaining required regulatory approvals and unexpected contingent liabilities can arise from the businesses we acquire. Further, the asset quality or other financial characteristics of a business or assets we may acquire may deteriorate after an acquisition agreement is signed or after an acquisition closes, which could result in impairment or other expenses and charges which would reduce our operating results. Integration of an acquired business can be complex and costly. If we are not able to integrate successfully past or future acquisitions, there is a risk that results of operations could be adversely affected. To the extent that we grow through acquisitions, there is a risk that we will not be able to adequately or profitably manage this growth. In addition, we may sell or restructure portions of our business. Any divestitures or restructuring may result in significant expenses and write-offs, which would have a material adverse effect on our business, results of operations and financial condition, and may involve additional risks, including difficulties in obtaining any required regulatory approvals, the diversion of management's attention from other business concerns, the disruption of our business and the potential loss of key employees. We may not be successful in addressing these or any other significant risks encountered in connection with any acquisition or divestitures we might make.

We resell products and services of third parties that may require us to pay for such products and services even if our customers fail to pay us for the products and services, which may have a negative impact on our cash flow and operating results.

In order to provide resale services or products, we contract with third-party service providers. These services require us to enter into fixed term contracts for services with third party suppliers of products and services. If we experience the loss of a customer who has purchased a resale product or service, we may remain obligated to continue to pay our suppliers for the term of the underlying contracts. The payment of these obligations without a corresponding payment from customers will reduce our financial resources and may have a material adverse effect on our financial performance, cash flow and operating results.

We may fail to adequately protect our proprietary technology, which would allow competitors or others to take advantage of our research and development efforts.

We rely upon trade secrets, proprietary know-how, and continuing technological innovation to develop new services and solutions and to remain competitive. If our competitors learn of our proprietary technology or processes, they may use this information to produce services and solutions that are equivalent or superior to our services and solutions, which could materially adversely affect our business, operations and financial position. Our employees and consultants may breach their obligations not to reveal our

confidential information, and any remedies available to us may be insufficient to compensate our damages. Even in the absence of such breaches, our trade secrets and proprietary know-how may otherwise become known to our competitors, or be independently discovered by our competitors, which could adversely affect our competitive position.

Our sales cycle is lengthy and variable, depends upon many factors outside our control, and could cause us to expend significant time and resources prior to earning associated revenues.

The typical sales cycle for our products and services is lengthy and unpredictable, requires pre-purchase evaluation by a significant number of employees in our customers' organizations, and often involves a significant operational decision by our customers. Our sales efforts involve educating our customers about the use and benefits of our products, including the technical capabilities of our products and the potential cost savings achievable by organizations deploying our products. Customers typically undertake a significant evaluation process, which frequently involves not only our products, but also those of our competitors and can result in a lengthy sales cycle. Moreover, a purchase decision by a potential customer typically requires the approval of several senior decision makers, including the boards of directors of our customers. Our sales cycle for new customers is typically one to two years and can extend even longer in some cases. We spend substantial time, effort and money in our sales efforts without any assurance that our efforts will produce any sales. In addition, we sometimes commit to include specific functions in our base product offering at the request of a customer or group of customers and are unable to recognize license revenues until the specific functions have been added to our products. Providing this additional functionality may be time consuming and may involve factors that are outside of our control. The lengthy and variable sales cycle may also have a negative impact on the timing of our revenues, causing our revenues and results of operations to vary significantly from period to period.

Our business depends on customers renewing and expanding their license and maintenance contracts for our products. A decline in our customer renewals and expansions could harm our future results of operations.

Our customers have no obligation to renew their term licenses after their license period expires, and these licenses may not be renewed on the same or more favorable terms. Moreover, under certain circumstances, our customers have the right to cancel their license agreements before they expire. We have limited historical data with respect to rates of customer license renewals, upgrades and expansions so we may not accurately predict future trends in customer renewals. In addition, our term and perpetual license customers have no obligation to renew their maintenance arrangements after the expiration of the initial contractual period. Our customers' renewal rates may fluctuate or decline because of several factors, including their satisfaction or dissatisfaction with our products and services, the prices of our products and services, the prices of products and services offered by our competitors or reductions in our customers' spending levels due to the macroeconomic environment or other factors. In addition, in some cases, our customers have a right to exercise a perpetual buyout of their term licenses at the end of the initial contract term. If our customers do not renew their term licenses for our solutions or renew on less favorable terms, our revenues may decline or grow more slowly than expected and our profitability may be harmed.

Our implementation cycle is lengthy and variable, depends upon factors outside our control, and could cause us to expend significant time and resources prior to earning associated revenues.

The implementation and testing of our products by our customers takes several months or longer and unexpected implementation delays and difficulties can occur. Implementing our products typically involves integration with our customers' systems, as well as adding their data to our system. This can be complex, time-consuming and expensive for our customers and can result in delays in the implementation and deployment of our products. The lengthy and variable implementation cycle may also have a negative impact on the timing of our revenues, causing our revenues and results of operations to vary significantly from period to period.

Our product development cycles are lengthy, and we may incur significant expenses before we generate revenues, if any, from new products.

Because our products are complex and require rigorous testing, development cycles can be lengthy, taking us up to two years to develop and introduce new products. Moreover, development projects can be technically challenging and expensive. The nature of these development cycles may cause us to experience

delays between the time we incur expenses associated with research and development and the time we generate revenues, if any, from such expenses. If we expend a significant amount of resources on research and development and our efforts do not lead to the successful introduction or improvement of products that are competitive in the marketplace, our business and results of operations could be materially and adversely affected. Additionally, anticipated customer demand for a product we are developing could decrease after the development cycle has commenced. Such decreased customer demand may cause us to fall short of our sales targets, and we may nonetheless be unable to avoid substantial costs associated with the product's development. If we are unable to complete product development cycles successfully and in a timely fashion and generate revenues from such future products, the growth of our business may be harmed.

Failure to meet customer expectations on the implementation of our products could result in negative publicity and reduced sales, both of which would significantly harm our business, results of operations, financial condition and growth prospects.

We provide our customers with upfront estimates regarding the duration, budget and costs associated with the implementation of our products. Failing to meet these upfront estimates and the expectations of our customers for the implementation of our products could result in a loss of customers and negative publicity regarding us and our products and services, which could adversely affect our ability to attract new customers and sell additional products and services to existing customers. Such failure could result from our product capabilities or service engagements by us, our system integrator partners or our customers' IT employees. The consequences could include, and have included: monetary credits for current or future service engagements, reduced fees for additional product sales, and a customer's refusal to pay their contractually-obligated license, maintenance or service fees. In addition, time-consuming implementations may also increase the amount of services personnel we must allocate to each customer, thereby increasing our costs and adversely affecting our business, results of operations and financial condition.

If we are unable to develop, introduce and market new and enhanced versions of our products, we may be put at a competitive disadvantage.

Our success depends on our continued ability to develop, introduce and market new and enhanced versions of our products to meet evolving customer requirements. However, we cannot assure you that this process can be maintained. If we fail to develop new products or enhancements to our existing products, our business could be adversely affected, especially if our competitors are able to introduce products with enhanced functionality. We plan to continue our investment in product development in future periods. It is critical to our success for us to anticipate changes in technology, industry standards and customer requirements and to successfully introduce new, enhanced and competitive products to meet our customers' and prospective customers' needs on a timely basis. However, we cannot assure you that revenues will be sufficient to support the future product development that is required for us to be competitive. Although we may be able to release new products in addition to enhancements to existing products, we cannot assure you that our new or upgraded products will be accepted by the market, will not be delayed or canceled, will not contain errors or "bugs" that could affect the performance of the products or cause damage to users' data, or will not be rendered obsolete by the introduction of new products or technological developments by others. If we fail to develop products that are competitive in technology and price and fail to meet customer needs, our market share will decline and our business and results of operations could be harmed.

We may be subject to significant liability claims if our core system software fails and the limitation of liability provided in our license agreements may not protect us, which may adversely impact our financial condition.

The license and support of our core system software creates the risk of significant liability claims against us. Our license agreements with our customers contain provisions designed to limit our exposure to potential liability claims. It is possible, however, that the limitation of liability provisions contained in such license agreements may not be enforced as a result of international, federal, state and local laws or ordinances or unfavorable judicial decisions. Breach of warranty or damage liability or injunctive relief resulting from such claims could have a material and adverse impact on our results of operations and financial condition.

Certain of our software products may be deployed through cloud-based implementations, and if such implementations are compromised by data security breaches or other disruptions, our reputation could be harmed, and we could lose customers or be subject to significant liabilities.

Although our software products typically are deployed on our customers' premises, our customers may at times require our products to be deployed in cloud-based environments, in which our products and associated services are made available using an Internet-based infrastructure. At times, in cloud deployments, the infrastructure of third-party service providers is used by the customers at their own behest, which may be vulnerable to cyber attacks, security breaches, computer viruses, telecommunications failures, power loss and other system failures, disruptions and attacks.

Any of these occurrences, whether intentional or accidental, could lead to interruptions, delays or cessation of operation of the servers of third-party service providers' used by our customers, and to the unauthorized use, access, acquisition or compromise of our software and/or the proprietary information and sensitive or confidential data stored, managed or transmitted by our software and products. The inability of service providers used by our customers to provide continuous access to their hosted services, and to secure their hosted services and associated customer information from unauthorized use, access, disclosure or compromise, could cause us to lose customers and to incur significant liability, and could harm our reputation, business, financial condition and results of operations.

We are dependent on the reliability and performance of our internally developed systems and operations. Any difficulties in maintaining these systems, whether due to human error or otherwise, may result in service interruptions, decreased service quality for our customers, a loss of customers or increased expenditures.

Our revenue and profitability depend on the reliability and performance of our services and solutions. We have contractual obligations to provide service level credits to almost all of our application services provider ("ASP") customers against future invoices in the event that certain service disruptions occur. Furthermore, customers may terminate their ASP agreements with us as a result of significant service interruptions, or our inability, whether actual or perceived, to provide our services and solutions at the contractually required levels or at any time. If our services are unavailable, or customers are dissatisfied with our performance, we could lose customers, our revenue and profitability would decrease and our business operations or financial position could be harmed. In addition, the software and workflow processes that underlie our ability to deliver our services and solutions have been developed primarily by our own employees and consultants. Malfunctions in the software we use or human error could result in our inability to provide services or cause unforeseen technical problems. If we incur significant financial commitments to our customers in connection with our failure to meet service level commitment obligations, we may incur significant liability and our liability insurance and revenue reserves may not be adequate. In addition, any loss of services, equipment damage or inability to meet our service level commitment obligations could reduce the confidence of our customers and could consequently impair our ability to obtain and retain customers, which would adversely affect both our ability to generate revenue and our operating results.

We operate in a price sensitive market and we are subject to pressures from customers to decrease our fees for the services and solutions we provide. Any reduction in price would likely reduce our margins and could adversely affect our operating results.

The competitive market in which we conduct our business could require us to reduce our prices. If our competitors offer discounts on certain products or services in an effort to recapture or gain market share or to sell other products, we may be required to lower our prices or offer other favorable terms to compete successfully. Any of these changes would likely reduce our margins and could adversely affect our operating results. Some of our competitors may bundle products and services that compete with us for promotional purposes or as a long-term pricing strategy or provide guarantees of prices and product implementations. In addition, many of the services and solutions that we provide and market are not unique to us and our customers and target customers may not distinguish our services and solutions from those of our competitors. All of these factors could, over time, limit or reduce the prices that we can charge for our services and solutions. If we cannot offset price reductions with a corresponding increase in the number of sales or with lower spending, then the reduced revenue resulting from lower prices would adversely affect our margins and operating results.

If we are unable to retain and grow our customer base, as well as their end-user base, our revenue and profitability will be adversely affected.

In order to execute our business plan successfully, we must maintain existing relationships with our customers and establish new relationships with additional businesses. If we are unable to diversify and extend our customer base, our ability to grow our business may be compromised, which would have a material adverse effect on our financial condition and results of operations.

If economic or other factors negatively affect the insurance industry, our customers and target customers may become unwilling or unable to purchase our services and solutions, which could cause our revenue to decline and impair our ability to operate profitably.

Most of our existing and target customers operate in the insurance industry. If a material portion of the insurance businesses that we service, or are looking to service, experience economic hardship, these customers may be unwilling or unable to expend resources on the services and solutions we provide, which would negatively affect the overall demand for our services and could cause our revenue to decline.

If we do not respond effectively and on a timely basis to rapid technological change, our business could suffer.

The markets in which we operate are characterized by changing technology and evolving industry standards. There can be no assurance that our current and future competitors will not be able to develop services or expertise comparable or superior to those we have developed or to adapt more quickly than us to new technologies, evolving industry standards or customer requirements. Failure or delays in our ability to develop services and solutions to respond to industry or user trends or developments and the actions of our competitors could have a material adverse effect on our business, results of operations and financial condition. Our ability to anticipate changes in technology, technical standards and product offerings will be a significant factor in the success of our current business and in expanding into new markets.

If we are unable to quickly react to changes in insurance laws and similar regulation in the jurisdictions in which we operate and update our products on a frequent basis, our customer base (as well as end-user base), revenue and profitability will be adversely affected. Such updates requires significant investment, which may come at a cost.

In order for us to maintain and grow our customer base (as well as our customers' end-user base) and maintain and increase revenues and profit, we must maintain familiarity with legal and regulatory changes in the jurisdictions in which we operate and update our existing products frequently. Frequent and timely product updates require significant investment in research and development and in personnel experienced in legal and regulatory matters as well as technical personnel. To maintain such a level of investment, we may need to raise additional debt or equity capital, which may be costly, or require a reduction in other areas of our budget. Our inability to continually update our products as needed due to regulatory changes could have an adverse effect on our financial condition and results of operations and reduce our ability to compete.

Litigation could result in substantial costs to us and our insurance may not cover these costs.

There is a risk that our services and solutions may not perform up to expectations. While in certain circumstances we attempt to contractually limit our liability for damages arising from our provision of services, there can be no assurance that they will be enforceable in all circumstances or in all jurisdictions. Furthermore, litigation, regardless of contractual limitations, could result in substantial costs or divert management's attention and resources from our operations and result in negative publicity and therefore adversely affect our ability to maintain and grow our customer base. Although we have general liability insurance in place, there is no assurance that this insurance will cover these claims or that these claims will not exceed the insurance limit under our current policies.

Our global operations are subject to complex risks, some of which might be beyond our control.

We have offices and operations in various countries around the world and provide services and solutions to clients globally. For fiscal 2018, approximately 89% of our revenues were attributable to the North American region, approximately 5% were attributable to the European region, and approximately 6%

were attributable to the rest of the world, primarily the Asia-Pacific region. If we are unable to manage the risks of our global operations, including regulatory, economic, political and other uncertainties, fluctuations in foreign exchange and inflation rates, international hostilities, terrorism, natural disasters and multiple legal and regulatory systems, our results of operations could be adversely affected.

Our international sales and operations subject us to additional risks that can adversely affect our business, results of operations and financial condition.

Our current international operations and our plans to expand our international operations subject us to a variety of risks, including:

- increased management, travel, infrastructure and legal compliance costs associated with having multiple international operations;
- longer payment cycles and difficulties in enforcing contracts and collecting accounts receivable;
- the need to localize our products and licensing programs for international customers;
- lack of familiarity with and unexpected changes in foreign regulatory requirements;
- increased exposure to fluctuations in currency exchange rates;
- the burdens of complying with a wide variety of foreign laws and legal standards;
- compliance with anticorruption laws, including the U.S. Foreign Corrupt Practices Act of 1977, particularly in emerging market countries;
- import and export license requirements, tariffs, taxes and other trade barriers;
- increased financial accounting and reporting burdens and complexities;
- weaker protection of intellectual property rights in some countries;
- multiple and possibly overlapping tax regimes; and
- political, social and economic instability abroad, terrorist attacks and security concerns in general. As we continue to expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these and other risks associated with our international operations. Any of these risks could harm our international operations and reduce our international sales, adversely affecting our business, results of operations, financial condition and growth prospects.

A substantial portion of our assets and operations are located outside of the United States and we are subject to regulatory, tax, economic, political and other uncertainties in other foreign countries in which we operate.

We have significant offshore facilities in foreign countries, including India and Malaysia. Wages in these countries have historically increased at a faster rate than in the United States. If this trend continues in the future, it would result in increased costs for our skilled professionals and thereby potentially reduce our operating margins. Also, there is no assurance that, in future periods, competition for skilled professionals will not drive salaries higher in those countries, thereby resulting in increased costs for our technical professionals and reduced operating margins.

Certain of these countries have also recently experienced civil unrest and terrorism and have been involved in conflicts with neighboring countries. These events could materially adversely affect our operations in these countries. In addition, companies may decline to contract with us for services, even where these countries are not involved, because of more generalized concerns about relying on a service provider utilizing international resources that may be viewed as less stable than those provided in the United States.

In addition, these countries have in the past experienced many of the problems that commonly confront the economies of developing countries, including high inflation, erratic gross domestic product growth and shortages of foreign exchange. Government actions concerning the economy in these countries could have a material adverse effect on private sector entities like us. In the past, certain of these

governments have provided significant tax incentives and relaxed certain regulatory restrictions in order to encourage foreign investment in specified sectors of the economy, including the software development services industry. Programs that have benefited us include, among others, tax holidays, liberalized import and export duties and preferential rules on foreign investment and repatriation. Notwithstanding these benefits, as noted above, changes in government leadership or changes in policies in these countries that result in the elimination of any of the benefits realized by us or the imposition of new taxes applicable to such operations could have a material adverse effect on our business, results of operations and financial condition.

Our operating results may be adversely affected by fluctuations in the Indian rupee and other foreign currency exchange rates and restrictions on the deployment of cash across our global operations.

Although we report our operating results in U.S. dollars, a portion of our revenues and expenses are denominated in currencies other than the U.S. dollar. Fluctuations in foreign currency exchange rates can have a number of adverse effects on us. Because our consolidated financial statements are presented in U.S. dollars, we must translate revenues, expenses and income, as well as assets and liabilities, into U.S. dollars at exchange rates in effect during or at the end of each reporting period. Therefore, changes in the value of the U.S. dollar against other currencies will affect our revenues, income from operations, other income (expense), net and the value of balance sheet items originally denominated in other currencies. There is no guarantee that our financial results will not be adversely affected by currency exchange rate fluctuations or that any efforts by us to engage in currency hedging activities will be effective. In addition, in some countries we could be subject to strict restrictions on the movement of cash and the exchange of foreign currencies, which could limit our ability to use these funds across our global operations. Finally, as we continue to leverage our global delivery model, more of our expenses are incurred in currencies other than those in which we bill for the related services. An increase in the value of certain currencies, such as the Indian rupee, against the U.S. dollar could increase costs for delivery of services at offshore sites by increasing labor and other costs that are denominated in local currency.

One of our subsidiaries, Majesco Software and Solutions Inc. ("MSSI"), has received a summons with notice filed in the Supreme Court of the State of New York alleging breach of services and license agreement. Any adverse outcome in this proceeding may adversely affect our profitability, reputation, business, financial condition and results of operations.

On January 24, 2018, MSSI, one of our subsidiaries, received a summons with notice filed in the Supreme Court of the State of New York by a customer, Alamance Services Inc. ("Alamance"), alleging a purported breach of services and license agreement. In the summons, Alamance seeks compensatory damages (including lost profits) of an amount to be proven at trial of at least $10 million, pre-and post-judgment interest and costs and fees. We intend to defend against this matter vigorously and will assert all of our rights against Alamance. While we believe we have made adequate provisions against bad and doubtful receivables and have notified the carrier under our professional indemnity insurance policy for this claim, we cannot assure you that this proceeding will be decided in our favor or that no further liability will arise out of this proceeding, which may adversely affect our profitability and reputation. Further, this proceeding may divert management time and attention and consume financial resources.

Our shareholders may have difficulty effecting service of process or enforcing judgments obtained in the United States against our foreign subsidiaries or against some of our officers, directors or executive management or gaining access to our assets located outside the United States.

Several of our operating subsidiaries are located outside the United States, including India, Singapore, Thailand, Malaysia, the United Kingdom and Canada, and a number of our officers, directors and executive management reside abroad. Many of our assets are located in countries outside the United States. As a result, you may be unable to effect service of process upon our affiliates who reside outside the United States except in their jurisdiction of residence. In addition, you may be unable to enforce outside of the jurisdiction of these affiliates' residence judgments obtained against these individuals or entities in courts of the United States, including judgments predicated solely upon the federal securities laws of the United States. You may also have difficulty gaining access to assets of us or our affiliates located outside the United State to the extent necessary to satisfy a judgment against us or one of our affiliates. In particular, should

you seek to enforce a judgment of a United States court against us or one of our affiliates, directors or officers in a jurisdiction outside the United States, you may be unable to obtain recognition or enforcement of some or all of the amount of damages or other remedies awarded by the United States court. You may also be required to comply with laws or regulations applicable to relevant jurisdiction governing the repatriation of any money damages recovered from a court in such jurisdiction to the United States or another country.

Our growth may be hindered by immigration restrictions.

Our future success continues to depend on our ability to attract and retain employees with technical and project management skills, including those from developing countries, especially India. The ability of foreign nationals to work in the United States and Europe, where a significant proportion of our operations are located, depends on their ability and our ability to obtain the necessary visas and work permits.

Immigration and work permit laws and regulations in the United States, the United Kingdom, and other countries are subject to legislative and administrative changes as well as changes in the application of standards and enforcement. Immigration and work permit laws and regulations can be significantly affected by political forces and levels of economic activity. Our international expansion strategy and our business, results of operations, and financial condition may be materially adversely affected if changes in immigration and work permit laws and regulations or the administration or enforcement of such laws or regulations impair our ability to staff projects with professionals who are not citizens of the country where the work is to be performed.

Our earnings may be adversely affected if we change our intent not to repatriate foreign earnings or if such earnings become subject to U.S. tax on a current basis.

We have earnings outside of the United States. Other than amounts for which we have already accrued U.S. taxes, we consider foreign earnings to be indefinitely reinvested outside of the United States. While we have no plans to do so, events may occur that could effectively force us to change our intent not to repatriate such earnings. If such earnings are repatriated in the future or are no longer deemed to be indefinitely reinvested, we may have to accrue taxes associated with such earnings at a substantially higher rate than our projected effective income tax rate, and we may be subject to additional tax liabilities in certain foreign jurisdictions in which we operate. These increased taxes could have a material adverse effect on our business, results of operations and financial condition.

We may not be able to enforce or protect our intellectual property rights, which may harm our ability to compete and harm our business.

Our future success will depend, in part, on our ability to protect our proprietary methodologies and other valuable intellectual property. We presently hold no issued patents.

Our ability to enforce our software license agreements, service agreements, and other intellectual property rights is subject to general litigation risks, as well as uncertainty as to the enforceability of our intellectual property rights in various countries. To the extent that we seek to enforce our rights, we could be subject to claims that an intellectual property right is invalid, otherwise not enforceable, or is licensed to the party against whom we are pursuing a claim. In addition, our assertion of intellectual property rights may result in the other party seeking to assert alleged intellectual property rights or assert other claims against us, which could harm our business. If we are not successful in defending such claims in litigation, we may not be able to sell or license a particular service or solution due to an injunction, or we may have to pay damages that could, in turn, harm our results of operations. In addition, governments may adopt regulations, or courts may render decisions, requiring compulsory licensing of intellectual property to others, or governments may require that products meet specified standards that serve to favor local companies. Our inability to enforce our intellectual property rights under these circumstances may harm our competitive position and our business.

We generally agree in our agreements with our customers to place source code for our proprietary software in escrow. In most of those cases, the escrowed source code may be made available to such customers in the event that we were to file for bankruptcy or materially fail to support our products in the

future. Release of our source code upon any such event may increase the likelihood of misappropriation or other misuse of our software; however, such customers would still be obligated to comply with the terms of our license agreements with them, which restricts the use of the software.

Our services or solutions could infringe upon the intellectual property rights of others and we may be subject to claims of infringement of third-party intellectual property rights.

We cannot be sure that our services and solutions, or the solutions of others that we offer to our clients, do not infringe on the intellectual property rights of others. Third parties may assert against us or our customers claims alleging infringement of patent, copyright, trademark, or other intellectual property rights to technologies or services that are important to our business. Infringement claims could harm our reputation, cost us money and prevent us from offering some services or solutions. In our contracts, we generally agree to indemnify our clients for certain expenses or liabilities resulting from potential infringement of the intellectual property rights of third parties. In some instances, the amount of our liability under these indemnities could be substantial. Any claims that our products, services or processes infringe the intellectual property rights of others, regardless of the merit or resolution of such claims, may result in significant costs in defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel from our business. In addition, as a result of such intellectual property infringement claims, we could be required or otherwise decide that it is appropriate to:

- pay third-party infringement claims;
- discontinue using, licensing, or selling particular products subject to infringement claims;
- discontinue using the technology or processes subject to infringement claims;
- develop other technology not subject to infringement claims, which could be costly or may not be possible; and/or
- license technology from the third party claiming infringement, which license may not be available on commercially reasonable terms.

The occurrence of any of the foregoing could result in unexpected expenses or require us to recognize an impairment of our assets, which would reduce the value of our assets and increase expenses. In addition, if we alter or discontinue our offering of affected items or services, our revenue could be affected. If a claim of infringement were successful against us or our clients, an injunction might be ordered against our client or our own services or operations, causing further damages.

We expect that the risk of infringement claims against us will increase if our competitors are able to obtain patents or other intellectual property rights for software products and methods, technological solutions, and processes. We may be subject to intellectual property infringement claims from certain individuals or companies who have acquired patent portfolios for the primary purpose of asserting such claims against other companies. The risk of infringement claims against us may also increase as we continue to develop and license our intellectual property to our clients and other third parties. Any infringement claim or litigation against us could have a material adverse effect on our business, results of operations and financial condition.

Some of our products may incorporate open source software, which may expose us to potential claims or litigation.

Some of our products may incorporate software licensed under so-called "open source" licenses, including, but not limited to, the GNU General Public License and the GNU Lesser General Public License. We use our methodology to ensure that our proprietary software is not combined with, and does not incorporate, open source software in ways that would require our proprietary software to be subject to an open source license. However, few courts have interpreted open source licenses, and the manner in which these licenses may be interpreted and enforced is therefore subject to some uncertainty. The usage of open source software may subject us to claims from others seeking to enforce the terms of an open source license, including by demanding release of the open source software, derivative works or our proprietary source

code that was developed using such software. Such claims could also result in litigation, and may require us to devote additional research and development resources to change our products, any of which could reduce or diminish the value of our products and have a negative effect on our business and operating results.

We are an emerging growth company under U.S. securities laws and intend to take advantage of the reduced disclosure and governance requirements applicable to emerging growth companies, which could make our common stock less attractive to investors.

We are an emerging growth company and may take advantage of certain exemptions from various reporting requirements that are otherwise applicable to public companies that are not emerging growth companies including, but not limited to:

- a requirement to provide selected financial data only for those periods since those presented in our registration statement on Form S-4 filed in connection with our merger with Cover-All;
- not being required to comply with the auditor attestation requirements regarding internal controls under Section 404 of the Sarbanes-Oxley Act;
- reduced disclosure obligations regarding executive compensation in periodic reports and proxy statements;
- exemptions from the requirements of holding a non-binding shareholder advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved;
- exemption from the requirement to provide pay for performance disclosure; and
- exemption from the requirement to provide compensation ratio disclosure.

We also intend to take advantage of the extended transition period for complying with new or revised accounting standards until those standards would otherwise apply to private companies provided under the JOBS Act. As a result, our financial statements may not be comparable to those of companies that comply with public company effective dates for complying with new or revised accounting standards.

Moreover, we also are eligible under the JOBS Act for an exemption from compliance with any requirement that the Public Company Accounting Oversight Board may adopt regarding mandatory audit firm rotation or supplements to the auditor's report providing additional information about the audit and the financial statements.

We may take advantage of these reporting exemptions until we no longer are an emerging growth company, which in certain circumstances could be for up to five years.

We will remain an emerging growth company until the earliest of (a) the last day of the first fiscal year in which our annual gross revenues exceed $1.07 billion, (b) the date that we become a "large accelerated filer" as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our shares that are held by non-affiliates exceeds $700 million as of the last business day of our most recently completed second fiscal quarter, (c) the date on which we have issued more than $1.0 billion in nonconvertible debt securities during the preceding three-year period and (d) the last day of our fiscal year containing the fifth anniversary of the date on which shares of our common stock were offered in connection with the completion of our merger with Cover-All.

We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

If we fail to maintain an effective system of internal control over financial reporting in the future, we may not be able to accurately report our financial condition, results of operations or cash flows.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective internal controls for financial reporting and disclosure controls and procedures. We are required to furnish a report by management on, among other things, the effectiveness of internal control over financial reporting. This assessment will include disclosure of any material weaknesses identified by management in our internal

control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting that results in more than a reasonable possibility that a material misstatement of annual or interim financial statements will not be prevented or detected on a timely basis. Section 404 of the Sarbanes-Oxley Act also generally requires an attestation from an issuer's independent registered public accounting firm on the effectiveness of its internal control over financial reporting. However, for as long as we remain an emerging growth company under the JOBS Act, we may take advantage of the exemption permitting us not to comply with the independent registered public accounting firm attestation requirement.

Our compliance with Section 404 of the Sarbanes-Oxley Act may require that we incur substantial accounting expense and expend significant management efforts. We may not be able to complete our evaluation, testing and any required remediation in a timely fashion. During the evaluation and testing process, if we identify one or more material weaknesses in our internal control over financial reporting, we may be unable to assert that our internal control over financial reporting is effective. We cannot assure you that there will not be material weaknesses or significant deficiencies in our internal control over financial reporting in the future. Any failure to maintain internal control over financial reporting could severely inhibit our ability to accurately report our financial condition, results of operations or cash flows. If we are unable to conclude that our internal control over financial reporting is effective, or if our independent registered public accounting firm determines that we have a material weakness or significant deficiency in our internal control over financial reporting once that firm begin its Section 404 reviews, we could lose investor confidence in the accuracy and completeness of our financial reports, the value of our common stock could decline, and we could be subject to sanctions or investigations by regulatory authorities. Failure to remedy any material weakness in our internal control over financial reporting, or to implement or maintain other effective control systems required of public companies, could also restrict our future access to the capital markets.

Our status as an emerging growth company may make it more difficult to raise capital as and when we need it.

Because of the exemptions from various reporting requirements available to us as an emerging growth company, we may be less attractive to investors and it may be difficult for us to raise additional capital as and when we need it. Investors may be unable to compare our business with other companies in our industry if we believe that our financial accounting is not as transparent as other companies in our industry. If we are unable to raise additional capital as and when we need it, our financial condition and results of operations may be materially and adversely affected.

We are a "controlled company" within the meaning of the NYSE American rules and, as a result, qualify for, and rely on, exemptions from certain corporate governance requirements of the NYSE American. As a result, our shareholders do not have the same protections afforded to shareholders of companies that are subject to such requirements and the interests of our controlling shareholder may be different from other holders of our common stock.

Majesco Limited owns 69.75% of our issued and outstanding common stock. As a result, we are a "controlled company" within the meaning of the NYSE American corporate governance standards. Under the NYSE American rules, a company of which more than 50% of the voting power is held by another person or group of persons acting together is a controlled company and may elect not to comply with certain NYSE American corporate governance requirements, including the requirements that:

- a majority of our Board of Directors consist of independent directors;
- we have a nominating committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities; and
- we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities.

We are currently utilizing, and intend to continue to utilize, the exemption relating to the compensation committee and nominating committee, and we may utilize this exemption for so long as we are a controlled company. Accordingly, our shareholders do not have the same protections afforded to shareholders of companies that are subject to all of the corporate governance requirements of the NYSE American.

It is also possible that the interests of Majesco Limited may, in some circumstances, conflict with our interests and the interests of our other shareholders.

Anti-takeover and similar provisions of California law and our governing documents may deter or prevent a future acquisition or change of control that our shareholders may consider favorable.

Anti-takeover and similar provisions of California law and of our governing documents could make it more difficult for a third party, or an existing shareholder, to engage in a business combination with or acquire control of Majesco, even if shareholders may consider such transaction to be favorable to them. Such provisions may have the effect of discouraging a hostile bid, or delaying, preventing or deterring a merger, acquisition or tender offer in which Majesco's shareholders could receive a premium for their shares, or effect a proxy contest for control of Majesco or other changes in our management, particularly if such proposed transaction is opposed by our Board of Directors.

Under Section 1203 of the CGCL, if an "interested person" makes an offer to purchase the shares of some or all of our shareholders, we must obtain an affirmative opinion in writing as to the fairness of the offering price prior to completing the transaction. If after receiving an offer from such an "interested person", we receive a subsequent offer from a neutral third party, then we must notify our shareholders of this offer and afford each of them the opportunity to withdraw their consent to the "interested person" offer.

Moreover, even if shareholders may consider such a transaction to be favorable to them, the CGCL may effectively prohibit a cash-out merger of minority shareholders by a majority shareholder of Majesco without the unanimous approval of the merger by our shareholders, which is often difficult to achieve in the case of a public company. Under Sections 1101 and 1101.1 of the CGCL, a merger with a majority shareholder for cash consideration requires unanimous shareholder approval, except where (i) the party interested in effecting the merger already owns 90% or more of the voting power of the combined company (and could, therefore, accomplish such a cash-out of minority shareholders by means of a "short-form" merger without the need for approval by the combined company's shareholders) or (ii) the California Commissioner of Corporations has granted its consent. In addition, under our articles of incorporation and bylaws, certain provisions may make it difficult for a third party to acquire us, or for a change in the composition of our Board of Directors or management to occur.

Risks Related to Our Common Stock

If we are unable to maintain the listing standards of the NYSE American, our common stock may be delisted, which may have a material adverse effect on the liquidity and value of our common stock.

Our common stock is traded on the NYSE American. To maintain our listing on the NYSE American, we must meet certain financial and liquidity criteria. The market price of our common stock has been and may continue to be subject to significant fluctuation as a result of periodic variations in our revenues and results of operations. If we fail to meet any of the NYSE American's listing standards, we may be delisted. In the event of delisting, trading of our common stock would most likely be conducted in the over the counter market on an electronic bulletin board established for unlisted securities, which could have a material adverse effect on the market liquidity and value of our common stock.

Holders of our common stock may have difficulty in selling those shares.

While our common shares trade on the NYSE American, our stock is thinly traded and investors may have difficulty in selling their shares. The low trading volume of our common stock is outside of our control, and may not increase in the near future or, even if it does increase in the future, may not be maintained. Brokers effecting transactions in our common stock may also be subject to additional sales practice requirements under certain Exchange Act rules, including making inquiries into the suitability of investments for each customer or obtaining a prior written agreement for the specific stock purchase. Because of these additional obligations, some brokers will not effect transactions in our common stock.

Our stock price has been volatile.

Quarterly operating results have fluctuated and are likely to continue to fluctuate. The market price of our common stock has been and may continue to be volatile. Factors that are difficult to predict, such as

quarterly revenues and operating results, limited trading volumes and overall market performance, may have a significant effect on the price of our common stock. Revenues and operating results have varied considerably in the past from period to period and are likely to vary considerably in the future. We plan product development and other expenses based on anticipated future revenue. If revenue falls below expectations, financial performance is likely to be adversely affected because only small portions of expenses vary with revenue. As a result, quarterly period-to-period comparisons of operating results are not necessarily meaningful and should not be relied upon to predict future performance.

We may not pay any cash dividends on our common stock in the future.

Declaration and payment of any dividend on our common stock is subject to the discretion of our Board of Directors. The timing and amount of dividend payments will be dependent upon factors such as our earnings, financial condition, cash requirements and availability, and restrictions in our credit facilities. Accordingly, it is likely that investors may have to rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

We lease office space in the United States, Canada, the United Kingdom, Malaysia, Singapore and India. We lease approximately 37,220 square feet in the United States; approximately 110 square feet in Canada; approximately 3,893 square feet in Malaysia; approximately 200 square feet in Singapore; approximately 190 square feet in the United Kingdom; and approximately 181,545 square feet in India.

Our corporate headquarters are located in Morristown, New Jersey, where we lease 31,030 square feet of office space under a lease agreement that was amended in October 2015. The lease term terminates in March 2020. The initial lease terms for our other spaces that we currently occupy are generally three to ten years. We do not own any real property. We believe that our existing facilities are adequate for our current and expected future needs. We may seek to negotiate new leases or evaluate additional or alternate space for our operations. We believe that appropriate alternative space is readily available on commercially reasonable terms.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we are party to ordinary and routine litigation incidental to our business. We do not expect the outcome of such litigation to have a material effect on our business or results of operations.

On January 24, 2018, MSSI, a subsidiary of Majesco, received a summons with notice filed in the Supreme Court of the State of New York by a customer, Alamance, alleging a purported breach of services and license agreement by MSSI. In the summons, Alamance seeks compensatory damages (including lost profits) of an amount to be proven at trial of at least $10 million, pre-and post-judgment interest and costs and fees. Majesco believes this claim has no merit and intends to defend against it vigorously and assert all of its rights against this customer. In the opinion of management, Majesco has made adequate provisions against bad and doubtful receivables arising from this claim. In addition, Majesco has notified its carrier under its $40 million professional indemnity insurance policy. Majesco does not expect the outcome of this litigation to have a material effect on its business or results of operations. However, litigation is inherently unpredictable, and the costs and other effects of such matter and the possibility of any adverse outcome cannot be determined at this time.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Price

Our shares of capital stock began to be publicly traded on June 29, 2015. Our common stock is traded on the NYSE American under the symbol "MJCO". The table below sets forth for the periods indicated the high and low sales prices for our common stock as reported on the NYSE American.

Fiscal 2018:	High	Low
4th Quarter	$6.00	$5.03
3rd Quarter	$6.43	$4.84
2nd Quarter	$5.18	$4.35
1st Quarter	$5.57	$4.60
Fiscal 2017:	**High**	**Low**
4th Quarter	$6.09	$4.92
3rd Quarter	$6.28	$4.50
2nd Quarter	$5.72	$4.82
1st Quarter	$6.50	$4.80

Record Holders

As of June 14, 2018, we had 81 shareholders of record. The approximate number of holders is based upon the actual number of holders registered in our records at such date and excludes holders in street name or persons, partnerships, associations, corporations, or other entities identified in security positions listings maintained by depository trust companies.

On June 14, 2018, the closing price of our common stock was $5.90.

Dividends

We did not declare or pay any cash dividend on our common stock during fiscal 2018 or fiscal 2017. We do not expect to pay dividends on our shares of common stock in the foreseeable future. Instead, it is expected that we will continue to retain any earnings to finance the development and expansion of our business, and will not pay any cash dividends on our common stock. Any future determination to pay dividends on shares of common stock will be at the discretion of our Board of Directors and will depend upon a number of factors, including our results of operations, financial condition, future prospects, capital requirements, contractual restrictions, restrictions imposed by applicable law and other factors that our Board of Directors deems relevant. Under our term loan with HSBC, we are currently restricted from paying dividends upon and during the continuation of an event of default.

Unregistered Sales of Equity Securities

There were no unregistered sales of equity securities during the period covered by this Annual Report on Form 10-K.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

There were no purchases of equity securities by Majesco or its affiliates.

Equity Compensation Plan Information

See Item 12. "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" for information regarding securities authorized for issuance under equity compensation plans.

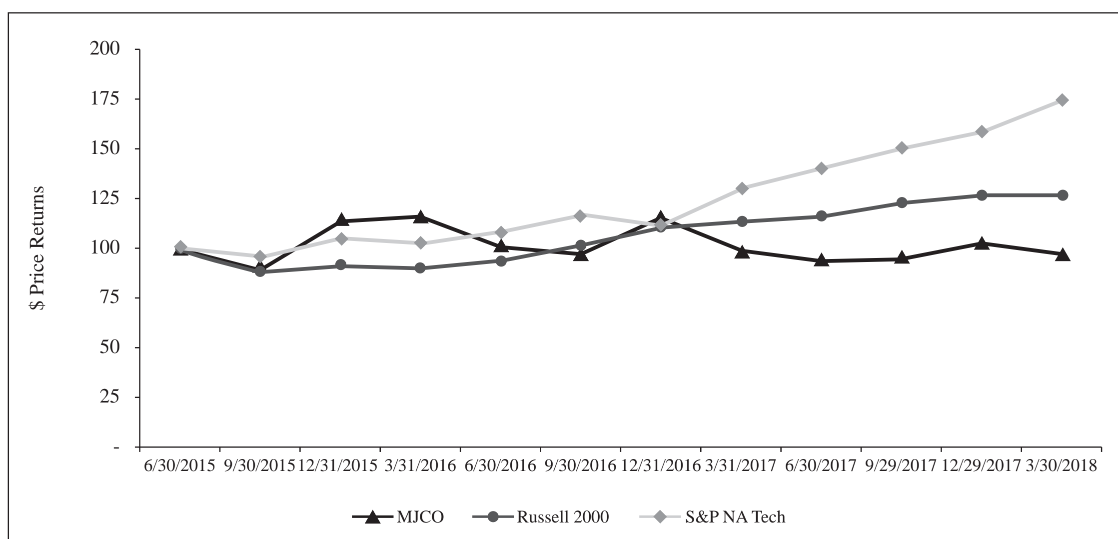
PERFORMANCE GRAPH

The graph below compares the cumulative total stockholder returns (including reinvestment of dividends) from the period from June 29, 2015 through March 31, 2018 on an investment of $100 in (i) our common stock, (ii) the Russell 2000 Index and (iii) the S&P North American Technology Software Index. You should be aware that historical results are not necessarily indicative of future performance.

We have selected the Russell 2000 Index and the S&P North American Technology Software Index for comparative purposes. We believe that, given our current size of operations and market capitalization, the Russell 2000 Index and the S&P North American Technology Software Index, which measure the performance of stocks in the small cap and technology segment of the U.S. equity securities market, provide an appropriate benchmark against which to measure our stock performance.

This performance graph shall not be deemed "soliciting material" or to be filed with the SEC for purposes of Section 18 under the Exchange Act or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any of our filings.

Cumulative Performance



ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected combined consolidated historical financial data as of the dates and for each of the periods indicated for us and our subsidiaries giving effect to the Majesco Reorganization. For more information on the Majesco Reorganization, see "Item 1. Business — Majesco Reorganization."

The financial data as of and for fiscal 2018, fiscal 2017, fiscal 2016, fiscal 2015 and fiscal 2014 is derived from our audited financial statements, which are included elsewhere in this Annual Report on Form 10-K or in our other Annual Reports on Form 10-K filed with the SEC.

You should read the selected combined consolidated historical financial data below together with the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and with the financial statements and notes thereto for fiscal 2018, fiscal 2017 and fiscal 2016, each of which are included elsewhere in this Annual Report on Form 10-K.

Statements of Operations Data (U.S. dollars; in thousands, except for share and per share data):

	Fiscal Year Ended March 31, 2014	Fiscal Year Ended March 31, 2015	Fiscal Year Ended March 31, 2016	Fiscal Year Ended March 31, 2017	Fiscal Year Ended March 31, 2018
Revenues	$82,837	$79,282	$113,302	$121,768	$122,985
Income (loss) before income tax	4,813	(792)	(4,749)	(825)	(2,946)
Net income (loss)	2,920	(651)	(3,562)	(922)	(5,001)
Net income (loss) per share – basic	0.02	(0.02)	(0.10)	(0.02)	(0.14)
Net income (loss) per share – diluted	0.02	(0.02)	(0.10)	(0.02)	(0.14)

	Fiscal Year Ended March 31, 2014	Fiscal Year Ended March 31, 2015	Fiscal Year Ended March 31, 2016	Fiscal Year Ended March 31, 2017	Fiscal Year Ended March 31, 2018
Cash and cash equivalents	$10,041	$ 6,532	$ 6,154	$12,464	$ 9,152
Working capital	4,854	6,275	5,665	9,599	5,734
Total assets	48,438	45,545	94,621	90,014	96,526
Short-term debt	0	1,470	6,951	2,561	5,269
Long-term debt	0	3,000	6,800	10,000	8,367
Stockholders' equity	20,538	20,556	45,557	45,848	45,167

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion of our financial condition and results of operations should be read together with the financial statements and notes contained elsewhere in this Annual Report on Form 10-K. Certain statements in this section and other sections are forward-looking. While we believe these statements are accurate, our business is dependent on many factors, some of which are discussed in "Item 1A. Risk Factors" in this Annual Report on Form 10-K. Many of these factors are beyond our control and any of these and other factors could cause actual results to differ materially from the forward-looking statements made in this Annual Report on Form 10-K. See "Item 1A. Risk Factors" for further information regarding these factors.

All currency amounts in this MD&A are in thousands unless indicated otherwise. Except where context requires otherwise, references in this MD&A to "Majesco," "we" or "us" are to Majesco and its subsidiaries on a worldwide consolidated basis after giving effect to the Majesco Reorganization.

Overview

We are a global provider of core insurance platform solutions and consulting and other insurance solutions for business transformation of the insurance industry. We operate in the United States, India, Canada, the United Kingdom, Malaysia, Thailand, Singapore and Mexico. We offer core insurance platform solutions for P&C and L&A and Group providers, which enables automate and manage business processes across the end-to-end insurance value chain and comply with policies and regulations across their organizations.. In addition, we offer a variety of other technology-based solutions for distribution management, digital, data and cloud. Our consulting services solutions provide enterprise consulting, application development management and testing for insurers. Our portfolio of solutions enable our customers to respond to evolving market needs, growth and innovation opportunities and regulatory changes, enabling agility, innovation and speed while improving the effectiveness and efficiency of their business operations.

Long-term, strong customer relationships are a key component of our success given the long-term nature of our contracts, opportunity for deeper relationships with our portfolio of solutions, and the importance of customer references for new sales. Our customers range from some of the largest global tier one insurance carriers in the industry to mid-market insurers, MGAs, startups and greenfields, including specialty, mutual and regional carriers. As of March 31, 2018, we served approximately 160 insurance customers on a worldwide basis.

We generates revenue from our global IP led business as well as from engagements in the insurance services space. The IP business is primarily driven through either an on-premise deployment or deployment of the platform on the cloud. While the on-premise model generates revenues from the licensing of our proprietary software (perpetual or annual license fees), related implementation and support and maintenance fees pursuant to contracts with customers, we have been witnessing a significant shift in the business model with customers preferring the cloud model which offers a speed to value benefit together with low upfront investments. The revenues from the cloud model are led by an implementation/configuration contract and followed by monthly subscriptions once the platform is in production for the customer to use. The implementation contracts for both the models are on a time and material or fixed bid basis. License fees, support and maintenance and cloud subscription fees are usually managed through multi-year agreements which are typically over a period of five to seven years. Insurance services revenues is primarily driven by professional services offered in the areas of transformation consulting, data, digital, testing and application development and management.

Fiscal 2018 Highlights

A few of our highlights of fiscal 2018 were:

- Revenues of $122,985 with a gross profit of 45.4% of revenue;
- $17,250 (14.03% of revenue) in R&D expenses;
- $41,022 (33.35% of revenue) in sales, general and administrative expenses;
- Net loss of $5,001; and
- Adjusted EBITDA of $5,695, representing 4.63% of revenue.

Use of Non-GAAP Financial Measures

In evaluating our business, we consider and use EBITDA as a supplemental measure of operating performance. We define EBITDA as earnings before interest, taxes, depreciation and amortization. We present EBITDA because we believe it is frequently used by securities analysts, investors and other interested parties as a measure of financial performance. We define Adjusted EBITDA as EBITDA before one-time non-recurring exceptional costs related to the merger with Cover-All and the listing of our common stock on the NYSE American (formerly, NYSE MKT) in connection with the merger and expense charge with regard to stock based compensation.

The terms EBITDA and Adjusted EBITDA are not defined under U.S. generally accepted accounting principles ("U.S. GAAP") and are not a measure of operating income, operating performance or liquidity presented in accordance with U.S. GAAP. EBITDA and Adjusted EBITDA have limitations as an analytical tool, and when assessing our operating performance, investors should not consider EBITDA or Adjusted EBITDA in isolation, or as a substitute for net income (loss) or other consolidated income statement data prepared in accordance with U.S. GAAP. Among other things, EBITDA and Adjusted EBITDA do not reflect our actual cash expenditures. Other companies may calculate similar measures differently than us, limiting their usefulness as comparative tools. We compensate for these limitations by relying on U.S. GAAP results and using EBITDA and Adjusted EBITDA only supplementally.

For an unaudited reconciliation of U.S. GAAP net income to EBITDA and Adjusted EBITDA for fiscal 2018 and fiscal 2017, see "— Results of Operations — Fiscal Year Ended March 31, 2018 Compared to Fiscal Year Ended March 31, 2017 — Adjusted EBITDA". For an unaudited reconciliation of U.S. GAAP net income to EBITDA and Adjusted EBITDA for fiscal 2017 and fiscal 2016, see "— Results of Operations — Fiscal Year Ended March 31, 2017 Compared to Fiscal Year Ended March 31, 2016 — Adjusted EBITDA".

Agile Asset Acquisition

On January 1, 2015, we acquired substantially all of the insurance consulting business of Agile, a business and technology management consulting firm. We estimate the total consideration for the Agile asset acquisition will amount to approximately $85,000, with a total maximum of $92,000 potentially payable as earn-out payments. Of the estimated approximately $85,000 total consideration, (1) $10,000 was paid in connection with the execution of the acquisition agreement and $20,000 was paid in connection with the closing of the acquisition with available cash on hand, (2) approximately $390 will be paid in cash as deferred payments over three years to certain former Agile employees who became employees of Majesco in connection with the acquisition, of which $105 had been paid as of March 31, 2018, and (3) up to $51,000 will be paid by way of earn-out over three years based on the satisfaction of certain time milestones and performance targets, with maximum potential aggregate earn-out payments of up to $58,000 if performance targets are exceeded.

On January 26, 2016, we amended the asset purchase and sale agreement with Agile and its members to amend the terms and conditions of the earn-out. The amendment added in the calculation of revenue for purposes of determining the earn-out for 2015 5% of the initial order book revenue of Majesco software (intellectual property) deals closed by the Agile Division and 40% of revenue and EBITDA for Data Center of Excellence projects that have been signed in calendar year 2015. For determining the earn-out for 2016 and 2017, the amendment provides that the earn-out performance metrics will be determined at the Majesco level and not the Agile Division level and will be based only on revenue and EBITDA goals of Majesco as reported in Majesco's consolidated financial statements. The amendment also provides that 50% of the earn-out in the amount of $583,333 will be fixed with the remainder of the earn-out (the "Variable Earn-Out") payable to Agile on a percentage basis as calculated below only if Majesco achieves 90% of corporate revenue and EBITDA goals for 2016 and 2017. No Variable Earn-Out will be payable for achieving less than 90% of the corporate revenue and EBITDA goals for 2016 and 2017, respectively, and any additional earn-out will not exceed 20% of the Variable Earn-Out. For revenue and EBITDA between 90% and 120% of Majesco's revenue and EBITDA goals, Majesco will pay Agile a Variable Earn-Out calculated on a percentage basis. The amendment also adjusts the earn-out periods determination over a period of three years with the first year of the earn-out period commencing on January 1, 2015 and ending on December 31, 2015; the second year commencing on April 1, 2016 and ending on March 31, 2017; and the third year commencing on April 1, 2017 and ending on March 31, 2018. We paid approximately $11,000, $11,000 and $15,000 as earn-out to Agile in fiscal 2018, 2017 and 2016, respectively, and $0 for fiscal 2015.

Through this acquisition, we acquired the insurance-focused IT consulting business of Agile, as well as business process optimization capabilities and additional technology services including data architecture strategy and services. In connection with this acquisition, over 55 insurance technology professionals and other personnel formerly employed or engaged by Agile became our employees or independent contractors. This acquisition also resulted in the addition of approximately 20 customers to our customer base. In connection with this acquisition, we assumed office leases under which Agile was lessee in New Jersey, Georgia and Ohio, and acquired certain trademarks, service marks, domain names and business process framework of Agile.

Cover-All Merger

On June 26, 2015, Cover-All, a provider of core insurance software and business analytics solution primarily focused on commercial lines for the property and casualty insurance industry listed on the NYSE American (formerly, NYSE MKT), merged into Majesco, with Majesco as the surviving corporation, in a stock-for-stock transaction. In the merger, each share of Cover-All common stock issued and outstanding immediately prior to the effective time of the merger (other than treasury shares) was automatically cancelled and extinguished and converted into the right to receive 0.21641 shares of common stock of Majesco. This exchange ratio resulted in holders of issued and outstanding Cover-All common stock and outstanding options and restricted stock units and other equity awards of Cover-All holding in the aggregate approximately 16.5% of the total capitalization of the combined company immediately following consummation of the merger.

Cover-All's customers include insurance companies, agents, brokers and MGAs throughout the United States and Puerto Rico. Cover-All's software solutions and services are designed to enable customers to introduce new products quickly, expand their distribution channels, reduce costs and improve service to their customers. Cover-All's business analytics solution enables customers to leverage their information assets for real time business insights and for better risk selection, pricing and financial reporting. In 2013, Cover-All announced the general availability of Cover-All Dev Studio, a visual configuration platform for building new and maintaining existing pre-built commercial insurance products for Cover-All Policy. In 2011, Cover-All expanded its portfolio of insurance solutions by acquiring the assets of a recognized claims solution provider, Ho'ike Services, Inc. (doing business as BlueWave Technology).

We always look at additional acquisitions to complement our service offerings and growth strategy. Our success, in the near term, will depend, in large part, on our ability to: (a) successfully integrate our acquisitions into our business, (b) build up momentum for new sales, (c) cross-sell to existing customers and (d) exceed customer satisfaction through our state of the art products and solutions.

Inflation

Although we cannot accurately determine the amounts attributable thereto, our net revenues and results of operations have been affected by inflation experienced in the U.S., Indian and other economies in which we operate through increased costs of employee compensation and other operational expenses during fiscal 2018, fiscal 2017 and fiscal 2016. To the extent permitted by the marketplace for our products and services, we attempt to recover increases in costs by periodically increasing prices. However, there can be no assurance that we will be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

Currency Fluctuations

We are affected by fluctuations in currency exchange rates with respect to our contracts. We hedge a substantial portion of our foreign currency exposure. For more information, see "— Quantitative and Qualitative Disclosures About Market Risk."

Critical Accounting Policies

Our financial statements and accompanying notes are prepared in accordance with U.S. GAAP. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. Critical accounting policies for us include revenue recognition, intangible assets, software development costs, and goodwill.

Revenue Recognition

Revenues are recognized when all of the following general revenue recognition criteria are met:

- **Persuasive evidence of an arrangement exists.** Evidence of an arrangement consists of a written contract signed by both the customer and management prior to the end of the reporting period.

- **Delivery or performance has occurred.** The software product has met the milestones contained in the software development contract, professional services are rendered, and any customer acceptance provisions have been satisfied.

- **Fees are fixed or determinable.** Fees from customer arrangements are generally at a contractually fixed price or based upon agreed upon time and material rates.

- **Collectability is probable.** Collectability is assessed on a customer-by-customer basis, based primarily on creditworthiness as determined by credit checks and analysis, as well as customer payment history. If it is determined prior to revenue recognition that collection of an arrangement fee is not probable, revenues are deferred until collection becomes probable or cash is collected, assuming all other revenue recognition criteria are satisfied.

We recognize some license revenue upon delivery, provided that collection is determined to be probable and no significant obligations remain. Some license revenues are not accounted separately from software services revenues as professional services are essential to the software functionality and include significant modification or customization to or development of the underlying software code. Since these software arrangements do not qualify as a separate unit of accounting, the software license revenues are recognized using the percentage of completion method. When contracts contain multiple software and software-related elements (for example, software license, and maintenance and professional services) wherein Vendor-Specific Objective Evidence ("VSOE") exists for all undelivered elements, we account for the delivered elements in accordance with the "Residual Method." VSOE of fair value for post-contract customer support services is established by a stated renewal rates charged in stand-alone sales. VSOE of fair value of hosting services is based upon stand-alone sales of those services. Revenue from support services is recognized ratably over the life of the contract. Revenue from professional consulting services is recognized when the service is provided.

In addition, we have made further investments to create a robust and market-leading cloud platform that is well positioned to take advantage of significant opportunities in the insurance marketplace. We invoice customers a subscription based fee for our cloud platform. Revenue from subscription fees is recognized ratably over the life of the contract.

Time and Material Contracts — Professional services revenue consists primarily of revenue received for assisting with the development, implementation of our software, on-site support, and other professional consulting services. In determining whether professional services revenue should be accounted, we review the nature of our software products; whether they are ready for use by the customer upon receipt; the nature of our implementation services, which typically do involve significant customization to or development of the underlying software code; and whether milestones or acceptance criteria exist that affect the realization of the services rendered. Substantially all of our professional services arrangements are billed on a time and materials basis and, accordingly, are recognized as the services are performed. If there is significant uncertainty about the project completion or receipt of payment for professional services, revenue is deferred until the uncertainty is sufficiently resolved. Payments received in advance of rendering professional services are deferred and recognized when the related services are performed. Work performed and expenses incurred in advance of invoicing are recorded as unbilled receivables. These amounts are billed in the subsequent month.

Fixed Price Contracts — For arrangements that do not qualify for separate accounting for the license and professional services revenues, including arrangements that involve significant modification or customization of the software, that include milestones or customer specific acceptance criteria that may affect collection of the software license fees or where payment for the software license is tied to the performance of professional services, software license revenue is generally recognized together with the professional services revenue using the percentage-of-completion method. Under the percentage-of completion method, revenue recognized is equal to the ratio of costs expended to date to the anticipated total contract costs, based on current estimates of costs to complete the project. If there are milestones or acceptance provisions associated with the contract, the revenue recognized will not exceed the most recent milestone achieved or acceptance obtained. If the total estimated costs to complete a project exceed the total contract amount, indicating a loss, the entire anticipated loss would be recognized in the current period.

Revenue is shown net of applicable service tax, sales tax, value added tax and other applicable taxes. We have accounted for reimbursements received for out of pocket expenses incurred as revenues in the combined Statement of Operations.

Goodwill and Other Intangible Assets

Goodwill represents the cost of the acquired businesses in excess of the estimated fair value of assets acquired, identifiable intangible assets and liabilities assumed. Goodwill is not amortized but is tested for impairment at the reporting unit level at least annually or as circumstances warrant. If impairment is indicated and carrying value of the goodwill of a reporting unit exceeds the implied fair value of that goodwill, then goodwill is written-down. There are no indefinite-lived intangible assets.

Intangible assets other than goodwill are amortized over their estimated useful lives on a straight line basis. The estimated useful life of an identifiable intangible asset is based on a number of factors, including the effects of obsolescence, demand, competition, the level of maintenance expenditures required to obtain the expected future cash flows from the asset and other economic factors (such as the stability of the industry, known technological advances, etc.).

The estimated useful lives of intangible assets are as follows:

Non-compete agreements	3 years
Leasehold benefit	Ascertainable life or primary period of lease whichever is less
Internal-use Software	1 – 5 years
Intellectual Property Rights	1 – 5 years
Customer Contracts	1 – 3 years
Customer Relationships	6 – 8 years
Technology	6 years

Impairment of Long-Lived Assets and Intangible Assets

We review long-lived assets and certain identifiable intangible assets subject to amortization for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. During this review, we re-evaluate the significant assumptions used in determining the original cost and estimated lives of long-lived assets. Although the assumptions may vary from asset to asset, they generally include operating results, changes in the use of the asset, cash flows and other indicators of value. Management then determines whether the remaining useful life continues to be appropriate or whether there has been an impairment of long-lived assets based primarily upon whether expected future undiscounted cash flows are sufficient to support the assets' recovery. If impairment exists, we adjust the carrying value of the asset to fair value, generally determined by a discounted cash flow analysis.

Property and Equipment

Property and equipment are stated at actual cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives. The cost and the accumulated depreciation for premises and equipment sold, retired or otherwise disposed of are removed from the stated values and the resulting gains and losses are included in the combined Statement of Operations. Maintenance and repairs are charged to combine Statement of Operations when incurred. Advance paid towards acquisition of long-lived assets and cost of assets not put to use before the balance sheet date are disclosed under the caption "capital work in progress".

The estimated useful lives of assets are as follows:

Leasehold Improvements	5 years or over the primary period of lease whichever is less
Computers	2 years
Plant and Equipment	2 – 5 years
Furniture and Fixtures	5 years
Vehicles	5 years
Office Equipment	2 – 5 years

Results of Operations

Fiscal Year Ended March 31, 2018 Compared to Fiscal Year Ended March 31, 2017 and Fiscal Year Ended March 31, 2017 Compared to Fiscal Year Ended March 31, 2016

The following table summarizes our consolidated statements of operations for fiscal 2018, fiscal 2017 and fiscal 2016 including as a percentage of revenues:

Statement of Operations Data

	Fiscal Years Ended					
(U.S. Dollars; dollar amounts in thousands):	March 31, 2018	%	March 31, 2017	%	March 31, 2016	%
Total Revenue	$122,985		$121,768		$113,302	
Total cost of revenues	67,120	55%	63,461	52%	62,832	55%
Total gross profit	55,865		58,307		50,470	
Operating expenses:						
Research and development expenses	17,250	14%	17,236	14%	16,267	14%
Selling, general and administrative expenses	41,022	33%	41,310	34%	38,204	34%
Restructuring costs	—		—		465	
Total operating expenses	58,272		58,546		54,936	
Income (loss) from operations	(2,407)		(239)		(4,466)	
Interest income	51		41		24	
Interest expense	(516)		(612)		(596)	
Other income (expenses), net	(74)		(15)		289	
Income (loss) before provision for income taxes	(2,946)		(825)		(4,749)	
Income taxes (benefit)	2,055		97		(1,187)	
Net income (loss)	$ (5,001)	(4.07)%	$ (922)	(0.76)%	$ (3,562)	(3)%

The following table represents revenues by each subsidiary and corresponding geographical region:

	Fiscal years ended					
(U.S. dollars; dollar amounts in thousands):	March 31, 2017	%	March 31, 2017	%	March 31, 2016	%
Geography: North America						
Legal Entity						
Majesco	$ 35,539	29%	$ 27,395	23%	$ 25,646	23%
Majesco Software and Solutions Inc	46,430	38%	52,357	43%	54,928	48%
Cover-All Systems Inc	26,173	21%	27,325	22%	17,636	16%
Majesco Canada Ltd., Canada	1,203	1%	1,748	1%	2,175	2%
	$109,345	89%	$108,825	89%	$100,385	89%
Geography: The United Kingdom						
Legal Entity:						
Majesco UK Limited, UK	$ 6,651	5%	$ 8,167	7%	$ 8,935	8%
Geography: Other						
Legal Entity:						
Majesco Sdn. Bhd., Malaysia	$ 5,248	4%	$ 3,625	3%	$ 3,671	3%
Majesco Asia Pacific Pte. Ltd., Singapore	379	1%	59	0%	73	0%
Majesco Software and Solutions India Private Limited, India	1,362	1%	1,092	1%	238	0%
	$ 6,989	6%	$ 4,776	4%	$ 3,982	3%
Total Revenues	$122,985		$121,768		$113,302	

Comparison of Fiscal Years Ended March 31, 2018 and 2017

Revenues

Revenues for fiscal 2018 were $122,985 compared to $121,768 for fiscal 2017. Though the growth for the year is only about 1%, the revenues have been subject to significant shift in mix. While revenues from on-premise implementation have declined 25% on a full year basis, cloud revenues have increased 57% to fully mitigate this decline. Subscription revenues from cloud customers also increased 63% on a year on year basis indicating a strong momentum of the Company's transition to a cloud based recurring revenue model. We now believe that we are reaching a stage where the topline will no longer be impacted by a decline in on-premise implementation but may begin to see the impact of the growing base of cloud revenues.

Gross Profit

Gross profit was $55,865 for fiscal 2018 compared with $58,307 for fiscal 2017. This represents a decrease of 4.2%. The decline in gross profit margin was primarily due to the ramp up of resources to support revenue growth in our cloud business and recent new customer wins. As a percentage of revenues, cost of sales increased to 55% for fiscal 2018 from 52% for fiscal 2017.

Salaries and consultant fees in the cost of revenues were $47,545 for fiscal 2018 compared to $47,857 for fiscal 2017. This represents a decrease of 1% in salaries and consultant fees related to the growth in our revenues. We had 2,298 and 2,010 technical and technical support employees as of March 31, 2018 and 2017, respectively. As a percentage of revenues, salaries and consultant fees were 39% for fiscal 2018 and fiscal 2017.

Operating Expenses

Operating expenses were $58,272 for fiscal 2018 compared to $58,546 for fiscal 2017. This represents a decrease of 0.5%. As a percentage of revenues, however, operating expenses decreased to 47.5% from 48.1%. The decrease in operating expenses was primarily due to a decrease in selling, general and administrative expenses of $288 offset by an increase in research and development costs of $14.

Loss from Operations

Loss from operations was $(2,407) for fiscal 2018 compared to $(239) for fiscal 2017. As a percentage of revenues, loss from operations was (1.96%) for fiscal 2018 compared to loss of (0.2%) for fiscal 2017.

Other Expenses

Other expenses, net was $(74) for fiscal 2018 compared to $(15) for fiscal 2017. The loss was primarily due to an exchange loss on account of a change in the currency exchange rate and a onetime provision made in Majesco UK Limited for other finance charges of $184 in fiscal 2017.

Tax Provision

Tax charge was $2,055 and 97 for fiscal 2018 and fiscal 2017. The main reason for the increase in the tax provision is the reduction in opening deferred tax assets due to change in tax rate in U.S. During fiscal 2018, an adjustment of $2,399 was made to write down our deferred tax asset consistent with the recent changes made to the Tax Code by the Tax Cuts and Jobs Act of 2017.

Net Loss

Net loss was $(5,001) for fiscal 2018 compared to net loss of $(922) for fiscal 2017. Loss per share, basic and diluted, was $(0.14) and $(0.14), respectively, for fiscal 2018. compared to loss per share, basic and diluted, of $(0.02) and $(0.02), respectively, for fiscal 2017.

Adjusted EBITDA

Adjusted EBITDA, a non-GAAP metric, was $5,695 for fiscal 2018 compared to $$6,059 for fiscal 2017.

The following is an unaudited reconciliation of U.S. GAAP net income to EBITDA and Adjusted EBITDA for fiscal 2018 and fiscal 2017:

(U.S. dollar amounts; in thousands)	Fiscal years ended March 31, 2018	Fiscal years ended March 31, 2017
Net Income (loss)	$ (5,001)	$ (922)
Add:		
Provision for income taxes	2,055	97
Depreciation and amortization	4,849	4,720
Interest expense	516	612
Less:		
Interest income	(51)	(41)
Other income, net	74	15
EBITDA	$ 2,442	$ 4,481
Add:		
Stock based compensation	3,253	1,578
Adjusted EBITDA	5,695	6,059
Revenue	122,985	121,768
Adjusted EBITDA as a % of Revenue	4.63%	4.98%

Comparison of Fiscal Years Ended March 31, 2017 and 2016

Revenues

Revenues for fiscal 2017 were $121,768 compared to $113,302 for fiscal 2016, reflecting an increase of 7.47%. This increase was mainly due to the addition of the Cover-All business and revenues from expanding relationships with P&C customers through upsell and cross-sell opportunities.

Gross Profit

Gross profit was $58,307 for fiscal 2017 compared with $50,470 for fiscal 2016. This represents an increase of 15.5%. The increase in gross profit is primarily due to the combination of a higher revenue base and improved operating efficiencies. As a percentage of revenues, cost of sales decreased to 52% for fiscal 2017 from 55% for fiscal 2016.

Salaries and consultant fees in the cost of revenues were $47,857 for fiscal 2017 compared to $43,904 for fiscal 2016. This represents an increase of 9% in salaries and consultant fees related to the growth in our revenues. We had 2,010 and 2,232 technical and technical support employees as of March 31, 2017 and 2016, respectively. As a percentage of revenues, salaries and consultant fees were 39% for fiscal 2017 and 2016.

Operating Expenses

Operating expenses were $58,546 for fiscal 2017 compared to $54,936 for fiscal 2016. This represents an increase of 6.6%. As a percentage of revenues, however, operating expenses decreased to 48.1% from 48.5%. The increase in operating expenses was primarily due to planned increase of the selling, general and administrative expenses of $3,106 offset by a decrease in restructuring costs of $465 due to the consummation of the Majesco Reorganization and an increase in research and development costs of $969.

Loss from Operations

Loss from operations was $(239) for fiscal 2017 compared to $(4,466) for fiscal 2016. As a percentage of revenues, loss from operations was (0.2%) for fiscal 2017 compared to a loss of (3.9%) for fiscal 2016.

Other Income (Expenses)

Other income/(expenses), net was $(15) for fiscal 2017 compared to $289 for fiscal 2016. The loss was primarily due to an exchange loss on account of a change in the currency exchange rate and a one-time provision made in Majesco UK Limited for other finance charges of $184.

Tax Provision

Tax charge was $97 for fiscal 2017 compared to a tax benefit of $1,187 for fiscal 2016. The main reason for the increase in tax provision is the increase in taxable profit in our foreign subsidiaries having an effective tax rate higher than the losses incurred by our U.S. companies where the effective rate is lower. Our effective tax rate for fiscal 2017 was (11.7%) as compared to 24.9% for fiscal 2016.

Net Loss

Net loss was $(922) for fiscal 2017 compared to net loss of $(3,562) for fiscal 2016. Loss per share, basic and diluted, was $(0.02) and $(0.02), respectively, for fiscal 2017 compared to loss per share, basic and diluted, of $(0.10) and $(0.10), respectively, for fiscal 2016.

Adjusted EBITDA

Adjusted EBITDA, a non-GAAP metric, was $6,059 for fiscal 2017 compared to $589 for fiscal 2016.

The following is an unaudited reconciliation of U.S. GAAP net income to EBITDA and Adjusted EBITDA for fiscal 2018, fiscal 2017 and fiscal 2016:

	Fiscal years ended	
(U.S. dollar amounts; in thousands)	**March 31, 2017**	**March 31, 2016**
Net Income (loss)	$ (922)	$ (3,562)
Add:		
Provision (benefit) for income taxes	97	(1,187)
Depreciation and amortization	4,720	3,842
Interest expense	612	596
Less:		
Interest income	(41)	(24)
Other income (expenses), net	15	(289)
EBITDA	$ 4,481	$ (624)
Add:		
Restructuring costs	—	465
Stock based compensation	1,578	748
Adjusted EBITDA	6,059	589
Revenue	121,768	113,302
Adjusted EBITDA as a % of Revenue	4.98%	0.52%

Liquidity and Capital Resources

Our cash and cash equivalent and short term investments position was $9,152 at March 31, 2018, $12,464 at March 31, 2017 and $6,154 at March 31, 2016.

Net cash provided (used) by operating activities was $(2,650) for fiscal 2018, $10,361 for fiscal 2017 and $(5,751) for fiscal 2016. We had accounts receivable of $19,103 at March 31, 2018, $12,227 at March 31, 2017 and $22,503 at March 31, 2016. We had revenues in excess of billings of $9,997 at March 31, 2018, $8,563 at March 31, 2017, and $7,379 at March 31, 2016. Accounts payable and accrued expenses, and current portions of capital lease obligations amounted to $24,588 at March 31, 2018, $18,144 at March 31, 2017, and $20,519 at March 31, 2016. The average days sales outstanding for fiscal 2018, fiscal 2017 and

fiscal 2016 were 80 days, 67 days and 96 days, respectively. The increase to 80 days was primarily on account of our increase in revenue coupled with an increase in customer balances at the end of the year due to milestone billing. The day's sales outstanding have been calculated by taking into consideration the combined balances of accounts receivable and unbilled accounts receivable.

Net cash used by investing activities amounted to $(789) for fiscal 2018, $2,938 for fiscal 2017, and $3,992 for fiscal 2016. Net cash used by investing activities for fiscal 2018 included the purchase of plant, property and equipment and intangible assets aggregating to $1,698.

Sale/(purchase) of investments in mutual funds was $869 for fiscal 2018, $(223) for fiscal 2017 and $(364) for fiscal 2016, respectively. Restricted cash was $53 for fiscal 2018, $53 for fiscal 2017 and $257 for fiscal 2016.

Net cash generated/(used) by financing activities was $690 for fiscal 2018, $(831) for fiscal 2017, and $9,218 for fiscal 2016. The increase in cash generation was on account of the net addition of debt of $1,085. The details of our borrowings are described below.

We operate in multiple geographical regions of the world through our various subsidiaries. We typically fund the cash requirements for our operations through license, services, and support agreements. As of March 31, 2018, we had approximately $9,152 of cash, cash equivalents and marketable securities of which approximately $4,399 is held by our foreign subsidiaries. We intend to permanently reinvest these funds outside the U.S., and therefore, we do not anticipate repatriating undistributed earnings from our non-U.S. operations. If funds from foreign operations are required to fund U.S. operations in the future and if U.S. tax has not previously been provided, we would be required to accrue and pay additional U.S. taxes to repatriate these funds.

As a growing company, we have on-going capital expenditure needs based on our short term and long term business plans. Although our requirements for capital expenses vary from time to time, for the next twelve months, we anticipate incurring capital expenditures of $3,000 to $4,000 for new business development activities and infrastructure enhancements.

We believe that our current cash balances and anticipated cash flows from operations will be sufficient to meet our normal operating needs for at least the next twelve months. These projections include anticipated sales to new customers and upsell/cross sell to existing customers, the exact timing of which cannot be predicted with absolute certainty and can be influenced by factors outside our control. Our ability to fund our working capital needs and address planned capital expenditures will depend on our ability to generate cash in the future. We anticipate generating future working capital through sales to new customers and continued sales and services to our existing customers.

Our future liquidity and capital resource requirements will depend on many factors, including, but not limited to, the following trends and uncertainties we face and those described in "Item 1A. Risk Factors":

- Our ability to generate cash is subject to general economic, financial, competitive and other factors beyond our control.
- Our need to invest resources in product development in order to continue to enhance our current products, develop new products, attract and retain customers and keep pace with competitive product introductions and technological developments.
- We experience competition in our industry and continuing technological changes.
- Insurance companies typically are slow in making decisions and have numerous bureaucratic and institutional obstacles, which can make our efforts to attain new customers difficult.
- We compete on the basis of insurance knowledge, products, services, price, technological advances and system functionality and performance.

We do not expect for there to be a need for a change in the mix or relative cost of our sources of capital.

Financing Arrangements

Term Loan Facility

On March 25, 2011, the we entered into a secured revolving working capital line of credit facility with ICICI Bank Limited ("ICICI") under which the maximum borrowing limit was $5,000. The interest rate on the credit facility at March 31, 2016 was three-month LIBOR plus 350 basis points and increased to three-month LIBOR plus 375 basis points with the second extension of this facility described below. The credit facility was guaranteed by Mastek Ltd. subject to the terms and conditions set forth in the guarantee. The credit facility initially matured on November 11, 2015. On November 20, 2015, we extended this line of credit to February 11, 2016. The facility was further extended to May 9, 2016 and again extended to May 15, 2017. Majesco paid a processing fee of $12.50 in connection with the second extension and a processing fee of $50.83 in connection with the third extension. In connection with these extensions of the Majesco line of credit, Mastek Ltd. also extended its guarantee of such line of credit. Majesco has agreed to pay a fee and indemnify Mastek Ltd. against any payments made by Mastek Ltd. in connection with this guarantee. On January 20, 2017, we paid in full the balance under this facility with proceeds from a new $10,000 receivables purchase facility with HSBC Bank USA, National Association ("HSBC") described below, and this facility was terminated. On repayment of this facility, the guarantee by Mastek Ltd. of this facility was also terminated and our liability to Mastek Ltd. regarding this guarantee also ceased to exist. The interest rate was 4.75% at January 20, 2017.

This facility was secured by a continuing first priority lien on and security interest in, among other things, all of Majesco's personal property and assets (both tangible and intangible), including accounts receivable, cash, certificated and uncertificated securities and proceeds of any insurance or indemnity payable to us with respect to the collateral. This facility contained financial covenants, as well as restrictions on, among other things, our ability to incur debt or liens; make loans and investments; enter into mergers, acquisitions and other business combinations; engage in asset sales; or amend our governing documents. This facility also restricted us from paying dividends upon and during the continuation of an event of default.

MSSIPL Facilities

On June 30, 2015, our subsidiary, Majesco Software and Solutions India Pvt. Ltd. ("MSSIPL"), entered into a secured Pre Shipment in Foreign Currency and Post Shipment in Foreign Current (the "PCFC") facility with Yes Bank pursuant to which MSSIPL may request 3 months pre-export advances and advances against export collection bills. The maximum borrowing limit was initially 300 million Indian rupees. The interest rate on this PCFC facility was initially USD 3 months LIBOR plus 275 basis points. The interest rate on this PCFC facility is determined at the time of each advance. This PCFC facility is secured by a first pari passu charge over the current assets of MSSIPL. Excess outstanding beyond 100 million Indian rupees is to be backed by 100% fixed deposit receipts in MSSIPL or Majesco Limited. On September 27, 2016, MSSIPL extended this PCFC facility to June 17, 2017.

On September 13, 2017, MSSIPL entered into an addendum facility letter (the "2017 Addendum") to its addendum facility letter dated September 27, 2016 with respect to the PCFC facility with Yes Bank dated June 30, 2015. The 2017 Addendum further extended the maturity date of the PCFC facility to May 22, 2018 and reduced the maximum borrowing limit from 300 million Indian rupees to 130 million Indian rupees, or approximately $1,998 based upon the exchange rate on March 31, 2018. There is no outstanding balance against this loan as of March 31, 2018.

In addition, the 2017 Addendum also amended the interest rate of the PCFC facility to LIBOR plus 150 basis points plus 2%. The interest rate on the PCFC facility is determined at the time of each advance.

As of March 31, 2018, we were in compliance with the terms of this facility.

On May 9, 2017, our subsidiary, MSSIPL, and Standard Chartered Bank entered into an Export Invoice Financing Facility, Working Capital Overdraft Facility, Short Term Loans Facility, Bonds and Guarantees Facility and Pre Shipment Financing Under Export Orders Facility (the "Combined Facility") pursuant to which Standard Chartered Bank agreed to a Combined Facility of up to 200 million Indian rupees (or approximately $3,075 at exchange rates in effect on March 31, 2018). The Export Invoice

Financing Facility is for the financing of MSSIPL's sale of goods, as evidenced by MSSIPL's invoice to the customer. Each amount drawn is required to be repaid within 90 days. The interest on this facility is based on the marginal cost of funds based lending rate (the "MCLR") plus a margin to be agreed with Standard Chartered Bank at the time of each drawdown. The MCLR is to be determined on the date of each disbursement and be effective until repayment. Interest will accrue from the utilization date to the date of repayment or payment of that utilization. The Working Capital Overdraft Facility and the Short Term Loans Facility are for working capital purposes and subject to sub-limits. The interest on these facilities is based on the MCLR plus a margin to be agreed with Standard Chartered Bank at the time of each borrowing. The MCLR is to be determined on the date of each disbursement and be effective until repayment or maturity. Interest will accrue from the draw down date up to the repayment or maturity date. The Bonds and Guarantees Facility is for the issuance of guarantees and subject to commissions as agreed with Standard Chartered Bank from time to time. The Pre Shipment Financing Under Export Orders Facility is for the purchase of raw material, processing, packing, transportation, warehousing and other expenses and overheads incurred by MSSIPL to ready goods for sale. The interest on this facility is based on the MCLR plus a margin to be agreed with Standard Chartered Bank at the time of each borrowing. The MCLR is to be determined on the date of utilization and be effective until repayment. Interest will accrue from the utilization date up to the repayment date.

The interest under the Combined Facility may be changed by Standard Chartered Bank upon the occurrence of certain market disruption events. The Combined Facility is secured by a first pari passu security interest over the current assets of MSSIPL. MSSIPL was in compliance under the terms of this Combined Facility as of March 31, 2018. There are no outstanding loans under this Combined Facility as of March 31, 2018.

Term Loan Facility

On March 23, 2016, we entered into a Loan Agreement (the "Loan Agreement") with HSBC pursuant to which HSBC agreed to extend loans to us in the amount of up to $10,000 and we issued a promissory note to HSBC in the maximum principal amount of $10,000 or any lesser amount borrowed under the Loan Agreement (the "Note", and together with the "Loan Agreement", the "Facility"). The outstanding principal balance of the loan bears interest based on LIBOR plus a margin in effect on the first day of the relevant interest period. Until January 1, 2018, only interest was payable under the loan. Commencing on January 1, 2018, and on each January 1 and July 1 thereafter until July 1, 2020, installments of principal in the amount of $1,667 shall be due and payable semi-annually. All principal and interest outstanding under the Note shall be due and payable on March 1, 2021. The Facility is unsecured and supported by a letter of credit issued by a bank of $10,000, which is secured by a cash pledge of our parent company, Majesco Limited. As of March 31, 2018, we had $8,333 outstanding under this facility. As of March 31, 2018, we were in compliance with the terms of this Facility.

The Facility contains affirmative covenants that require us to furnish financial statements to HSBC and cause Majesco Limited to maintain (1) a Net Debt-to-EBITDA Ratio (as defined in the Loan Agreement) of not more than (a) 5.00 to 1.00 as of the last day of its 2017 fiscal year and (b) 2.50 to 1.00 as of the last day of each fiscal year thereafter, and (2) a Debt Service Coverage Ratio (as defined in the Loan Agreement) of not less than 1.50 to 1.00 as of the last day of each fiscal year. The Facility contains restrictive covenants on us, including restrictions on declaring or paying dividends upon and during the continuation of an event of default, incurring additional indebtedness, selling material portions of our assets or undertaking other substantial changes to the business, purchasing or holding securities for investment, and extending credit to any person outside the ordinary course of business. The Facility also restricts any transfer or change in, or assignment or pledge of the ownership or control of Majesco which would cause Majesco Limited to directly own less than fifty one percent (51%) of the issued and outstanding equity interests in Majesco. The Facility also restricts Majesco Limited from incurring any Net Debt (as defined in the Loan Agreement) in excess of $25,000 at any time prior to April 1, 2017. The Facility also contains customary events of default provision and indemnification provisions whereby we will indemnify HSBC against all losses or damages related to the Facility, provided, however, that we shall not have any indemnification obligations to HSBC for any claims caused by HSBC's gross negligence or willful misconduct. We used the loan proceeds to repay existing indebtedness and for capital expenditures, working capital and other general corporate purposes.

Receivable Purchase Facility

On January 13, 2017, Majesco and its subsidiaries MSSI, and Cover-All Systems, jointly and severally entered into a Receivable Purchase Agreement with HSBC pursuant to which HSBC may advance funds against receivables at an agreed advance rate. The outstanding aggregate amount of all advances may not exceed a $10,000 facility limit. The facility bears interest at two (2%) per cent plus the ninety (90) day LIBOR rate. HSBC will also receive an arrangement fee equal to 0.20% of the facility limit and a facility review fee equal to 0.20% of the facility limit. Majesco will serve as HSBC's agent for the collection of receivables, and Majesco will collect and otherwise enforce payment of the receivables. HSBC has a security interest in accounts of MSSI and Cover-All Systems. The term of the Receivable Purchase Agreement is for a minimum period of twelve (12) months and shall continue unless terminated by either party. Either party may terminate the Receivable Purchase Agreement at any time upon sixty (60) days' prior written notice to the other party. The Receivable Purchase Agreement will provide additional liquidity to us for working capital and other general corporate purposes. As of March 31, 2018, Majesco had $5,262 outstanding under this facility. Majesco used proceeds from this facility to refinance the ICICI facility described above, to fund capital expenditures and for working capital and other general corporate purposes.

Auto loan

MSSIPL has obtained an auto loan from HDFC Bank for the purchase of vehicle. This loan bears interest at a rate of 8.75% per annum, is payable in 60 monthly installments over a 5 year period and is secured by the hypothecation of the vehicle. The outstanding balance of loan as of March 31, 2018 is $41.39.

Dividends and Redemption

We have not declared or paid any cash dividend on our common stock since 2000. It has been our policy to invest earnings in growth rather than distribute earnings as common stock dividends. This policy, is expected to continue, but is subject to regular review by our Board of Directors.

Contractual Obligations

The following table summarizes our known contractual obligations as of March 31, 2018:

Payments due by period
(in thousands)

Particulars	Total	<1 Year	1 – 3 Years	3 – 5 Years	>5 Years
Capital Leases	203	203	—	—	—
Operating Leases	8,176	3,166	3,993	580	437
Purchase Obligations	—	—	—	—	—
Long-Term Debt – HSBC Term Loan	8,333	3,333	5,000	—	—
PCFC Facility, HSBC Receivable Purchase Facility and Auto loan	5,303	5,269	34	—	—
Other Obligations – Contingent Consideration	835	835	—	—	—
Total	$22,850	$12,806	$9,027	$580	$437

As of March 31, 2018, our operating leases consisted of leases for office space in the United States, Canada, the United Kingdom, Malaysia, Singapore and India for terms ranging from three to ten years each. Many of these leases include renewal options, with renewal periods generally between two to five years. We also leased automobiles under capital leases and acquired software under hire purchase arrangement. Contingent consideration reflects discounted future cash flows during the earn-out period related to our acquisition of the Agile assets in December 2014. See Notes 5, 21 and 22 to our consolidated financial statements as well as "Item 2. Properties" for additional information related to our capital and operating leases and other contractual obligations.

In addition to our contractual obligations set forth in the table above, we also have contractual and non-contractual employee benefits and related obligations, including those described below:

(1) Obligations under a post-employment defined benefit plan (the "Gratuity Plan") covering all employees in India who are eligible under the terms of their employment, and governed by India's Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement or upon termination of employment based on the respective employee's salary and the years of employment with Majesco. We determine our liability towards the Gratuity Plan on the basis of actuarial valuation. Actuarial gains and losses arising from experience adjustments, and changes in actuarial assumptions are recognized immediately in the combined Statement of Operations as income or expense. These obligations are valued by independent qualified actuaries. We evaluate these critical actuarial assumptions at least annually. If actual results differ significantly from our estimates, our gratuity expense and our results of operations could be materially impacted. Our aggregate obligations under the Gratuity Plan were $53 for fiscal 2018.

(2) We have obligations with respect to the encashment of leave balances of certain of our employees in India and other countries. Our aggregate obligations under provision for accrued vacation (leave encashment) were $961 for fiscal 2018. Our total obligations under leave encashment was $4,303, as of March 31, 2018.

(3) We pay contributions to a defined contribution pension scheme covering our employees in Canada and the United Kingdom. The assets of the scheme are held separately from those of Majesco in an independently administered fund. We contributed $15 to the fund during fiscal 2018.

(4) Senior employees of our Indian subsidiary are entitled to superannuation, a defined contribution plan (the "Superannuation Plan"). We make a yearly contribution to the Superannuation Plan, which is administered and managed by the Life Insurance Corporation of India based on a specified percentage (presently at 12.5% to 15% depending on the grade of the employee) of each covered employee's basic salary. We contributed $37 towards the Superannuation Plan during fiscal 2018.

(5) In accordance with Indian law, generally all employees in India are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently at 12% each) of the employees' basic salary. These contributions are made to the fund which is administered and managed by the Government of India.

(6) We make payments to defined contribution plans established and maintained in accordance with the local laws of the United States and of the jurisdictions in which our subsidiaries are located. Our aggregate monthly contributions to all of these plans are charged to combined Statement of Operations in the year they are incurred and there are no further obligations under these plans beyond those monthly contributions. We contributed $1,521 in the aggregate towards all these contribution plans during fiscal 2018.

See Notes 2(l) and 13 to our consolidated financial statements for fiscal 2018 for additional information.

In addition, as of March 31, 2018, we had gross unrecognized tax benefits of $441. At this time, we are unable to make a reasonably reliable estimate of the timing of payments in individual years in connection with these tax liabilities; therefore, such amounts are not included in the above contractual obligations table. See Note 15 to our consolidated financial statements for additional information.

Off-Balance Sheet Arrangements

We do not maintain any off-balance sheet arrangements, transactions, obligations or other relationships with unconsolidated entities that would be expected to have a material current or future effect upon our financial condition or results of operations.

Recent Accounting and Auditing Development

Improvements on Employee Share-Based Payment Accounting

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-09, "Improvements on Employee Share-Based Payment Accounting (Topic 718)" ("ASU 2016-09"), which simplifies several aspects of the accounting for employee share-based payment transactions for both public and nonpublic entities, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. The new standard is effective for annual periods beginning after December 15, 2016 and interim periods within those years. The standard became effective for the Company on April 1, 2017. The adoption of this update did not have a material impact on the Company's consolidated financial statements.

Revenue from Contracts with Customers

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)", which provides guidance for revenue recognition. This ASU affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of non-financial assets. This ASU will supersede the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific guidance.

In August 2015, the FASB issued ASU No. 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date", deferring the effective date of this standard. As a result, the ASU and related amendments will be effective for the Company for its fiscal year beginning April 1, 2018, including interim periods within that fiscal year.

Subsequently, the FASB issued ASU No. 2016-08, "Principal Versus Agent Consideration (or Reporting Revenue Gross versus Net)" in March 2016, ASU No. 2016-10, Identifying Performance Obligations and Licensing in April 2016, and ASU No. 2016-12, Narrow-Scope Improvements and Practical Expedients in May 2016. These amendments clarified certain aspects of Topic 606 and will also be effective for the Company for its fiscal year beginning April 1, 2018.

The core principle of Topic 606 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. Topic 606 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation, among others. Topic 606 also provides guidance on the recognition of costs related to obtaining customer contracts.

The Company plans to adopt these ASUs (collectively, Topic 606) on April 1, 2018. Topic 606 permits two methods of adoption: retrospectively to each prior reporting period presented (the "Full Retrospective Method"), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the "Modified Retrospective Method"). The Company currently intends to apply the Modified Retrospective Method. Although the Company does not expect a material impact on revenues upon adoption, we expect that the new standard will expand disclosure, specifically around the quantitative and qualitative information about the Company's underlying performance obligations.

Business Combinations (Topic 805): Clarifying the Definition of a Business

In January 2017, the FASB issued ASU 2017-01, "Business Combinations (Topic 805)": Clarifying the Definition of a Business, which provides a more robust framework to use in determining when a set of assets and activities is a business. The standard will be effective for the Company beginning April 1, 2018. Based on its current assessment, the Company does not expect the adoption of this update to have a material impact on its consolidated financial statements.

Financial Instruments

In January 2016, the FASB issued ASU 2016-01, Financial Instruments, which impacts certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The standard will be effective for the Company beginning April 1, 2018. The Company is currently evaluating the effect the updated standard will have on its consolidated financial statements and related disclosures.

Statement of Cash Flows (Topic 230): Restricted Cash

In November 2016, the FASB issued ASU 2016-18," Statement of Cash Flows (Topic 230)": Restricted Cash, which requires the statement of cash flows to report changes in cash, cash equivalents, and restricted cash. The standard will be effective for the Company beginning August 1, 2018. Based on its current assessment, the Company does not expect the adoption of this update to have a material impact on its consolidated financial statements.

Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments

In August 2016, the FASB issued ASU 2016-15, "Statement of Cash Flows (Topic 230)": Classification of Certain Cash Receipts and Cash Payments (ASU 2016-15), which clarifies how companies present and classify certain cash receipts and cash payments in the statement of cash flows. The standard will be effective for the Company beginning April 1, 2018. Based on its current assessment, the Company does not expect the adoption of this update to have a material impact on its consolidated financial statements.

Income Tax Consequences of an Intra-Entity Transfer of Assets Other Than Inventory (Topic 740)

In October 2016, the FASB issued ASU 2016-16, "Income Taxes — Intra-Entity Transfers of Assets Other Than Inventory (Topic 740)", which requires entities to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The new standard must be adopted using a modified retrospective transition method which is a cumulative-effective adjustment to retained earnings as of the beginning of the first effective reporting period. The standard will be effective for the Company beginning April 1, 2018. Based on its current assessment, the Company does not expect the adoption of this update to have a material impact on its consolidated financial statements.

Scope of Modification Accounting

In May 2017, the FASB issued ASU No. 2017-09, Scope of Modification Accounting (Topic 718) ("ASU 2017-09"), which amends the scope of modification accounting for share-based payment arrangements. ASU 2017-09 provides guidance on the types of changes to the terms or conditions of share-based payment awards to which an entity would be required to apply modification accounting under ASC 718. Specifically, an entity would not apply modification accounting if the fair value, vesting conditions, and classification of the awards are the same immediately before and after the modification. The new standard is effective for annual periods beginning after December 15, 2017 and interim periods within those years. Early adoption is permitted. The standard will be effective for the Company beginning April 1, 2018. The Company is currently evaluating the impact this update will have on its consolidated financial statements.

Accounting for Leases (Topic 842)

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)" ("ASU 2016-02"), which requires lessees to put most leases on their balance sheets but recognize the expenses on their income statements in a manner similar to current practice. ASU 2016-02 states that a lessee would recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. The standard will be effective for the Company beginning April 1, 2019. Based on its current assessment, the Company does not expect the adoption of this update to have a material impact on its consolidated financial statements.

Simplifying the Test for Goodwill Impairment (Topic 350)

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, "Intangibles — Goodwill and Other (Topic 350)": Simplifying the Test for Goodwill Impairment, which removes the

requirement for an entity to calculate the implied fair value of goodwill (as part of step 2 of the current goodwill impairment test) in measuring a goodwill impairment loss. The standard will be effective for the Company beginning April 1, 2020. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. Based on its current assessment, the Company does not expect the adoption of this update to have a material impact on its consolidated financial statements.

Emerging Growth Company

We are an "emerging growth company" under the federal securities laws and are subject to reduced public company reporting requirements. In addition, Section 107 of the Jumpstart Our Business Startups ("JOBS") Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have taken advantage of the extended transition period for complying with new or revised accounting standards. As a result, our financial statements may not be comparable to those of companies that comply with public company effective dates for complying with new or revised accounting standards.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. We are exposed to market risk primary due to fluctuations in foreign currency exchange rates and interest rates, each as described more fully below. We do not hold or issue derivative financial instruments for trading or speculative purposes.

Interest Rate Sensitivity

Our exposure to market risk for changes in interest rates relates primarily to our cash and cash equivalents and investments. We do not use derivative financial instruments to hedge interest rate exposure. Our cash and cash equivalents and investments as of March 31, 2018 were $9,152 and nil, respectively. We invest primarily in highly liquid, money market funds and bank fixed deposits. Because of the short-term nature of the majority of the interest-bearing securities we hold, we believe that a 10% fluctuation in the interest rates applicable to our cash and cash equivalents and investments would not have a material effect on our financial condition or results of operations.

The rate of interest on our receivables facility with HSBC, our PCFC facility and our term loan with HSBC which were in effect as of March 31, 2018, are variable and are based on LIBOR plus a fixed margin. As of March 31, 2018, we had $5,262 and nil in borrowings outstanding under our receivables facility with HSBC and PCFC facility, respectively. As of March 31, 2018, we had borrowed $8,333 under our term loan with HSBC. As of March 31, 2018 we had borrowed $41.39 pursuant to an auto loan from HDFC Bank which bears interest at a rate of 8.75% per annum. We believe that a 10% fluctuation in the interest rates applicable to our borrowings would not have a material effect on our financial condition or results of operations.

Foreign Currency Exchange Risk

Our reporting currency is the U.S. dollar. However, payments to us by customers outside the U.S. are generally made in the local currency. Accordingly, our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Canadian dollar, Indian rupee, British pound, Thai baht, Singapore dollars, Mexican peso and Malaysian ringgit. The volatility of exchange rates depends on many factors that we cannot forecast with reliable accuracy.

We generated approximately 12.1% and 12.1% of our gross revenues outside of the United States for fiscal 2018 and fiscal 2017, respectively. The effect of foreign exchange rate changes on cash and cash equivalents resulted in a gain/(loss) of $266 and $(477) for fiscal 2018 and fiscal 2017, respectively. For fiscal 2018 and fiscal 2017, we had a foreign exchange loss of approximately $(81) and $(108), respectively.

We use foreign currency forward contracts and par forward contracts to hedge our risks associated with foreign currency fluctuations related to certain commitments and forecasted transactions. The use of hedging instruments is governed by our policies which are approved by our Board of Directors. We

designate these hedging instruments as cash flow hedges. Derivative financial instruments we enter into that are not designated as hedging instruments in hedge relationships are classified as financial instruments at fair value through profit or loss.

The aggregate contracted USD principal amounts of our foreign exchange forward contracts (sell) outstanding as of March 31, 2018 and 2017 amounted to 18,250 and nil, respectively. The aggregate contracted GBP principal amounts of our foreign exchange forward contracts (sell) outstanding as of March 31, 2018 amounted to $1,155 and as of March 31, 2017 amounted to $2,080. The outstanding forward contracts as of March 31, 2018 mature between 1 to 24 months. As of March 31, 2018, we estimate that $68, net of tax, of the net gains/(losses) related to derivatives designated as cash flow hedges recorded in accumulated other comprehensive income (loss) is expected to be reclassified into earnings within the next 15 months.

The fair value of derivative financial instruments is determined based on observable market inputs and valuation models. The derivative financial instruments are valued based on valuations received from the relevant counterparty (i.e., bank). The fair value of the foreign exchange forward contract and foreign exchange par forward contract has been determined as the difference between the forward rates on reporting date and the forward rate on the original transaction, multiplied by the transaction's notional amount (with currency matching). The following table provides information of fair values of derivative financial instruments:

	Asset		Liability	
(in US dollars; dollar amounts in thousands)	**Noncurrent***	**Current***	**Noncurrent***	**Current***
As of March 31, 2018				
Designated as hedging instruments under Cash Flow Hedges				
Foreign exchange forward contracts	$194	$46	$17	$127
	$194	$46	$17	$127
As of March 31, 2017				
Designated as hedging instruments under Cash Flow Hedges				
Foreign exchange forward contracts	$ 0	$99	$10	$ —
	$ 0	$99	$10	$ —

* The noncurrent and current portions of derivative assets are included in 'Other Assets' and 'Prepaid Expenses And Other Current Assets', respectively and of derivative liabilities are included in 'Other Liabilities' and 'Accrued Expenses And Other Liabilities', respectively in our Combined Balance Sheet.

For more information on foreign currency translation adjustments and cash flow hedges and other derivative financial instruments, see Notes 2, 4 and 12 to our consolidated financial statements for the fiscal year ended March 31, 2018.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements required to be filed pursuant to this Item 8 are appended to this Annual Report on Form 10-K. A list of the financial statements filed herewith is found at "Item 15. Exhibits and Financial Statement Schedules."

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Exchange Act, and the rules and regulations thereunder, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, our management, under the supervision and with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2018. Based on such evaluation, our principal executive officer and principal financial officer have concluded that, as of March 31, 2018, our disclosure controls and procedures were effective at the reasonable assurance level.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act). Our internal control over financial reporting 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 accounting principles generally accepted in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives. Furthermore, smaller companies face additional limitations. Smaller companies employ fewer individuals and find it difficult to properly segregate duties. Smaller companies tend to utilize general accounting software packages that lack a rigorous set of software controls.

Our management, with the participation of the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's internal control over financial reporting as of March 31, 2018. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework. Based on that evaluation, our management concluded that, as of March 31, 2018, our internal control over financial reporting was effective 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 as a result of material weaknesses.

Attestation Report on Internal Control Over Financial Reporting

This Annual Report on Form 10-K does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting due to the rules of the SEC for emerging growth companies.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item 10 is incorporated herein by reference from our definitive proxy statement for the 2018 Annual Meeting of Shareholders.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 is incorporated herein by reference from our definitive proxy statement for the 2018 Annual Meeting of Shareholders.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item 12 is incorporated herein by reference from our definitive proxy statement for the 2018 Annual Meeting of Shareholders.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item 13 is incorporated herein by reference from our definitive proxy statement for the 2018 Annual Meeting of Shareholders.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item 14 is incorporated herein by reference from our definitive proxy statement for the 2018 Annual Meeting of Shareholders.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements

See Index to our financial statements on page F-1 of this Annual Report on Form 10-K.

2. Financial Statement Schedule

All schedules are omitted as information required is inapplicable or the information is presented in the combined financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

3. Exhibits

The exhibits listed in the accompanying index to exhibits are filed or incorporated by reference as a part of this Annual Report on Form 10-K.

(b) Exhibits. See Item 15(a)(3) above.

(c) Financial Statements Schedules. See Item 15(a)(2) above

ITEM 16. FORM 10-K SUMMARY

None.

Majesco

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Majesco

Opinion on the Financial Statements

We have audited the accompanying consolidated and combined balance sheets of Majesco (the "Company") as of March 31, 2018 and 2017, and the related consolidated and combined statements of operations, stockholders' deficiency, and cash flows for each of the years in the three-year period ended March 31, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the consolidated and combined financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2018 and2017, and the results of its operations and its cash flows for each of the three years in the period ended March 31,2018, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated and combined financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated and combined financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated and combined financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for purposes of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated and combined financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated and combined financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated and combined financial statements. We believe that our audits provide a reasonable basis for our opinion.

MSPC

Certified Public Accountants and Advisors,
A Professional Corporation

We have served as the Company's auditor since 2015.

Cranford, NJ
June 22, 2018

Majesco

Consolidated and Combined Balance Sheets
(All amounts are in thousands of US Dollars except per share data and as stated otherwise)

	March 31,	
	2018	2017
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 9,152	$ 11,635
Short term investments	—	829
Restricted cash	53	53
Accounts receivables, net	19,103	12,227
Unbilled accounts receivable	9,997	8,563
Deferred income tax assets	—	2,018
Prepaid expenses and other current assets	9,494	5,961
Total current assets	**47,799**	**41,286**
Property and equipment, net	2,755	3,659
Intangible assets, net	6,535	8,708
Deferred income tax assets	7,171	3,856
Other assets	50	289
Goodwill	32,216	32,216
Total Assets	**$ 96,526**	**$ 90,014**
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Loan from bank	$ 5,269	$ 2,561
Accounts payable	2,353	2,923
Accrued expenses and other liabilities	22,032	14,911
Capital lease obligation	203	310
Deferred revenue	12,201	10,982
Total current liabilities	**42,058**	**31,687**
Capital lease obligation, net of current portion	—	288
Term loan – bank	8,367	10,000
Others	928	2,191
Total Liabilities	**$ 51,353**	**$ 44,166**
Commitments and contingencies	—	—
STOCKHOLDERS' EQUITY		
Preferred stock, par value $0.002 per share – 50,000,000 share authorized as of March 31, 2018 and March 31, 2017; NIL shares issued and outstanding as of March 31, 2018 and March 31, 2017	$ —	$ —
Common stock, par value $0.002 per share – 450,000,000 shares authorized as of March 31, 2018 and 450,000,000 shares authorized as of March 31, 2017; 36,600,457 shares issued and outstanding as of March 31, 2018 and 36,508,203 shares issued and outstanding as of March 31, 2017	73	73
Additional paid-in capital	75,022	71,343
Accumulated deficit	(30,283)	(25,282)
Accumulated other comprehensive income	361	(286)
Total stockholders' equity	**45,173**	**45,848**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 96,526**	**$ 90,014**

See accompanying notes to the Consolidated and Combined Financial Statements.

Majesco

Consolidated and Combined Statements of Operations
(All amounts are in thousands of US Dollars except per share data and as stated otherwise)

	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016
Revenue	$ 122,985	$ 121,768	$ 113,302
Cost of revenue	67,120	63,461	62,832
Gross profit	**$ 55,865**	**$ 58,307**	**$ 50,470**
Operating expenses			
Research and development expenses	$ 17,250	$ 17,236	$ 16,267
Selling, general and administrative expenses	41,022	41,310	38,204
Restructuring costs	—	—	465
Total operating expenses	**$ 58,272**	**$ 58,546**	**$ 54,936**
Loss from operations	**$ (2,407)**	**$ (239)**	**$ (4,466)**
Interest income	51	41	24
Interest expense	(516)	(612)	(596)
Other income (expenses),net	(74)	(15)	289
Loss before provision for income taxes	**$ (2,946)**	**$ (825)**	**$ (4,749)**
(Benefit)/Provision for income taxes	2,055	97	(1,187)
Net Loss	**$ (5,001)**	**$ (922)**	**$ (3,562)**
Earnings (Loss) per share:			
Basic	$ (0.14)	$ (0.02)	$ (0.10)
Diluted	$ (0.14)	$ (0.02)	$ (0.10)
Weighted average number of common shares outstanding[(1)]			
Basic and diluted	36,540,199	36,477,774	35,055,000

(1) The common stock shares for 2016 period presented reflect the one-for-six reverse stock split which took effect on June 26, 2015.

See accompanying notes to the Consolidated and Combined Financial Statements.

Majesco

Consolidated and Combined Statements of Comprehensive Income
(All amounts are in thousands of US Dollars)

	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016
Net Loss	$(5,001)	$ (922)	$(3,562)
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments	638	(567)	(1,662)
Unrealized (loss)/gains on cash flow hedges	9	(58)	(243)
Other comprehensive loss	**$ 647**	**$ (625)**	**$(1,905)**
Comprehensive Loss	**$(4,354)**	**$(1,547)**	**$(5,467)**
Less: Comprehensive income attributable to the non-controlling interest	$ —	$ —	$ —
Comprehensive Loss attributable to Owners of the Company	**$(4,354)**	**$(1,547)**	**$(5,467)**

See accompanying notes to the Consolidated and Combined Financial Statements.

Majesco

Consolidated and Combined Statements of Changes in Stockholders' Equity
(All amounts are in thousands of US Dollars except per share data and as stated otherwise)

	Common Stock		Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive income	Non-controlling interests	Total Stockholders' equity
	Shares	Amount					
Balance as of April 1, 2015	**30,575,000**	**$61**	**$39,049**	**$(20,798)**	**$ 2,244**	**—**	**$20,556**
Stock based compensation	—	—	748	—	—	—	748
Cover-All Merger	5,876,357	12	29,708	—	—	—	29,720
Net loss	—	—	—	(3,562)	—	—	(3,562)
Foreign currency translation adjustments	—	—	—	—	(1,662)	—	(1,662)
Unrealized gains on cash flow hedges	—	—	—	—	(243)	—	(243)
Balance as of March 31, 2016	**36,451,357**	**$73**	**$69,505**	**$(24,360)**	**$ 339**	**$—**	**$45,557**
Net loss	—	—	—	(922)	—	—	(922)
Issue of stock under ESOP and ESPP	56,846	—	260	—	—	—	260
Stock based compensation	—	—	1,578	—	—	—	1,578
Foreign currency translation adjustments	—	—	—	—	(567)	—	(567)
Unrealized gains on cash flow hedges	—	—	—	—	(58)	—	(58)
Balance as of March 31, 2017	**36,508,203**	**$73**	**$71,343**	**$(25,282)**	**$ (286)**	**$—**	**$45,848**
Net loss	—	—	—	(5,001)	—	—	(5,001)
Issue of stock under ESOP and ESPP	92,254	—	426	—	—	—	426
Stock based compensation	—	—	3,253	—	—	—	3,253
Foreign currency translation adjustments	—	—	—	—	638	—	638
Unrealized gains on cash flow hedges	—	—	—	—	9	—	9
Balance as of March 31, 2018	**36,600,457**	**$73**	**$75,022**	**$(30,283)**	**$ 361**	**$—**	**$45,173**

See accompanying notes to the Consolidated and Combined Financial Statements.

Majesco

Consolidated and Combined Statements of Cash Flows
(All amounts are in thousands of US Dollars)

	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016
Net income (loss)	$ (5,001)	$ (922)	$ (3,562)
Adjustments to reconcile net (loss) to net cash provided by operating activities:			
Depreciation and amortization	4,848	4,720	3,843
Share based compensation expenses	3,253	1,578	748
Impairment of goodwill	—	60	—
Provision/(recovery) for doubtful receivables	335	984	(149)
Deferred tax (benefit)/expense	(1,300)	(429)	(2,227)
Accounts receivables	(6,767)	9,049	(13,135)
Unbilled accounts receivable	(1,216)	(1,399)	(1,615)
Prepaid expenses and other current assets	(3,284)	428	(1,355)
Accounts payable	(570)	(751)	2,097
Accrued expenses and other liabilities – Others	7,130	(1,459)	6,215
Deferred revenue	1,179	(215)	3,859
Other liabilities	(1,257)	(1,283)	(470)
Net cash generated (used in) from operating activities	**$ (2,650)**	**$ 10,361**	**$ (5,751)**
Cash flows from investing activities:			
Purchase of property and equipment	$ (1,166)	$ (2,104)	$ (2,875)
Purchase of intangible assets	(532)	(955)	(268)
Sale of tangible Assets	40	139	60
Acquisition of Agile Technologies, LLC assets, net of $158 cash acquired	—	—	—
Cash acquired on business combination	—	—	3,203
Consideration paid on acquisition of Majesco Singapore	—	—	(276)
Sale/(Purchase) of investments	869	(223)	(364)
Payment to related party	—	—	—
Payment to Majesco as reorganization consideration	—	—	(3,520)
(Increase)/decrease in restricted cash	—	205	48
Net cash used in investing activities	**$ (789)**	**$ (2,938)**	**$ (3,992)**
Cash flows from financing activities:			
Payment of capital lease obligation	$ (395)	$ 318	$ (62)
Receipt of term loan	4,709	13,404	43,340
Repayment of loan	(3,624)	(14,553)	(34,060)
Payment for buy back of non-controlling Interest	—	—	—
Net cash (used in)/provided by financing activities	**$ 690**	**$ (831)**	**$ 9,218**
Effect of foreign exchange rate changes on cash and cash equivalents	266	(477)	(217)
Net (decrease)/increase in cash and cash equivalents	$ (2,483)	$ 6,115	$ (742)
Cash and cash equivalents, beginning of the period	11,635	5,520	6,262
Cash and cash equivalents at end of the period	**$ 9,152**	**$ 11,635**	**$ 5,520**
Supplementary disclosure of non-cash items			
Cash paid for interest	$ 491	$ 591	$ 510
Cash paid for income taxes (net of refunds received)	3,235	614	1,257
Supplementary disclosure of non-cash items			
Non-cash items – Assets acquired under Capital leases	$ Nil	$ 484	$ 40

See accompanying notes to the Consolidated and Combined Financial Statements.

Majesco

Notes to Consolidated and Combined
Financial Statements
(All amounts are in thousands of US Dollars except per share data and as stated otherwise)

1 DESCRIPTION OF BUSINESS

Majesco is a global provider of core insurance platform solutions, consulting services and other insurance solutions for business transformation for the insurance industry. Majesco offers core insurance platform solutions for property and casualty Property & Casualty/General Insurance ("P&C") and Life, Annuities, Pensions and Group/Benefits ("L&A and Group") providers, enabling them to automate and manage business processes across the end-to-end insurance value chain and comply with policies and regulations across their organizations. In addition, Majesco offers a variety of other technology-based solutions for distribution management, digital, data and cloud. Our portfolio of solutions enable our customers to respond to evolving market needs, growth and innovation opportunities and regulatory changes, which enables agility, innovation and speed while improving the effectiveness and efficiency of their business operations.

Majesco's customers are insurers, managing general agents and other risk providers from the P&C, L&A and group insurance segments worldwide. Majesco delivers proven platform solutions for policy, rating, underwriting, billing, claims, distribution management, digital and data and analytics as well as consulting services for enterprise consulting, digital, data, testing and application development and maintenance.

Majesco was previously 100% owned (directly or indirectly) by Mastek Ltd. ("Mastek Ltd."), a publicly traded limited company domiciled in India whose equity shares are listed on the Bombay Stock Exchange and the National Stock Exchange (India). Mastek Ltd. underwent a demerger through a scheme of arrangement under India's Companies Act, 1956 pursuant to which its insurance related business was separated from Mastek Ltd.'s non-insurance related business and the insurance related operations of Mastek Ltd. that were not directly owned by Majesco were contributed to Majesco (the "Reorganization"). The Reorganization was completed on June 1, 2015.

Majesco, along with its subsidiaries, operates in the United States, Canada, Mexico, the United Kingdom, Malaysia, Singapore, Thailand and India (hereinafter referred to as the "Group").

Merger with Cover-All Technologies Inc.

On June 26, 2015, Cover-All Technologies Inc. ("Cover-All"), an insurance software company listed on NYSE American, merged into Majesco in a 100% stock-for-stock merger, with Majesco surviving the merger.

In connection with the merger, Majesco's common stock was listed on the NYSE American and began trading on the NYSE American on June 29, 2015. Pursuant to the merger, Cover-All's stockholders and holders of its options and restricted stock units received equity or equity interests in Majesco representing approximately 16.5% of the total capitalization of the combined company in the merger.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements presented herein represent the period as of and subsequent to March 31, 2015 when Majesco became a separate publicly-traded company (referred to as "Consolidated Financial Statements").

The combined financial statements reflect the Group's financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States ("GAAP"). The combined Balance Sheet, combined Statement of Operations and combined Statement of cash flows of the Group may not be indicative of the Group had it been a separate operation during the periods presented, nor are the results stated herein indicative of what the Group's financial position, results of operations and cash flows may be in the future.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

The accompanying consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America, or U.S. GAAP. All inter-company balances and transactions have been eliminated in consolidation.

Mastek Ltd. maintained benefit and stock-based compensation programs at the parent company level. After the demerger from Mastek Ltd., which became effective on June 1, 2015, the Group employees who participated in those programs were allotted options of Majesco's parent company, Majesco Limited, in the same proportion in addition to the existing options of Mastek Ltd., which these employees already had. The consolidated balance sheets do not include any outstanding equity related to the stock-based compensation programs of Mastek Ltd., but include outstanding equity related to the equity-based compensation programs of Majesco Limited.

Use of estimates

The preparation of the consolidated and combined financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and contingent liabilities as of the date of the financial statements, and the reported amount of revenues and expenses during the reported period.

Significant estimates used in preparing these consolidated and combined financial statements include revenue recognition based on the percentage of completion method of accounting for fixed bid contracts applied to the expected contract cost to be incurred to complete various engagements, allowances for doubtful debts, provisions for losses on uncompleted contracts, valuation allowances for deferred taxes, identification and measurement of unrecognized tax benefit, provision for uncertain tax positions, future obligations under employee benefit plans, expected future cash flows used to evaluate the recoverability of long-lived assets, estimated fair values of long-lived assets used to record impairment charges related to intangible assets and goodwill, allocation of purchase price in business combinations, useful lives and residual value of property and equipment and intangible assets, valuation of derivative financial instruments, goodwill, contingent liabilities and assumptions used in valuing stock-based compensation expense.

Although the Group regularly assesses these estimates, actual results could differ materially from these estimates. Changes in estimates are recorded in the period in which they become known. The Group bases its estimates on historical experience and various other assumptions that it believes to be reasonable under the existing circumstances. Actual results may differ from management's estimates if these results differ from historical experience or other assumptions do not turn out to be substantially accurate, even if such assumptions were reasonable when made.

Foreign Currency Translation

The functional currency of Majesco is the US dollar. However, Indian Rupees, Great Britain Pounds, US Dollars, Mexican Pesos, Malaysian Ringgits, Thai Baht, Canadian dollars, and Singapore dollars are the functional currencies for the Group entities operating in India, the UK, the US, Mexico, Malaysia, Thailand, Canada, and Singapore, respectively.

Adjustments resulting from the translation of functional currency financial statements to reporting currency are accumulated and reported as a part of Accumulated other comprehensive income, a separate component of stockholders' equity.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currency are expressed in functional currency at the exchange rates in effect at the balance sheet date. Non-Monetary assets and liabilities denominated in foreign currency are expressed in functional currency at the historical exchange rates. Gains/(losses) resulting from foreign currency transactions amounting to $(108), $(108), and $122 for the years ended March 31, 2018, March 31, 2017 and March 31, 2016 are included in the Consolidated and Combined Statement of Operations under the "Other income (expenses), net" caption.

Cash and cash equivalents, investments and restricted cash

Cash and cash equivalents are comprised of cash and highly liquid investments with an original maturity of three months or less. Cash equivalents are stated at amortized cost, which approximates their fair value due to the short maturity of the investments.

The Group's short-term investment portfolio is comprised primarily of time deposits. Time deposits with banks are valued at amortized cost, which approximates their fair value.

Interest income is recognized over time on a proportionate basis.

Cash and claims to cash that are restricted as to withdrawal or use in the ordinary course of business are disclosed separately as restricted cash, unless they are to be utilized for other than current operations in which case they will be separately classified as noncurrent assets.

Property and equipment

Property and equipment are stated at actual cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives. The cost and the accumulated depreciation for premises and equipment sold, retired or otherwise disposed of are removed from the stated values and the resulting gains and losses are included in the consolidated and combined Statement of Operations. Maintenance and repairs are recognized when incurred. Advance paid towards acquisition of long-lived assets and cost of assets not put to use before the balance sheet date are disclosed under the caption "capital work in progress".

The estimated useful lives of assets are as follows:

Leasehold Improvements	5 years or over the primary period of lease whichever is less
Computers	2 years
Plant and Equipment	2 – 5 years
Furniture and Fixtures	5 years
Vehicles	5 years
Office Equipment	2 – 5 years

Goodwill and other intangible assets

Goodwill represents the cost of the acquired businesses in excess of the estimated fair value of assets acquired, identifiable intangible assets and liabilities assumed. Goodwill is not amortized but is tested for impairment at the reporting unit level at least annually or as circumstances warrant. If impairment is indicated and the carrying value of the goodwill of a reporting unit exceeds the implied fair value of that goodwill, then goodwill is written-down. There are no indefinite-lived intangible assets.

Intangible assets other than goodwill are amortized over their estimated useful lives on a straight line basis. The estimated useful life of an identifiable intangible asset is based on a number of factors, including the effects of obsolescence, demand, competition, the level of maintenance expenditures required to obtain

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

the expected future cash flows from the asset and other economic factors (such as the stability of the industry, known technological advances, etc.).

The estimated useful lives of intangible assets are as follows:

Non-compete agreements	3 years
Leasehold benefit	Ascertainable life or primary period of lease whichever is less
Internal-use Software	1 – 5 years
Intellectual Property Rights	1 – 5 years
Customer Contracts	1 – 3 years
Customer Relationships	6 – 8 years
Technology	6 years

Software development costs

The costs incurred for the development of software that will be sold, leased or otherwise marketed are capitalized when technological feasibility has been established. In certain situations in which technological feasibility is established by completing a working model, substantially all development costs could be expensed when costs qualifying for capitalization are not material. Current engineering costs related to routine updates, customer support issues, and other modifications that do not extend the life or improve the marketability of the existing software are expensed as incurred.

Impairment of long-lived assets and intangible assets

The Group reviews long-lived assets and certain identifiable intangible assets subject to amortization for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. During this review, the Group re-evaluates the significant assumptions used in determining the original cost and estimated lives of long-lived assets. Although the assumptions may vary from asset to asset, they generally include operating results, changes in the use of the asset, cash flows and other indicators of value. Management then determines whether the remaining useful life continues to be appropriate or whether there has been an impairment of long-lived assets based primarily upon whether expected future undiscounted cash flows are sufficient to support the assets' recovery. If impairment exists, the Group would adjust the carrying value of the asset to fair value, generally determined by a discounted cash flow analysis.

Concentration of credit risk

Financial instruments that potentially subject the Group to concentrations of credit risk consist of cash and cash equivalents, time deposits, derivative financial instruments and accounts receivables. The Group maintains its cash and cash equivalents, time deposits, derivative financial instruments with banks having good reputation, good past track record, and who meet the minimum threshold requirements under the counterparty risk assessment process, and reviews their credit-worthiness on a periodic basis. Accounts receivables of the Group are typically unsecured. As there is no independent credit rating of the customer available with the Group, Management reviews the creditworthiness of customers based on their financial position, past experience and other factors. The Group entities perform ongoing credit evaluations of their customers' financial condition and monitor the creditworthiness of their customers to which they grant credit terms in the normal course of business. Refer to note 20 on 'Segment information' for details relating to customers with revenue that accounted for 10% or more of total revenue and their outstanding total accounts receivables and unbilled accounts receivable as of March 31, 2018 and 2017.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

Accounts receivables and allowance for accounts receivables

Accounts receivables are recorded at invoiced amounts, net of the Group's estimated allowances for doubtful accounts. The Group performs ongoing credit evaluations of its customers. Allowance for doubtful receivables is established in amounts considered to be appropriate based primarily upon write-off history, historical collections experience, aging analysis and management's specific evaluation of potential losses in the outstanding receivable balances. There is judgment involved with estimating the Group's allowance for doubtful accounts and if the financial condition of its customers were to deteriorate, resulting in their inability to make the required payments, the Group may be required to record additional allowances or charges against revenues. The Group writes-off accounts receivables against the allowance when it determines a balance is uncollectible and no longer actively pursues collection of the receivable. Amounts recovered, if any, from such debtors written off are accounted for on a receipt basis and disclosed as other income. The Group's accounts receivables are not collateralized by any security.

Revenue recognition

Revenues are recognized when all of the following general revenue recognition criteria are met:

- **Persuasive evidence of an arrangement exists:** Evidence of an arrangement consists of a written contract signed by both the customer and management prior to the end of the reporting period.
- **Delivery or performance has occurred:** The Group's software product has met the milestones contained in the software development contract, professional services are rendered, and any customer acceptance provisions have been satisfied.
- **Fees are fixed or determinable:** Fees from customer arrangements are generally at a contractually fixed price or based upon agreed upon time and material rates.
- **Collectability is probable:** Collectability is assessed on a customer-by-customer basis, based primarily on creditworthiness as determined by credit checks and analysis, as well as customer payment history. If it is determined prior to revenue recognition that collection of an arrangement fee is not probable, revenues are deferred until collection becomes probable or cash is collected, assuming all other revenue recognition criteria are satisfied.

License revenues sometimes may not be accounted for separately from software services revenues if professional services are essential to the software functionality and include significant modification or customization to or development of the underlying software code. Since these software arrangements do not qualify as a separate unit of accounting, the software license revenues are recognized using the percentage of completion method. When contracts contain multiple software and software-related elements (for example, software license, and maintenance and professional services) wherein Vendor-Specific Objective Evidence ("VSOE") exists for all undelivered elements, we account for the delivered elements in accordance with the "Residual Method". VSOE of fair value for post-contract customer support services is established by a stated renewal rates charged in stand-alone sales. VSOE of fair value of hosting services is based upon stand-alone sales of those services.

In addition, we have made further investments to create a robust and market-leading cloud platform that is well positioned to take advantage of significant opportunities in the insurance marketplace. We invoice customers a subscription based fee for our cloud platform. Revenue from subscription fees is recognized ratably over the life of the contract.

Time and material contracts — Professional services revenue consists primarily of revenue received for assisting with the development, and implementation of the Group's software, on-site support, and other professional consulting services. In determining whether professional services revenue should be accounted,

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

we review the nature of the Group's software products; whether they are ready for use by the customer upon receipt; the nature of the Group's implementation services, which typically do involve significant customization to or development of the underlying software code; and whether milestones or acceptance criteria exist that affect the realization of the services rendered. Substantially all of the Group's professional services arrangements are billed on a time and materials basis and, accordingly, are recognized as the services are performed. If there is significant uncertainty about the project completion or receipt of payment for professional services, revenue is deferred until the uncertainty is sufficiently resolved. Payments received in advance of rendering professional services are deferred and recognized when the related services are performed. Work performed and expenses incurred in advance of invoicing are recorded as unbilled receivables. These amounts are billed in the subsequent month.

Fixed price contracts — For arrangements that do not qualify for separate accounting for the license and professional services revenues, including arrangements that involve significant modification or customization of the software, that include milestones or customer specific acceptance criteria that may affect collection of the software license fees or where payment for the software license is tied to the performance of professional services, software license revenue is generally recognized together with the professional services revenue using the percentage-of-completion method. Under the percentage-of completion method, revenue recognized is equal to the ratio of costs expended to date to the anticipated total contract costs, based on current estimates of costs to complete the project. If there are milestones or acceptance provisions associated with the contract, the revenue recognized will not exceed the most recent milestone achieved or acceptance obtained. If the total estimated costs to complete a project exceed the total contract amount, indicating a loss, the entire anticipated loss would be recognized in the current period.

The Group also enters into multiple element revenue arrangements in which a customer may purchase a combination of a software license, hosting services, maintenance, and professional services. For multiple element arrangements that contain non-software related elements, for example the Group's hosting services, the Group allocates revenue to each element based upon VSOE of the undelivered elements and the Group accounts for the delivered elements in accordance with the "Residual Method". VSOE of fair value for the hosting, maintenance, and other post-contract customer support services ("PCS") is established by a stated renewal rate charged in stand-alone renewals of each type of PCS.

Revenue is shown net of applicable service tax, sales tax, value added tax and other applicable taxes. The Group has accounted for reimbursements received for out of pocket expenses incurred as revenues in the combined Statement of Operations.

Employee benefits

i) **Provident fund and other contribution plans:** In accordance with Indian law, generally all employees in India are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently at 12% each) of the employees' basic salary. These contributions are made to the fund which is administered and managed by the Government of India. The Group also makes payments to defined contribution plans established and maintained in accordance with the local laws of its Group entities. The Group's monthly contributions to all of these plans are charged to the combined Statement of Operations in the year they are incurred and there are no further obligations under these plans beyond those monthly contributions. The Group contributed $1,521, $1,378 and $1,292 towards all these contribution plans during the years ended March 31, 2018, March 31, 2017, and March 31, 2016, respectively.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

ii) **Superannuation plan:** The senior employees of the Indian Group entity are entitled to superannuation, a defined contribution plan (the "Superannuation Plan"). The Group makes a yearly contribution to the Superannuation Plan, which is administered and managed by the Life Insurance Corporation of India based on a specified percentage (presently at 12.5% to 15% depending on the grade of the employee) of each covered employee's basic salary. The Group contributed $37, $42 and $33 towards the Superannuation Plan during the fiscal years ended March 31, 2018, March 31, 2017, and March 31, 2016, respectively.

iii) **Pension commitments:** The Group pays contributions to a defined contribution pension scheme covering its employees for employees of the Group. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to $15, $30 and $25 for the fiscal years ended March 31, 2018, March 31, 2017, and March 31, 2016, respectively.

iv) **Gratuity plan:** The Group provides for gratuity obligation, a defined benefit retirement plan (the "Gratuity Plan") covering all employees in India who are eligible under the terms of their employment, and governed by India's Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement or upon termination of employment based on the respective employee's salary and the years of employment with the Group. The Group determines its liability towards the Gratuity Plan on the basis of actuarial valuation. Actuarial gains and losses arising from experience adjustments, and changes in actuarial assumptions are recognized immediately in the combined Statement of Operations as income or expense. These obligations are valued by independent qualified actuaries. The Group evaluates these critical actuarial assumptions at least annually. If actual results differ significantly from the Group's estimates, the Group's gratuity expense and its results of operations could be materially impacted. The Group's aggregate obligations under the Gratuity Plan were $420 for fiscal 2018.

v) **Leave encashment:** The Group has obligations with respect to the encashment of leave balances of certain of our employees in India and other countries. Leave encashment benefit is recognized using the accrual method. The Group's aggregate obligations under provision for accrued vacation (leave encashment) were $961 for fiscal 2018. The Group's total obligation under leave encashment was $4,303, as of March 31, 2018.

Financing costs

The Group amortizes financing costs and premiums, and accretes discounts, over the remaining life of the related debt using the effective interest amortization method. The expense is included in "Interest expense" in the combined Statements of Operations. We record discounts or premiums as a direct deduction from, or addition to, the amount of the related borrowing.

Stock-based compensation

Stock-based compensation represents the cost related to stock-based awards granted to employees. The Group measures stock-based compensation costs at the grant date, based on the estimated fair value of the award and recognizes the cost (net of estimated forfeitures) over the employee's requisite service period for the entire award. Forfeitures are estimated on the date of grant and revised if actual or expected forfeiture activity differs materially from the original estimates. The Group estimates the fair value of stock options using a Black-Scholes valuation model. The cost is recorded in Cost of Revenues, Selling, General and Administrative expenses and Research and Development expenses in the Consolidated and Combined Statement of Operations based on the employees' respective function.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

Advertising and sales commission costs

Advertising and promotion related expenses are charged to the combined Statement of Operations in the period incurred. Advertising expense for the years ended March 31, 2018, March 31, 2017 and March 31, 2016 was approximately $965, $1,032 and $1,350, respectively.

Sales commissions are recognized as an expense when earned by the sales representative, generally occurring at the time the customer order is signed.

Derivative instruments

All derivative instruments are recorded in the Consolidated Balance Sheet as either an asset or liability at their fair value. The Group normally enters into foreign exchange forward contracts and par forward contracts where the counter party is generally a bank, to mitigate its foreign currency risk on foreign currency denominated inter-company balances. For derivative financial instruments to qualify for hedge accounting, the following criteria must be met: (1) the hedging instrument must be designated as a hedge; (2) the hedged exposure must be specifically identifiable and expose the Group to risk; and (3) it is expected that a change in fair value of the derivative financial instrument and an opposite change in the fair value of the hedged exposure will have a high degree of correlation. The changes in the Group's derivatives' fair values are recognized in the consolidated and combined Statement of Operations unless specific hedge accounting and documentation criteria are met (i.e., the instruments are accounted for as hedges).

For items to which hedge accounting is applied, the Group records the effective portion of derivative financial instruments that are designated as cash flow hedges in Accumulated Other Comprehensive Income, a separate component of Stockholders' equity, and an amount is reclassified out of accumulated other comprehensive income into earnings to offset the earnings impact that is attributable to the risk being hedged. Any ineffectiveness or excluded portion of a designated cash flow hedge is recognized in the statement of operations. The related cash flow impacts of derivative activities are reflected as cash flows from operating activities.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time for forecasted transactions, any cumulative gain or loss on the hedging instrument recognized in Accumulated Other Comprehensive Income is retained there until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognized in hedging reserve is transferred to the consolidated and combined Statement of Operations for the year.

For derivative financial instruments that do not qualify for hedge accounting, realized gains or losses and changes in the estimated fair value of these derivative financial instruments are recorded in Other Income/(Expenses).

The fair value of derivatives expiring within 12 months is classified as a current asset or liability, and that with a longer maturity is classified as a non-current asset or liability.

Income taxes

Income taxes are accounted for under the asset and liability method. Deferred income taxes reflect the tax effect of temporary differences between asset and liability amounts that are recognized for financial reporting purposes and the amounts that are recognized for income tax purposes. These deferred taxes are measured by applying currently enacted tax laws. The effect on deferred tax assets and liabilities of a change in enacted tax rates is recognized in the Statement of Operations in the year of change.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

Valuation allowances are recognized to reduce deferred tax assets to the amount that will more likely than not be realized. In assessing the need for a valuation allowance, management considers all available evidence for each jurisdiction including past operating results, estimates of future taxable income and the feasibility of ongoing tax planning strategies. When the Group changes its determination as to the amount of deferred tax assets that can be realized, the valuation allowance is adjusted with a corresponding impact to income tax expense in the period in which such determination is made. In fiscal year ended March 31, 2018 the Company made an adjustment of $2.40 million to write down the Company's deferred tax asset in line with the recent changes made to the Tax Code.

The Group recognizes tax liabilities when, despite the Group's belief that its tax return positions are supportable, the Group believes that certain positions may not be fully sustained upon review by the tax authorities. Benefits from tax positions are measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon settlement. To the extent that new information becomes available which causes the Group to change its judgment regarding the adequacy of existing tax liabilities, such changes to tax liabilities will impact income tax expense in the period in which such determination is made. Interest and penalties, if any, related to accrued liabilities for potential tax assessments are included in income tax expense.

Business combination

The purchase price of an acquisition is allocated to the underlying assets acquired and liabilities assumed based upon their estimated fair values at the date of acquisition. To the extent the purchase price exceeds the fair value of the net identifiable tangible and intangible assets acquired and liabilities assumed, such excess is allocated to goodwill. The Group determines the estimated fair values after review and consideration of relevant information, including discounted cash flows, and estimates made by management. Acquisition-related costs are recognized separately from the acquisition and are expensed as incurred. The cost of an acquisition also includes the fair value of any contingent consideration. Any subsequent changes to the fair value of contingent consideration classified as liabilities are recognized in the Statement of operations.

Earnings per share

Basic and diluted earnings/(losses) per share are computed as net income/(loss) divided by the weighted-average number of common shares outstanding for the period.

3 RECENT ACCOUNTING PRONOUNCEMENTS

Recently Issued Accounting Standards

Improvements on Employee Share-Based Payment Accounting

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-09, "Improvements on Employee Share-Based Payment Accounting (Topic 718)" ("ASU 2016-09"), which simplifies several aspects of the accounting for employee share-based payment transactions for both public and nonpublic entities, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. The new standard is effective for annual periods beginning after December 15, 2016 and interim periods within those years. The standard became effective for the Company on April 1, 2017. The adoption of this update did not have a material impact on the Company's consolidated financial statements.

3 RECENT ACCOUNTING PRONOUNCEMENTS continued

Revenue from Contracts with Customers

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)", which provides guidance for revenue recognition. This ASU affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of non-financial assets. This ASU will supersede the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific guidance.

In August 2015, the FASB issued ASU No. 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date", deferring the effective date of this standard. As a result, the ASU and related amendments became effective for the Company for its fiscal year beginning April 1, 2018, including interim periods within that fiscal year.

Subsequently, the FASB issued ASU No. 2016-08, "Principal Versus Agent Consideration (or Reporting Revenue Gross versus Net)" in March 2016, ASU No. 2016-10, Identifying Performance Obligations and Licensing in April 2016, and ASU No. 2016-12, Narrow-Scope Improvements and Practical Expedients in May 2016. These amendments clarified certain aspects of Topic 606 and will also be effective for the Company for its fiscal year beginning April 1, 2018.

The core principle of Topic 606 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. Topic 606 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than are required under existing GAAP, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation, among others. Topic 606 also provides guidance on the recognition of costs related to obtaining customer contracts.

The Company has adopted these ASUs (collectively, Topic 606) as of April 1, 2018. Topic 606 permits two methods of adoption: retrospectively to each prior reporting period presented (the "Full Retrospective Method"), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the "Modified Retrospective Method"). The Company intends to apply the Modified Retrospective Method. Although the Company does not expect a material impact on revenues, we expect that the new standard will expand disclosure, specifically around the quantitative and qualitative information about the Company's underlying performance obligations.

Business Combinations (Topic 805): Clarifying the Definition of a Business

In January 2017, the FASB issued ASU 2017-01, "Business Combinations (Topic 805)": Clarifying the Definition of a Business, which provides a more robust framework to use in determining when a set of assets and activities is a business. The standard became effective for the Company beginning April 1, 2018. Based on its current assessment, the Company does not expect the adoption of this update to have a material impact on its consolidated financial statements.

Financial Instruments

In January 2016, the FASB issued ASU 2016-01, Financial Instruments, which impacts certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The standard will be effective for the Company beginning April 1, 2018. The Company is currently evaluating the effect the updated standard will have on its consolidated financial statements and related disclosures.

3 RECENT ACCOUNTING PRONOUNCEMENTS continued

Statement of Cash Flows (Topic 230): Restricted Cash

In November 2016, the FASB issued ASU 2016-18," Statement of Cash Flows (Topic 230)": Restricted Cash, which requires the statement of cash flows to report changes in cash, cash equivalents, and restricted cash. The standard will be effective for the Company beginning April 1, 2018. Based on its current assessment, the Company does not expect the adoption of this update to have a material impact on its consolidated financial statements.

Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments

In August 2016, the FASB issued ASU 2016-15, "Statement of Cash Flows (Topic 230)": Classification of Certain Cash Receipts and Cash Payments (ASU 2016-15), which clarifies how companies present and classify certain cash receipts and cash payments in the statement of cash flows. The standard became effective for the Company beginning April 1, 2018. Based on its current assessment, the Company does not expect the adoption of this update to have a material impact on its consolidated financial statements.

Income Tax Consequences of an Intra-Entity Transfer of Assets Other Than Inventory (Topic 740)

In October 2016, the FASB issued ASU 2016-16, "Income Taxes — Intra-Entity Transfers of Assets Other Than Inventory (Topic 740)", which requires entities to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The new standard must be adopted using a modified retrospective transition method which is a cumulative-effective adjustment to retained earnings as of the beginning of the first effective reporting period. The standard became effective for the Company beginning April 1, 2018. Based on its current assessment, the Company does not expect the adoption of this update to have a material impact on its consolidated financial statements.

Scope of Modification Accounting

In May 2017, the FASB issued ASU No. 2017-09, Scope of Modification Accounting (Topic 718) ("ASU 2017-09"), which amends the scope of modification accounting for share-based payment arrangements. ASU 2017-09 provides guidance on the types of changes to the terms or conditions of share-based payment awards to which an entity would be required to apply modification accounting under ASC 718. Specifically, an entity would not apply modification accounting if the fair value, vesting conditions, and classification of the awards are the same immediately before and after the modification. The new standard is effective for annual periods beginning after December 15, 2017 and interim periods within those years. Early adoption is permitted. The standard will be effective for the Company beginning April 1, 2018. The Company is currently evaluating the impact this update will have on its consolidated financial statements.

Accounting for Leases (Topic 842)

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)" ("ASU 2016-02"), which requires lessees to put most leases on their balance sheets but recognize the expenses on their income statements in a manner similar to current practice. ASU 2016-02 states that a lessee would recognize a lease liability for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term. The standard became effective for the Company beginning April 1, 2019. Based on its current assessment, the Company does not expect the adoption of this update to have a material impact on its consolidated financial statements.

Simplifying the Test for Goodwill Impairment (Topic 350)

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, "Intangibles — Goodwill and Other (Topic 350)": Simplifying the Test for Goodwill Impairment, which removes the

3 RECENT ACCOUNTING PRONOUNCEMENTS continued

requirement for an entity to calculate the implied fair value of goodwill (as part of step 2 of the current goodwill impairment test) in measuring a goodwill impairment loss. The standard will be effective for the Company beginning April 1, 2020. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. Based on its current assessment, the Company does not expect the adoption of this update to have a material impact on its consolidated financial statements.

Emerging growth company

We are an "emerging growth company" under the federal securities laws and are subject to reduced public company reporting requirements. In addition, Section 107 of the Jumpstart Our Business Startups ("JOBS") Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have taken advantage of the extended transition period for complying with new or revised accounting standards. As a result, our financial statements may not be comparable to those of companies that comply with public company effective dates for complying with new or revised accounting standards.

4 FAIR VALUE OF FINANCIAL INSTRUMENTS

The Group's financial instruments consist primarily of cash and cash equivalents, short term investments in time deposits, restricted cash, derivative financial instruments, accounts receivables, unbilled accounts receivable, accounts payable, contingent consideration liability and accrued liabilities. The carrying amount of cash and cash equivalents, short term investments in time deposits, restricted cash, accounts receivables, unbilled accounts receivable, accounts payable and accrued liabilities as of the reporting date approximates their fair market value due to the relatively short period of time of original maturity tenure of these instruments.

Basis of Fair Value Measurement

Fair value is defined as the exchange price that would be received for an asset or an exit price paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The current accounting guidance for fair value measurements defines a three-level valuation hierarchy for disclosures as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level I that are observable, unadjusted quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

4 FAIR VALUE OF FINANCIAL INSTRUMENTS continued

Level 3: Unobservable inputs that are supported by little or no market activity, which require the Group to develop its own assumptions. The following table sets forth the financial assets, measured at fair value, by level within the fair value hierarchy as of March 31, 2018 and 2017:

	As of March 31,	
	2018	2017
Assets		
Level 2		
Derivative financial instruments (included in the following line items in the Combined balance sheet)		
Other assets	$ 46	$ —
Other liabilities	(17)	(10)
Prepaid expenses and other current assets	194	99
Accrued expenses and other liabilities	(127)	—
	$ 96	**$ 89**
Level 3		
Contingent consideration		
Other liabilities	$ —	$ —
Accrued expenses and other liabilities	(835)	(756)
	$(835)	**$(756)**
Total	**$(739)**	**$(667)**

The following table presents the change in level 3 instruments:

	As of March 31,		
	2018	2017	2016
Opening balance	$(756)	$(593)	$(1,712)
Additions	—	—	—
Total (Losses)/gains recognized in Statement of Operations	(79)	(163)	(344)
Settlements	—	—	1,463
Closing balance	**$(835)**	**$(756)**	**$ (593)**

Contingent consideration pertaining to the acquisition of the consulting business of Agile Technologies, LLC, a New Jersey limited liability company ("Agile"), as of December 31, 2015 has been classified under level 3 as the fair valuation of such contingent consideration has been done using one or more of the significant inputs which are not based on observable market data. The fair value of the contingent consideration was estimated using a discounted cash flow technique with significant inputs that are not observable in the market. The significant inputs not supported by market activity included the Group's probability assessments of expected future cash flows related to its acquisition of the consulting business of Agile during the earn-out period, appropriately discounted considering the uncertainties associated with the obligation, and calculated in accordance with the terms of the asset purchase agreement (the "Agile Agreement"), dated December 12, 2014, as amended on January 26, 2016. The total (losses)/gains attributable to contingent consideration payable for the acquisition of the Agile business were $(79) and $(163) for the fiscal years ended March 31, 2018 and March 31, 2017.

4 FAIR VALUE OF FINANCIAL INSTRUMENTS continued

The fair value of derivative financial instruments is determined based on observable market inputs and valuation models. The derivative financial instruments are valued based on valuations received from the relevant counter-party (i.e., bank). The fair value of the foreign exchange forward contract and foreign exchange par forward contract has been determined as the difference between the forward rate on the reporting date and the forward rate on the original transaction, multiplied by the transaction's notional amount (with currency matching). The Group paid $11,000 to Agile as earn-out consideration in the fiscal year ended March 31, 2018. The Group paid $11,000 to Agile as earn-out consideration in the fiscal year ended March 31, 2017. The Group paid $15,000 to Agile as earn-out consideration in the fiscal year ended March 31, 2016. The Group no further obligations with respect to earn-out payments.

5 PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	As of March 31,	
	2018	2017
Leasehold improvements	$ 655	$ 549
Computers	6,191	6,444
Plant and Equipment	1,316	3,506
Furniture and Fixtures	1,537	2,469
Vehicles	266	260
Office Equipment	697	971
Capital Work in Progress	37	—
Total	**$10,699**	**$ 14,199**
Less: Accumulated depreciation	(7,944)	(10,540)
Property and Equipment, net	**$ 2,755**	**$ 3,659**

As of March 31, 2018 and 2017, the Group has hypothecated assets with net carrying values amounting to $41 and $59, respectively. Depreciation expense was $2,130, $1,955 and $1,080 for the fiscal years ended March 31, 2018, March 31, 2017, and March 31, 2016, respectively.

6 INTANGIBLE ASSETS

Intangible assets consist of the following:

	Weighted Average amortization period (in years)	As of March 31, 2018			As of March 31, 2017		
		Gross carrying amount	Accumulated amortization	Net carrying value	Gross carrying amount	Accumulated amortization	Net carrying value
Customer contracts	3	$ 2,950	$ (1,955)	$ 995	$ 2,950	$ (1,955)	$ 995
Customer relationships	6	6,720	(2,205)	4,515	6,720	(1,828)	4,892
Intellectual Property Rights	3	494	(494)	—	2,299	(2,299)	—
Technology	6	3,110	(2,781)	329	3,110	(907)	2,203
Software	3	4,807	(4,111)	696	4,165	(3,547)	618
Total	**4**	**$18,081**	**$(11,546)**	**$6,535**	**$19,244**	**$(10,536)**	**$8,708**

6 INTANGIBLE ASSETS continued

All the intangible assets have finite lives and as such are subject to amortization. Amortization expense was $2,719, $2,764 and $2,762 for the fiscal years ended March 31, 2018, March 31, 2017, and March 31, 2016, respectively.

The estimated aggregate amortization expense for the next five fiscal years and thereafter is as follows:

Year ended March 31,	Future Amortization
2019	$1,893
2020	1,457
2021	1,358
2022	677
2023	558
Thereafter	592
Total	**$6,535**

7 ACCOUNTS RECEIVABLES AND ALLOWANCE FOR DOUBTFUL DEBTS

	As of March 31,	
	2018	2017
Customers (trade)	$20,838	$13,627
Less: Allowance for doubtful receivables	(1,735)	(1,400)
Accounts receivables	**$19,103**	**$12,227**

The Group's credit period for its customers generally ranges from 30 – 45 days. The Group has collectively and individually evaluated all of its accounts receivables for collectability.

	As of March 31,	
	2018	2017
Opening balance	$1,400	$ 427
Current period provision	795	1,017
Reversals during current period	(458)	(32)
Foreign currency translation adjustments	(2)	(12)
Closing balance	**$1,735**	**$1,400**

The Group entities perform ongoing credit evaluations of their customers' financial condition and monitor the credit worthiness of their customers to which they grant credit terms in the normal course of business. In their evaluation, they use certain factors like historical experience and use management judgment in assessing credit quality.

8 PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consist of the following:

	As of March 31	
	2018	2017
Prepaid expenses	$1,951	$1,941
Advance for expenses	603	419
Loans and advance to employees	206	117
Derivative financial instruments	194	99
Advance tax	4,957	1,530
Rent Deposits	1,250	1,263
Service tax	286	453
Other advances and receivables	47	139
Total	**$9,494**	**$5,961**

Advance for expenses includes foreign currency advances, travel advances and advances to suppliers. Other advances and receivables mainly include amount recoverable from statutory authorities and miscellaneous advances.

9 CAPITAL LEASE OBLIGATIONS

The Group leases vehicles under capital leases which are stated at the present value of the minimum lease payments. The gross stated amounts for such capital leases are nil and $101 and related accumulated depreciation recorded under capital leases are nil and $42, respectively as of March 31, 2018 and 2017. At the termination of the leases, the Group has an option to receive title to the assets at no cost or for a nominal payment.

Depreciation expenses in respect of assets held under capital leases were $5, $25 and $21 for the years ended March 31, 2018, March 31, 2017, and March 31, 2016, respectively.

There are no future minimum lease payments under capital leases as of March 31, 2018.

The Group acquired software under a hire purchase arrangement which are stated at the present value of the minimum installment payments. The gross stated amounts for such software are $430 and $459 and related accumulated depreciation recorded is $107 and $23, respectively as of March, 2018 and 2017.

Depreciation expenses, in respect of assets held under hire purchase were $86 and $23 for the fiscal years ended March 31, 2018 and March 31, 2017, respectively.

The following is a schedule of the future minimum installment payment under hire purchase, together with the present value of the net minimum installment payments as of March 31, 2018.

Year ended March 31,	Amount
2019	$209
Total minimum installment payments of hire purchase	**$209**
Less: Interest portion	6
Present value of net minimum installments of hire purchase	**$203**

10 BORROWINGS

Line of Credit

On March 25, 2011, we entered into a secured revolving working capital line of credit facility with ICICI Bank Limited ("ICICI") under which the maximum borrowing limit was $5,000. The interest rate on the credit facility at March 31, 2016 was three-month LIBOR plus 350 basis points and increased to three-month LIBOR plus 375 basis points with the second extension of this facility described below. The credit facility was guaranteed by Mastek Ltd., subject to the terms and conditions set forth in the guarantee. The credit facility initially matured on November 11, 2015. On November 20, 2015, we extended this line of credit to February 11, 2016. The facility was further extended to May 9, 2016 and again extended to May 15, 2017. Majesco paid a processing fee of $12.50 in connection with the second extension and a processing fee of $50.83 in connection with the third extension. In connection with these extensions of the Majesco line of credit, Mastek Ltd. also extended its guarantee of such line of credit. Majesco has agreed to pay a fee and indemnify Mastek Ltd. against any payments made by Mastek Ltd. in connection with this guarantee. On January 20, 2017, we paid in full the balance under this facility with proceeds from a new $10,000 receivables purchase facility with HSBC Bank USA, National Association ("HSBC") described below, and this facility was terminated. On repayment of this facility, the guarantee by Mastek Ltd. of this facility was also terminated and our liability to Mastek Ltd. regarding this guarantee also ceased to exist. The interest rate on the credit facility was 4.75% at January 20, 2017.

This facility was secured by a continuing first priority lien on and security interest in, among other things, all of Majesco's personal property and assets (both tangible and intangible), including accounts receivable, cash, certificated and uncertificated securities and proceeds of any insurance or indemnity payable to us with respect to the collateral. This facility contained financial covenants, as well as restrictions on, among other things, our ability to incur debt or liens; make loans and investments; enter into mergers, acquisitions and other business combinations; engage in asset sales; or amend our governing documents. This facility also restricted us from paying dividends upon and during the continuation of an event of default.

MSSIPL Facilities

On June 30, 2015, our subsidiary, Majesco Software and Solutions India Pvt. Ltd. ("MSSIPL"), entered into a secured Pre Shipment in Foreign Currency and Post Shipment in Foreign Currency ("PCFC") facility with Yes Bank pursuant to which MSSIPL may request 3 months pre-export advances and advances against export collection bills. The maximum borrowing limit was initially 300 million Indian rupees. The interest rate on this PCFC facility was initially USD 3 months LIBOR plus 275 basis points. The interest rate on this PCFC facility is determined at the time of each advance This PCFC facility is secured by a first pari passu charge over the current assets of MSSIPL. Excess outstanding beyond 100 million Indian rupees is to be backed by 100% fixed deposit receipts in MSSIPL or Majesco Limited. On September 27, 2016, MSSIPL extended this PCFC facility to June 17, 2017.

On September 13, 2017, MSSIPL entered into an addendum facility letter (the "2017 Addendum") to its addendum facility letter dated September 27, 2016 with respect to the PCFC facility with Yes Bank dated June 30, 2015. The 2017 Addendum further extended the maturity date of the PCFC facility to May 22, 2018 and reduced the maximum borrowing limit from 300 million Indian rupees to 130 million Indian rupees, or approximately $1,998 based upon the exchange rate on March 31, 2018. There is no outstanding balance against this loan as of March 31, 2018.

In addition, the 2017 Addendum also amended the interest rate of the PCFC facility to LIBOR plus 150 basis points plus 2%. The interest rate on the PCFC facility is determined at the time of each advance.

As of March 31, 2018, the Group was in compliance with the terms of this facility.

10 BORROWINGS continued

On May 9, 2017, MSSIPL and Standard Chartered Bank entered into an Export Invoice Financing Facility, Working Capital Overdraft Facility, Short Term Loans Facility, Bonds and Guarantees Facility and Pre Shipment Financing Under Export Orders Facility (the "Combined Facility") pursuant to which Standard Chartered Bank agreed to a Combined Facility of up to 200 million Indian rupees (or approximately $3,075 at exchange rates in effect on March 31, 2018). The Export Invoice Financing Facility is for the financing of MSSIPL's sale of goods, as evidenced by MSSIPL's invoice to the customer. Each amount drawn is required to be repaid within 90 days. The interest on this facility is based on the marginal cost of funds based lending rate (the "MCLR") plus a margin to be agreed with Standard Chartered Bank at the time of each drawdown. The MCLR is to be determined on the date of each disbursement and be effective until repayment. Interest will accrue from the utilization date to the date of repayment or payment of that utilization. The Working Capital Overdraft Facility and the Short Term Loans Facility are for working capital purposes and subject to sub-limits. The interest on these facilities is based on the MCLR plus a margin to be agreed with Standard Chartered Bank at the time of each borrowing. The MCLR is to be determined on the date of each disbursement and is effective until repayment or maturity. Interest will accrue from the draw down date up to the repayment or maturity date. The Bonds and Guarantees Facility is for the issuance of guarantees and subject to commissions as agreed with Standard Chartered Bank from time to time. The Pre Shipment Financing Under Export Orders Facility is for the purchase of raw material, processing, packing, transportation, warehousing and other expenses and overheads incurred by MSSIPL to ready goods for sale. The interest on this facility is based on the MCLR plus a margin to be agreed with Standard Chartered Bank at the time of each borrowing. The MCLR is to be determined on the date of utilization and is effective until repayment. Interest will accrue from the utilization date up to the repayment date.

The interest under the Combined Facility may be changed by Standard Chartered Bank upon the occurrence of certain market disruption events. The Combined Facility is secured by a first pari passu security interest over the current assets of MSSIPL. MSSIPL was in compliance under the terms of this Combined Facility as of March 31, 2018. There are no outstanding loans under this Combined Facility as of March 31, 2018.

Term Loan Facility

On March 23, 2016, Majesco entered into a Loan Agreement (the "Loan Agreement") with HSBC pursuant to which HSBC agreed to extend loans to Majesco in the amount of up to $10,000 and Majesco issued a promissory note to HSBC in the maximum principal amount of $10,000 or any lesser amount borrowed under the Loan Agreement (the "Note", and together with the "Loan Agreement", the "Facility"). The outstanding principal balance of the loan bears interest based on LIBOR plus a margin in effect on the first day of the relevant interest period. Until January 1, 2018, only interest was payable under the loan. Commencing on January 1, 2018, and on each January 1 and July 1 thereafter until July 1, 2020, installments of principal in the amount of $1,667 shall be due and payable semi-annually. All principal and interest outstanding under the Note shall be due and payable on March 1, 2021. The Facility is unsecured and supported by a letter of credit issued by a bank of $10,000, which is secured by a cash pledge of our parent company, Majesco Limited. As of March 31, 2018, we had $8,333 outstanding under this Facility. As of March 31, 2018, we were in compliance with the terms of this Facility.

The Facility contains affirmative covenants that require Majesco to furnish financial statements to HSBC and cause Majesco Limited to maintain (1) a Net Debt-to-EBITDA Ratio (as defined in the Loan Agreement) of not more than (a) 5.00 to 1.00 as of the last day of its 2017 fiscal year and (b) 2.50 to 1.00 as of the last day of each fiscal year thereafter, and (2) a Debt Service Coverage Ratio (as defined in the Loan Agreement) of not less than 1.50 to 1.00 as of the last day of each fiscal year. The Facility contains restrictive covenants on Majesco, including restrictions on declaring or paying dividends upon and during

10 BORROWINGS continued

the continuation of an event of default, incurring additional indebtedness, selling material portions of its assets or undertaking other substantial changes to the business, purchasing or holding securities for investment, and extending credit to any person outside the ordinary course of business. The Facility also restricts any transfer or change in, or assignment or pledge of the ownership or control of Majesco which would cause Majesco Limited to directly own less than fifty one percent (51%) of the issued and outstanding equity interests in Majesco. The Facility also restricts Majesco Limited from incurring any Net Debt (as defined in the Loan Agreement) in excess of $25,000 at any time prior to April 1, 2017. The Facility also contains a customary events of default provision and indemnification provisions whereby Majesco will indemnify HSBC against all losses or damages related to the Facility; provided, however, that Majesco shall not have any indemnification obligations to HSBC for any claims caused by HSBC's gross negligence or willful misconduct. Majesco used the loan proceeds to repay existing indebtedness and for capital expenditures, working capital and other general corporate purposes.

Receivable Purchase Facility

On January 13, 2017, Majesco and its subsidiaries Majesco Software and Solutions Inc. ("MSSI"), and Cover-All Systems, jointly and severally entered into a Receivable Purchase Agreement with HSBC pursuant to which HSBC may advance funds against receivables at an agreed advance rate. The outstanding aggregate amount of all advances may not exceed a $10,000 facility limit. The facility bears interest at two (2%) per cent plus the ninety (90) day LIBOR rate. HSBC will also receive an arrangement fee equal to 0.20% of the facility limit and a facility review fee equal to 0.20% of the facility limit. Majesco will serve as HSBC's agent for the collection of receivables, and Majesco will collect and otherwise enforce payment of the receivables. HSBC has a security interest in accounts of MSSI and Cover-All Systems. The term of the Receivable Purchase Agreement is for a minimum period of twelve (12) months and shall continue unless terminated by either party. Either party may terminate the Receivable Purchase Agreement at any time upon sixty (60) days' prior written notice to the other party. The Receivable Purchase Agreement will provide additional liquidity to the Group for working capital and other general corporate purposes. As of March 31, 2018, Majesco had $5,262 outstanding under this facility. Majesco used proceeds from this facility to refinance the ICICI facility described above, to fund capital expenditures and for working capital and other general corporate purposes.

Auto loan

MSSIPL has obtained the auto loan from HDFC Bank for purchase of a vehicle. This loan is secured by the hypothecation of the vehicle. The outstanding balance of loan as of March 31, 2018 is $41.39.

11 ACCRUED EXPENSES AND OTHER LIABILITIES

Accrued expenses and other liabilities consist of the following:

	As of March 31,	
	2018	2017
Accrued expenses	$ 4,537	$ 3,826
Statutory payments	1,757	1,423
Provision for taxation	4,324	1,298
Leave encashment	3,393	3,130
Derivative financial instruments	127	—
Employee benefits	7,059	4,739
Others	835	495
Accrued expenses and other liabilities	**$22,032**	**$14,911**

12 DERIVATIVE FINANCIAL INSTRUMENTS

The following table provides information of fair values of derivative financial instruments:

	Asset		Liability	
	Noncurrent*	Current*	Noncurrent*	Current*
As of March 31, 2018				
Designated as hedging instruments under Cash Flow Hedges				
Foreign exchange forward contracts	$46	$194	$17	$127
Total	$46	$194	$17	$127
As of March 31, 2017				
Designated as hedging instruments under Cash Flow Hedges				
Foreign exchange forward contracts	$ 0	$ 99	$10	$ 0
Total	**$ 0**	**$ 99**	**$10**	**$ 0**

* The noncurrent and current portions of derivative assets are included in 'Other assets' and 'Prepaid expenses and other current assets', respectively, and of derivative liabilities are included in 'Other liabilities' and 'Accrued expenses and other liabilities', respectively in the Combined Balance Sheet.

Cash Flow Hedges and Other derivatives

The Group uses foreign currency forward contracts and par forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain commitments and forecasted transactions. The Group designates these hedging instruments as cash flow hedges. The use of hedging instruments is governed by the policies which are approved by Board of Directors of the Group.

Derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships are classified in financial instruments at fair value through profit or loss.

The aggregate contracted USD notional amounts of the Group's foreign exchange forward contracts (sell) outstanding as of March 31, 2018 amounted to $18,250 and as of March 31, 2017 amounted to nil.

The aggregate contracted GBP notional amounts of the Group's foreign exchange forward contracts (sell) outstanding as of March 31, 2018 amounted to GBP 1,155 and as of March 31, 2017 amounted to GBP 2,080.

12 DERIVATIVE FINANCIAL INSTRUMENTS continued

The outstanding forward contracts as of March 31, 2018 mature between 1 to 12 months. As of March 31, 2018, the Group estimates that $68, net of tax, of the net gains/(losses) related to derivatives designated as cash flow hedges recorded in accumulated other comprehensive income (loss) is expected to be reclassified into earnings within the next 12 months.

The related cash flow impacts of all of the Group's derivative activities are reflected as cash flows from operating activities.

The following table provides information of the amounts of pre-tax gains/(losses) recognized in and reclassified from AOCI of derivative instruments designated as cash flow hedges:

	Amount of Gain/(Loss) recognized in AOCI (effective portion)	Amount of Gain/(Loss) reclassified from AOCI to Statement of Operations (Revenue)
For the year ended March 31, 2018		
Foreign exchange forward contracts	$ 294	$(287)
Total	**$ 294**	**$(287)**
For the year ended March 31, 2017		
Foreign exchange forward contracts	$ 167	$(254)
Total	**$ 167**	**$(254)**
For the year ended March 31, 2016		
Foreign exchange forward contracts	$(167)	$(202)
Total	**$(167)**	**$(202)**

13 RETIREMENT BENEFIT OBLIGATION — GRATUITY

Employees of the Group who are in India, participate in a gratuity employee benefit plan sponsored by MSSIPL, which is a defined benefit plan. In India, gratuity is governed by the Payment of Gratuity Act, 1972. This plan is accounted for as multi-employer benefit plan in these combined financial statements and, accordingly, the Group's Consolidated Balance Sheets do not reflect any assets or liabilities related to these plans. The Group's Combined Statements of Operations includes expense allocations for these benefits. The Group considers the expense allocation methodology and results to be reasonable for all periods presented.

Plan information is as follows:

Legal name of the plan: Majesco Software & Solutions India Private Limited Employees' Group Gratuity Assurance Scheme (C. A.)

	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016
Group's Total Contributions to plan	$2,957	$2,957	$2,957
	$2,957	**$2,957**	**$2,957**

13 RETIREMENT BENEFIT OBLIGATION — GRATUITY continued

Total plan assets and actuarial present value of accumulated plan benefits are as follows:

	As of March 31,	
	2018	2017
Total plan assets	$2,921	$2,908
Actuarial present value of accumulated plan benefits	2,975	2,449
Total contributions received by the plan from all employers (for the period ended)	0.06	0.06

14 ACCUMULATED OTHER COMPREHENSIVE INCOME

Changes in accumulated other comprehensive income by component are as follows:

	Year ended March 31, 2018			Year ended March 31, 2017			Year ended March 31, 2016		
	Before tax	Tax effect	Net of Tax	Before tax	Tax effect	Net of Tax	Before tax	Tax effect	Net of Tax
Other comprehensive income									
Foreign currency translation adjustments									
Opening balance	$(345)	—	(345)	$ 222	—	222	$ 1,884	—	1,884
Change in foreign currency translation adjustments	638	—	638	(567)	—	(567)	(1,662)	—	(1,662)
Closing balance	**$ 293**	**—**	**293**	**$(345)**	**—**	**(345)**	**$ 222**	**—**	**222**
Unrealized gains/(losses) on cash flow hedges									
Opening balance	$ 89	(31)	58	$ 176	(60)	116	$ 545	(185)	360
Unrealized gains/(losses) on cash flow hedges	294	(84)	210	167	(57)	110	(167)	57	(110)
Reclassified to Statement of Operations	(287)	86	(201)	(254)	86	(168)	(202)	69	(133)
Net change	**$ 7**	**2**	**9**	**$ (87)**	**29**	**(58)**	**$ (369)**	**126**	**(243)**
Closing balance	**$ 96**	**(29)**	**67**	**$ 89**	**(31)**	**58**	**$ 176**	**(59)**	**117**

15 INCOME TAXES

	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016
United States	$(12,049)	$(1,508)	$ 19.189
Foreign	9,103	683	(23,938)
(Loss)/Income before provision for income taxes	**$ (2,946)**	**$ (825)**	**$ (4,749)**

15 INCOME TAXES continued

The Group's (provision)/benefit for income taxes consists of the following:

	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016
Current:			
U.S. Federal and state	$ 109	$ 28	$ 753
Foreign	3,188	270	238
Total current	**$ 3,297**	**$ 298**	**$ 991**
Prior Period – Current Tax:			
U.S. Federal and state	$ 109	$ 86	$ 49
Foreign	$ —	$ 27	$ —
Total Prior Period – Current Tax	**$ 109**	**$ 113**	**$ 49**
Deferred:			
U.S. Federal and state	$(1,321)	$(366)	$(2,052)
Foreign	(30)	52	(175)
Total deferred	**$(1,351)**	**$(314)**	**$(2,227)**
Provision for income taxes recognized in Statement of Operations	**$ 2,055**	**$ 97**	**$(1,187)**

The total income tax expense differs from the amounts computed by applying the statutory federal income tax rate of 30.75% as follows:

	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016
Net (loss)/income before taxes	(2,946)	(825)	(4,749)
Computed tax expense	(1,157)	(324)	(1,866)
Non-deductible expenses			
– Stock based compensation and Meals & Entertainment	1,625	697	367
– Others	70	66	97
Valuation allowance	—	(228)	—
Tax charge/(credit) of earlier year assessed in current year	108	113	330
Loss on effective tax rate reduction from 39.3% to 27.3%	2,399	—	—
Net tax credit on R&D and Sec 199 deduction	(361)	(306)	(169)
Tax exemption	(246)		
Difference arising from different tax jurisdiction	(427)	(140)	(127)
Others	44	219	181
Total taxes recognized in Statement of Operations	**2,055**	**97**	**(1,187)**

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act ("Tax Act"). The Tax Act establishes new tax laws that affect 2018 and future years, including a reduction in the U.S. federal corporate income tax rate to 21 percent effective April 1, 2018. The blended statutory federal rate, taking into account the 21% rate under the new law, is

15 INCOME TAXES continued

30.75%. For certain deferred tax assets and deferred tax liabilities, the Company has reduced the carrying value of the deferred tax assets and liabilities as a result of the Tax Act. In fiscal year ended March 31, 2018 the Company made an adjustment of $2.40 million to write down the Company's deferred tax asset in line with the recent changes made to the Tax Code.

Significant components of activities that gave rise to deferred tax assets and liabilities included on the Balance Sheet was as follows:

	As of March 31,	
	2018	**2017**
Deferred tax assets/(liability):		
Employee benefits	1,890	1,538
Property and equipment	206	38
Goodwill	573	1,120
Allowance for impairment of accounts receivables	443	385
Carry forwarded income tax losses	4,687	4,883
Tax credit for R&D expenses	1,295	951
Derivative financial instruments	(28)	(—)
Others	(819)	(1,413)
Gross deferred tax assets	**8,247**	**7,502**
Less: Valuation allowance	(1,076)	(1,628)
Net deferred tax assets	**7,171**	**5,874**
Current portion of deferred tax assets	—	2,018
Non-current portion of deferred tax assets	7,171	3,856

A valuation allowance is established attributable to deferred tax assets recognized on carry forward tax losses and tax credit for R&D expenses by the Group where, based on available evidence, it is more likely than not that they will not be realized. Significant management judgment is required in determining provision for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against deferred tax assets. The valuation allowance is based on the Group's estimates of taxable income by jurisdiction in which the Group operates and the period over which deferred tax assets will be recoverable. The change in valuation allowance is $(551), $165 and $353 for the years ended March 31, 2018, March 31, 2017, and March 31, 2016, respectively.

The Group entity in Canada has recognized a valuation allowance on deferred income tax assets recognized on carry-forward losses and tax credit for R&D expenses amounting to $798 and nil as of March 31, 2018, $1,335 and nil as of March 31, 2017 and $1,194 and nil as of March 31, 2016, respectively because it is not probable that future taxable profit will be available against which these temporary difference can be utilized. These carry forward losses and tax credit for R&D expenses do not have any expiry date.

The Group entity in Thailand has recognized a valuation allowance on deferred income tax assets recognized on carry-forward losses amounting to $278 as of March 31, 2018, $293 as of March 31, 2017 and $269 as of March 31, 2016, respectively, because it is not probable that future taxable profit will be available against which these temporary difference can be utilized. These carry forward losses are subject to expiration beginning in 2020.

15 INCOME TAXES continued

Changes in unrecognized income tax benefits were as follows:

	As of March 31,		
	2018	2017	2016
Opening balance	$441	$441	$310
Increase in unrecognized tax benefits – due to tax Positions taken in current period for prior periods	—	—	131
Closing balance	**$441**	**$441**	**$441**

As of March 31, 2018, the entire balance of unrecognized income tax benefits would affect the Group's effective income tax rate, if recognized. Significant changes in the amount of unrecognized tax benefits are not reasonably possible within the next 12 months from the reporting date. The Group includes interest and penalties relating to unrecognized tax benefits within the provision for income taxes. The total amount of accrued interest and penalties as of March 31, 2018, 2017, and 2016 is nil, nil, and nil, respectively. The amount of interest and penalties expenses for the fiscal years ended March 31, 2018, 2017 and 2016 is nil, nil and nil, respectively.

Majesco and Majesco Software and Solutions Inc. file a consolidated income tax return, and the provision for income tax for the fiscal years ended March 31, 2018, 2017 and 2016 has been made accordingly.

There were no undistributed earnings in Majesco and its US subsidiaries as of March 31, 2018 and 2017. The remaining earnings of Majesco from its non-US subsidiaries are considered to be permanently reinvested. As of March 31, 2018 and 2017, the cumulative amounts of such undistributed earnings were $4,198 and $(1,848), respectively.

The determination of the amount of the unrecognized deferred tax liability relating to undistributed earnings is not practicable because numerous possible methods could be used to facilitate the repatriation of earnings to the US, and each would require evaluation of withholding taxes, evaluation of the local taxability of dividends as well as an analysis of Majesco's historical tax position and the ability to use foreign tax credits. Furthermore, due to Majesco's complex legal structure, the number of jurisdictions involved, and the layers of regulatory requirements, all of which would have to be evaluated to determine the amount of allowable dividends between legal entities and ultimately to the U.S., such an effort would require significant amount of Company resources.

Because any estimate would not be meaningful due to the numerous assumptions upon which it would be based, and because of the significant resources this exercise would require, Majesco has determined that it is not practical to estimate the amount of unrecognized deferred tax liabilities.

In the US and India, the income tax returns are subject to examination by the appropriate tax authorities for the year ended June 30, 2010 and onwards and March 31, 2012 and onwards, respectively.

16 EMPLOYEE STOCK OPTION PLAN

Employee Stock Option Scheme of Majesco Limited — Plan 1

Certain employees of the Group participate in the Group's parent company Majesco Limited's employee stock option plan. The plan termed as "ESOP plan 1", became effective June 1, 2015, the effective date of the demerger of Mastek Ltd. Group employees who were having options in the earlier ESOP plans of Mastek Ltd. have now been given options of Majesco Limited. Under the plan, Majesco Limited during the year has also granted newly issued options to the employees of MSSIPL. During the year ended March 31, 2018, 151,900 options were granted. The options were granted at the market price on the grant date.

16 EMPLOYEE STOCK OPTION PLAN continued

As of March 31, 2018, the total future compensation cost related to non-vested options not yet recognized in the Statement of Operations was $881 and the weighted average period over which these awards are expected to be recognized was 1.93 years. The weighted average remaining contractual life of options expected to vest as of March 31, 2018 is 8.93 years.

Activity in the stock options granted under the Majesco Limited's stock option plans granted to Majesco's employees during the year was as follows:

	Year Ended March 31, 2018		Year Ended March 31, 2017		Year Ended March 31, 2016	
Particulars	Number of Options	Weighted Average Exercise Price*	Number of Option	Weighted Average Exercise Price*	Number of Options	Weighted Average Exercise Price*
Outstanding at the beginning of the year	**1,624,040**	**$3.23**	**2,015,401**	**$3.23**	**1,599,015**	**$1.45**
Granted during the year	151,900	5.60	37,500	7.96	825,000	5.82
Forfeited during the year	(96,453)	6.33	(257,705)	5.57	(147,982)	2.99
Expired during the year	(9,594)	3.00	(18,145)	2.79	(19,514)	3.37
Exercised during the year	(157,102)	1.67	(153,011)	1.86	(130,522)	1.75
Transfer adjustment	(—)	—	(—)	—	(110,596)	1.14
Outstanding at the end of the year	**$1,512,791**	**$3.38**	**$1,624,040**	**$3.06**	**$2,015,401**	**$3.23**
Exercisable at the end of the year	**942,450**	**$2.69**	**807,695**	**$2.18**	**560,417**	**$1.51**

* The per share value has been converted at year end rate 1 US$=Rs. 64.479, Rs. 64.85 and Rs. 66.255 as of March 31, 2018, 2017 and 2016, respectively.

The weighted average grant date fair values of options granted during the fiscal years ended March 31, 2018, 2017 and 2016 is $2.70, $4.65 and $5.70, respectively, per option. The weighted average grant date fair value of vested options as of March 31, 2018 and 2017 is $1.80 and $1.55, respectively, per option. The Aggregate Intrinsic Value of options outstanding is $114 and options exercisable is $66 as of March 31, 2018.

The Group calculated the fair value of each option grant on the date of grant using the Black-Scholes pricing method with the following assumptions:

	As of March 31,		
Variables (range)	2018	2017	2016
Expected term of share options	6 Years	6 Years	6 Years
Risk-free interest rates	6.70.%	7.29%	7.61%
Expected volatility	48.97%	51.16%	49.17%
Expected dividend yield	0%	0%	0%

The volatility is determined based on annualized standard deviation of the continuously compounded rate of return on the stock over the time to maturity of the options. The risk free interest rates are determined using the expected life of options based on the zero-coupon yield curve for Government Securities in India. The expected dividend is based on the average dividend yields for the preceding seven years. Weighted average price is based on latest available closing market price on the stock exchange with the highest trading volume on the date of grant.

16 EMPLOYEE STOCK OPTION PLAN continued

Summary of outstanding options as of March 31, 2018 is as follows

Exercise Price Range*	Number of shares arising out of options	Wtd. Avg. Exercise Price*	Wtd. Avg. remaining Contractual life
$0.1 – $3	790,367	1.45	6.59
$3.1 – $6	621,684	5.08	8.91
$6.1 – $9	100,740	8.10	8.80
Total	**1,512,791**	**3.38**	**7.69**

Summary of exercisable options as of March 31, 2018 is as follows:

Exercise Price range*	Number of shares arising out of options	Wtd. Avg. Exercise Price*	Wtd. Avg. remaining Contractual life
$0.1 – $3	667,141	1.44	6.09
$3.1 – $6	215,559	5.15	8.40
$6.1 – $9	59,750	7.75	8.77
Total	**942,450**	**$2.69**	**6.94**

* The per share value has been converted at year end average rate 1 US$= Rs 64.48 as of March 31, 2018.

In accordance with SAB Topic 14, Majesco uses the simplified method for estimating the expected term when measuring the fair value of employee stock options using the Black-Scholes option pricing model. Majesco believes the use of the simplified method is appropriate due to the employee stock options qualifying as "plain-vanilla" options under the following criteria established by SAB Topic 14:

- stock options are granted at-the-money;
- exercisability is conditional only on the completion of a service condition through the vesting date;
- employees who terminate their service prior to vesting forfeit the options;
- employees who terminate their service after vesting are granted limited time to exercise their stock options (typically 30 – 90 days); and
- stock options are nontransferable and non hedgable.

Given our limited history with employee grants, we use the "simplified" method in estimating the expected term for our employee grants. The "simplified" method, as permitted by applicable regulations, is calculated as the average of the time-to-vesting and the contractual life of the options.

Majesco 2015 Equity Incentive Plan

In the fiscal year ended March 31, 2018, we recognized $1,650 compared to $1,324 in the fiscal year ended March 31, 2017, of stock-based compensation expense in our consolidated Financial Statements.

In June 2015, Majesco adopted the Majesco 2015 Equity Incentive Plan (the "2015 Plan"). Options and stock awards for the purchase of up to 3,877,263 shares may be granted by the Board of Directors to our employees, consultants and directors at an exercise or grant price determined by the Board of Directors

16 EMPLOYEE STOCK OPTION PLAN continued

on the date of grant. Options may be granted as incentive or nonqualified stock options with a term of not more than ten years. The 2015 Plan allows the Board of Directors to grant restricted or unrestricted stock awards or awards denominated in stock equivalent units or any combination of the foregoing and may be paid in common stock or other securities, in cash, or in a combination of common stock or other securities and cash. On March 31, 2018, an aggregate of 545,788 shares were available for grant under the 2015 Plan.

Majesco uses the Black-Scholes-Merton option-pricing model ("Black-Scholes") to measure fair value of the share-based awards. The Black-Scholes model requires us to make significant judgments regarding the assumptions used within the model, the most significant of which are the expected stock price volatility, the expected life of the option award, the risk-free interest rate of return and dividends during the expected term.

- Expected volatilities are based on peer entities as the historical volatility of Majesco's common stock is limited.
- In accordance with SAB Topic 14, Majesco uses the simplified method for estimating the expected term when measuring the fair value of employee stock options using the Black-Scholes option pricing model. Majesco believes the use of the simplified method is appropriate due to the employee stock options qualifying as "plain-vanilla" options under the criteria established by SAB Topic 14.
- The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yields for an equivalent term at the time of grant.
- Majesco does not anticipate paying dividends during the expected term.

	2018	2017
Expected volatility	41% – 50%	41% – 50%
Weighted-average volatility	41%	41%
Expected dividends	0	0
Expected term (in years)	3 – 5 Years	3 – 5 Years
Risk-free interest rate	0.46	0.46

As of March 31, 2018, there was $$3,943 of total unrecognized compensation costs related to non-vested share-based compensation arrangements previously granted by Majesco. That cost is expected to be recognized over a weighted-average period of 2.3 years.

16 EMPLOYEE STOCK OPTION PLAN continued

A summary of the outstanding common stock options under the 2015 Plan is as follows:

	Shares	Exercise Price Per Share	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price
Balance, April 1, 2015	—	$ —	—	$ —
Granted	2,279,882	4.81 – 7.72	9.07 Years	5.24
Canceled	(100,497)	4.81 – 6.93		4.95
Balance, April 1, 2016	2,179,385	$4.81 – 7.72	9.07 Years	$5.25
Granted	860,331	4.79 – 6.22	9.41 Years	5.56
Exercised	(2,083)	4.92		4.92
Canceled	(168,991)	4.81 – 7.53		5.37
Balance, March 31, 2017	2,868,642	$4.79 – 7.72	8.91 Years	$5.34
Granted	715,000	4.85 – 5.64	8.77 Years	5.01
Exercised	(51,249)	4.92 – 5.05		4.94
Canceled	(254,250)	4.87 – 6.22		5.38
Balance, March 31, 2018	3,278,143	$4.79 – 7.72	7.69 Years	$5.27

The options granted during fiscal 2018 are distributed as follows, relative to the difference between the exercise price and the stock price at grant date:

Number	Weighted-Average Granted	Weighted-Average Exercise Price	Fair Value
Exercise Price at Stock Price	715,000	$5.01	$2.21

The options granted during fiscal 2017 are distributed as follows, relative to the difference between the exercise price and the stock price at grant date:

	Number Granted	Weighted-Average Exercise Price	Weighted-Average Fair Value
Exercise Price at Stock Price	860,331	$5.56	$2.25

Exercisable options at March 31, 2018 were as follows:

	Number of Exercisable Options	Weighted-Average Exercise Price
March 31, 2018	1,200,212	$5.45
March 31, 2017	627,675	$5.70

The following table summarizes information about stock options at March 31, 2018:

	Outstanding Stock Options			Exercisable Stock Options	
Range of Exercise Prices	Shares	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price
$4.79 – $6.22	3,122,327	7.9 Years	$5.15	1,044,396	$5.13
$7.53 – $7.72	155,816	3.9 Years	$7.64	155,816	$7.64

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because our

16 EMPLOYEE STOCK OPTION PLAN continued

employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of our employee stock options.

We follow FASB Accounting Standards Codification ("ASC") 718, Accounting for Stock Options and Other Stock-Based Compensation. Among other items, ASC 718 requires companies to record the compensation expense for share-based awards issued to employees and directors in exchange for services provided. The amount of the compensation expense is based on the estimated fair value of the awards on their grant dates and is recognized over the required service periods. Our share-based awards include stock options and restricted stock awards. For restricted stock awards, the calculation of compensation expense under ASC 718 is based on the intrinsic value of the grant.

Majesco Employee Stock Purchase Plan

Majesco established the Majesco Employee Stock Purchase Plan (the "ESPP"). The ESPP is intended to be qualified under Section 423 of the Internal Revenue Code. If a plan is qualified under Section 423, employees who participate in the ESPP enjoy certain tax advantages. The ESPP allows employees to purchase shares of Majesco common stock at a discount, without being subject to tax until they sell the shares, and without having to pay any brokerage commissions with respect to the purchases.

The purpose of the ESPP is to encourage the purchase of Majesco common stock by our employees, to provide employees with a personal stake in our business and to help us retain our employees by providing a long range inducement for such employees to remain in our employ.

The ESPP provides employees with the right to purchase shares of common stock through payroll deductions. The total number of shares available for purchase under the ESPP is 2,000,000. The ESPP Plan became effective January 1, 2016. As of March 31, 2018, we had issued and sold 97,075 shares under the ESPP.

Warrants

As of March 31, 2018, there were warrants to purchase 25,000 shares of common stock outstanding. A summary of the terms of the outstanding warrants as of March 31, 2018, 2017, 2016 and 2015 is as follows:

	Outstanding and Exercisable Warrants	Exercise Price Per Warrant	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price
Balance, April 1, 2015	—			—
Granted	334,064	6.84 – 7.00	1.7	6.85
Balance, March 31, 2016	334,064			$6.85
Granted	—			—
Balance, March 31, 2017	334,064			$6.85
Expired	(309,064)			6.84
Balance, March 31, 2018	25,000			$7.00

16 EMPLOYEE STOCK OPTION PLAN continued

Exercisable Warrants at March 31, 2018 and 2017 were as follows:

	Number of Exercisable Warrants	Weighted-Average Exercise Price
March 31, 2018	25,000	$7.00
March 31, 2017	334,064	$6.85

On September 1, 2015, Majesco issued to Maxim Partners LLC a five year warrant to purchase 25,000 shares of common stock of Majesco at an exercise price of $7.00 per share. The warrant was issued in connection with the engagement of the holder to perform certain advisory services to the Group. The number of shares issuable upon exercise of the warrant may be reduced under certain circumstances of non-performance under the services agreement. The warrant may be exercised at any time after September 1, 2016 and will expire, if unexercised, on September 1, 2020. The warrant contains certain anti-dilution adjustment protection in case of certain future issuances of securities, stock dividends, split and other transactions affecting Majesco's securities. The holder of the warrant is entitled to piggyback registration rights in case of certain registered securities offerings by Majesco.

Total employee stock option plans expenses

The total amount of compensation expense recognized in Majesco's Statement of Operations in respect of employee stock option plans is as follows:

	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016
Cost of revenue	$ 639	$ 360	$148
Research and development expenses	72	118	83
Selling, general and administrative expenses	2,542	1,100	517
Total	**$3,253**	**$1,578**	**$748**

17 OTHER INCOME/(EXPENSES)

Other income/(expenses) consists of following:

	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016
(Loss) on derivative instruments not designated as hedges and ineffective portion of derivative instruments designated as hedges	$—	$ —	$ —
Foreign exchange gain	81	(108)	122
Others	(7)	93	167
Other income/(expenses)	**$74**	**$ (15)**	**$289**

18 EARNINGS PER SHARE

The basic and diluted earnings/(loss) per share were as follows:

	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016
Net income/(Loss)	$ (5,001)	$ (922)	$ (3,562)
Basic weighted average outstanding equity shares	36,540,199	36,477,774	35,055,000
Adjustment for dilutive potential common stock Options under Majesco 2015 Equity Plan Dilutive weighted average outstanding equity shares	36,540,199	36,477,774	35,055,000
Earnings per share			
Basic	$ (0.14)	$ (0.02)	$ (0.10)
Diluted	$ (0.14)	$ (0.02)	$ (0.10)

Basic earnings per share amounts are calculated by dividing net income for the years ended March 31, 2018, 2017 and 2016 attributable to common shareholders by the weighted average number of ordinary shares outstanding during the same periods.

Diluted earnings per share amounts are calculated by dividing the net income attributable to common shareholders by the sum of the weighted average number of ordinary shares outstanding during the periods plus the weighted average number of common shares that would be issued on the conversion of all the dilutive potential common shares into common shares.

The calculation of diluted earnings per share excluded potential equity shares and options granted to employees, as their inclusion would have been antidilutive.

19 RELATED PARTIES TRANSACTIONS

Reimbursement of Expenses

The following tables summarize the liabilities to or by related parties:

	As of March 31, 2018	As of March 31, 2017
Net reimbursable expenses receivable/(payable) to Majesco Limited or Mastek Limited	$98	$(622)

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(1) The net reimbursable expenses payable at March 31, 2018 and March 31, 2017 include employee stock option charges of Majesco Limited and various expenses which are recurring in nature and attributable to shared resources with Majesco Limited or Mastek Limited that are in the process of being separated after the Reorganization, including air travel, travel insurance, telephone costs, water charges, insurance costs, administrative personnel costs, software and hardware costs and third party license costs, less receivables from Majesco Limited or Mastek Limited for similar expenses.

Leases

MSSIPL entered into an operating lease for its operation facilities in Mahape, India, as lessee, with Majesco Limited, Majesco's parent company, as lessor. The approximate aggregate annual rent payable to Majesco Limited under this lease agreement is $1,304. The lease is effective June 1, 2015 and expires on May 31, 2020.

19 RELATED PARTIES TRANSACTIONS continued

MSSIPL also entered into a lease for facilities for its operations in Pune, India, with Mastek Ltd. as lessor. The lease is effective June 1, 2015 and expires on May 31, 2020. MSSIPL has also entered into a supplementary lease for its operations in Pune, India, with Mastek Ltd. as lessor. The lease is effective April 1, 2016 and expires on May 31, 2020. The approximate aggregate annual rent payable to Mastek Ltd. under these lease agreements is $410.

	As of March 31, 2018	As of March 31, 2017
Security deposits paid to Majesco Limited by MSSIPL for use of Mahape premises	$644	$648
Security deposits paid to Mastek Ltd. by MSSIPL for use of Pune premises	$202	$224

Rental expenses paid by MSSIPL to Majesco Limited for use of premises for the years ended March 31, 2018 and March 31, 2017 was $1,304 and $1,259, respectively. Rental expenses paid by MSSIPL to Mastek Ltd. for use of premises for the years ended March 31, 2018 and March 31, 2017 was $397 and $397, respectively.

Joint Venture Agreement

On September 24, 2015, MSSIPL and Mastek (UK) Limited, a wholly owned subsidiary of Mastek Ltd. ("Mastek UK"), entered into a Joint Venture Agreement (the "Joint Venture Agreement") pursuant to which the two companies agreed to work together to deliver services to third parties under the terms of the Joint Venture Agreement, which services comprise the delivery of development, integration and support services to third parties by use of Mastek Ltd.'s development, integration and support methodologies and tools. The Joint Venture Agreement is effective September 24, 2015 and will remain in force, unless terminated by either party upon three months' notice in writing to the other of its intention to terminate the Joint Venture Agreement. The consideration for each party's performance of its obligations under the Joint Venture Agreement is the performance of the other's obligations under the same agreement, being services to the other. The services comprise in the case of Mastek Ltd., Mastek Ltd.'s development, integration and support methodologies and tools and business development services. In the case of MSSIPL, the services comprise the provision of leading edge technical expertise and advice. The parties will also exchange technical and business information.

Services Agreements

On December 2, 2015, Majesco UK Limited, a company registered in England and Wales wholly owned by Majesco ("Majesco UK"), entered into a Services Agreement with Mastek UK, pursuant to which Mastek UK provides certain corporate and operational support services to Majesco UK, including managed office accommodation and facilities; managed office IT infrastructure and networks; and corporate support services, insurance coverage and subscription to professional associations and publications. The charges for these core services consist of a monthly charge of 13 UK Pounds (USD $20) and a pass through of actual costs of providing the services. Any support services by Mastek UK staff not included in the core services is charged on a basis to be determined separately between both parties but before provision of such services. Either party may at any time, by notice in writing to the other party, terminate this agreement for breach or if the other party becomes subject to insolvency issues. Either party for any reason or no reason may also terminate this agreement by providing the other party written notice of the termination ninety (90) days in advance. The Services Agreement contains customary representations, warranties and indemnities of the parties. The effective date of this Services Agreement is January 1, 2015. The expense by Majesco UK to Mastek UK under the Services Agreement for the years ended March 31, 2018 and March 31, 2017 was nil and $138, respectively.

19 RELATED PARTIES TRANSACTIONS continued

On March 1, 2016, Majesco, and Digility Inc., a Delaware corporation ("Digility") wholly-owned by Mastek UK, entered into a Services Agreement, pursuant to which Majesco will provide certain management and operational support services to Digility, including managed office accommodation and facilities, managed office IT infrastructure and networks, and corporate support services. The charges for these services consist of an initial set-up fee of $1, a monthly fee of $4 and a pass through of actual costs of providing the services incurred in excess of the monthly fee. Either party may at any time, by notice in writing to the other party, terminate the Services Agreement for breach or if the other party becomes subject to insolvency issues. Either party for any reason or no reason may terminate the Services Agreement by providing the other party written notice of the termination thirty (30) days in advance. The Services agreement contains customary representations, warranties and indemnities of the parties. The effective date of the Services Agreement is March 1, 2016. Service charges received from Digility for the years ended March 31, 2018 and March 31, 2017 was $19 and $45, respectively. This agreement was terminated on August 31, 2017.

On August 2, 2016, Majesco Limited and MSSIPL entered into a master service agreement, effective as of June 30, 2016 pursuant to which MSSIPL will provide software development services to Majesco Limited. Under this agreement, MSSIPL will charge Majesco Limited cost plus a margin for the services rendered. Software development charges charged by MSSIPL under the agreement for the years ended March 31, 2018 and March 31, 2017 was $1,075 and $823, respectively.

Sublease

On March 1, 2016, Majesco and Digility entered into a Sublease Agreement (the "Sublease Agreement"), pursuant to which Majesco sublets the premises located on the first floor of 685 Route 202/206, Bridgewater, New Jersey to Digility. Digility will pay monthly $1 for rent to Majesco during the term of the Sublease Agreement. Digility will also reimburse Majesco for any costs charged by the landlord, Route 206 Associates, a New Jersey partnership, for additional services requested by Digility. The term of the Sublease Agreement commenced on March 1, 2016 and will expired on July 31, 2017 Rental charges received from Digility for the years ended March 31, 2018 and March 31, 2017 was $5 and $14, respectively.

Guarantee

During the fiscal years ended March 31, 2018 and March 31, 2017, Majesco paid $48 and $213, respectively, to Majesco Limited as arrangement fees and guarantee commission for the guarantee given by Majesco Limited to HSBC and ICICI Bank for the facilities taken by Majesco and its subsidiaries.

Intellectual Property License

On August 2, 2016, Majesco Limited and MSSIPL entered into a Memorandum of Understanding (the "MOU") pursuant to which MSSIPL granted Majesco Limited a perpetual, royalty-free right to use the intellectual property rights of MSSIPL in "Elixir", including any improvements and upgrades, in connection with Majesco Limited's own India insurance business.

20 SEGMENT INFORMATION

The Group operates in one segment as software solutions provider for the insurance industry. The Group's chief operating decision maker (the "CODM") of the Group is the Chief Executive Officer. The CODM manages the Group's operations on a consolidated basis for purposes of allocating resources. When evaluating the Group's financial performance, the CODM reviews all financial information on a consolidated basis. Majority of the Group's principal operations and decision-making functions are located in the United States.

20 SEGMENT INFORMATION continued

The following table sets forth revenues by country based on the billing address of the customer:

	Year ended March 31, 2018	Year ended March 13, 2017	Year ended March 31, 2016
USA	$108,142	$107,077	$ 98,209
UK	6,651	8,167	8,935
Canada	1,203	1,748	2,175
Malaysia	5,248	3,625	3,672
Singapore	379	59	73
India	1,362	1,092	238
	$122,985	**$121,768**	**$113,302**

The following table sets forth the Group's property and equipment, net by geographic region:

	As of March 31, 2018	As of March 31, 2017
USA	$1,195	$1,812
India	1,332	1,835
United Kingdom	7	11
Malaysia	205	1
Canada	16	—
	$2,755	**$3,659**

We provide a significant volume of services to many customers. Therefore, a loss of a significant customer could materially reduce our revenues. The Group had no customer for the fiscal year ended March 31, 2018, no customer for the fiscal year ended March 31, 2017 and one customer for the fiscal year ended March 31, 2016 that accounted for 10% or more of total revenue. The Group had one customer as of March 31, 2018 and no customer as of March 31, 2017 that accounted for 10% or more of total accounts receivables and unbilled accounts receivable. Presented in the table below is information about our major customers:

	Year ended March 31, 2018		Year ended March 31, 2017		Year ended March 31, 2016	
	Amount	% of combined revenue	Amount	% of combined revenue	Amount	% of combined revenue
Customer A						
Revenue	$11,070	9.0%	$9,106	7.5%	$11,540	10.2%
Accounts receivables and unbilled accounts receivable	$ 5,240	18.0%	$ 697	3.4%	$ 4,295	14.4%
Customer B						
Revenue	$ 6,623	5.4%	$6,511	5.3%	$ 6,166	5.4%
Accounts receivables and unbilled accounts receivable	$ 1,000	3.4%	$ 243	1.2%	$ 923	3.1%

21 COMMITMENTS

Capital Commitments

The Group had outstanding contractual commitments of $20 and $358 as of March 31, 2018 and 2017, respectively for capital expenditures relating to the acquisition of property, equipment and new network infrastructure.

Operating Leases

The Group leases certain office premises under operating leases. Many of these leases include a renewal option on a periodic basis at the Group's option, with the renewal periods extending in the range of 2 — 5 years. Rental expense for operating leases amounted to $3,292, $3,348 and $2,788 for the fiscal years ended March 31, 2018, 2017 and 2016, respectively. The schedule for future minimum rental payments over the lease term in respect of operating leases is set out below.

Year ended March 31,	Amount
2019	3,166
2020	3,233
2021	760
2022	289
2023	291
Beyond 5 years	437
Total minimum lease payments	**$8,176**

22 ACQUISITIONS

On December 14, 2014, Majesco entered into a definitive merger agreement with Cover-All. The merger was completed on June 26, 2015. Cover-All licenses and maintains software products for the property/casualty insurance industry throughout the United States and Puerto Rico. Majesco merged with Cover-All to expand its insurance business in the United States.

The following table summarizes the consideration paid in the merger of Cover-All into Majesco and the amounts of identified assets acquired and liabilities assumed at the merger date:

Fair value of consideration transferred

Common stock	$ 12
Additional paid-in capital	$29,708
Total consideration	**$29,720**

The merger of Cover-All and Majesco was a stock-for-stock merger with each share of Cover-All common stock issued and outstanding immediately prior to the merger converted into the right to receive the number of shares of Majesco common stock multiplied by the exchange ratio. The exchange ratio in the merger was 0.21641. Accordingly, at the closing of the merger, Cover-All in the aggregate represented 16.5% of the total capitalization of the combined company.

In the merger, 5,844,830 shares of Majesco common stock were issued to the shareholders of Cover-All and 197,081 equity incentives were issued to the holders of options and restricted stock units of Cover-All. Consequently, common stock of Majesco increased by $12 and additional paid in capital is increased by $29,708.

22 ACQUISITIONS continued

Recognized amount of identifiable assets acquired and liabilities assumed

	Amount
Cash	$ 2,990
Accounts receivable	1,592
Prepaid expenses and other current assets	629
Property, plant and equipment	454
Other assets	148
Customer contracts	2,410
Customer relationships	4,460
Technology	3,110
Deferred tax asset on NOL	459
Accounts payable	(1,120)
Accrued expenses	(623)
Deferred revenue	(2,515)
Capital lease liability	(294)
Total fair value of assets acquired	11,700
Fair value of consideration paid	29,720
Goodwill	**$18,020**

The goodwill of $18,020 arising from the merger consists largely of the synergies and economies of scale expected from combining the operations of Majesco and Cover-All. Further, though workforce has been valued, it is not recognized separately, but subsumed in goodwill. Goodwill deductible for tax purpose amounts to nil.

On October 31, 2015, Majesco Malaysia entered into a Share Purchase Agreement with Mastek Ltd. for the purchase of the issued and authorized shares of Mastek Asia Pacific Pte. Limited, which was renamed Majesco Asia Pacific Pte. Limited.

Recognized amount of identifiable assets acquired and liabilities assumed

	Amount
Cash	$212
Accounts receivable	18
Other assets	1
Accrued expenses	(14)
Total fair value of assets acquired	217
Fair value of consideration paid	276
Goodwill	**$ 59**

22 ACQUISITIONS continued

The following table summarizes the consideration paid to Mastek Ltd. and the amounts of identified assets acquired and liabilities assumed at the effective date:

The changes in the varying amount of goodwill are as follows:

Changes in carrying amount of the goodwill

	As of March 31, 2018	As of March 31, 2017
Opening value	$32,275	32,275
Addition of goodwill related to acquisition	—	—
Changes on account of current fluctuation	1	1
Impairment of Goodwill	(60)	(60)
Closing value	**$32,216**	**32,216**

Due to uncertainty in the future business of Majesco Asia Pacific Pte. Limited, which indicated the potential impairment of goodwill, the Group decided to impair the amount of goodwill recognized earlier in the acquisition of this entity as at March 31, 2017.

Details of identifiable intangible assets acquired are as follows:

	Weighted average amortization period (in years)	Amount assigned	Residual value
Customer contracts	3	$2,410	—
Customer relationships	8	4,460	—
Technology	6	3,110	—
Total	6	$9,980	—

Revenues and earnings specific to the Cover-All business for the period July 1, 2015 to March 31, 2016 were $17,636 and $1,260, respectively.

23 NON CONTROLLING INTEREST

As of March 31, 2016, all the subsidiaries are 100% subsidiaries through direct and step down holdings and hence non-controlling interest is Nil.

24 QUARTERLY RESULTS

	(Unaudited) Quarter ended			
	June 30, 2017	September 30, 2017	December 31, 2017	March 31, 2018
Revenue	27,922	30,347	31,769	32,947
Income/(loss) from operations	(2,336)	(1,029)	98	860
Net Income (loss)	(1,650)	(716)	(3,069)	434
Net income/(loss) attributable to Owners of the Company	(1,650)	(716)	(3,069)	434
Basic EPS	(0.05)	(0.02)	(0.08)	0.01
Diluted EPS	(0.05)	(0.02)	(0.08)	0.01

	(Unaudited) Quarter ended			
	June 30, 2016	September 30, 2016	December 31, 2016	March 31, 2017
Revenue	32,554	31,046	30,012	28,156
Income from operations	(435)	271	192	(267)
Net Income (loss)	(550)	217	209	(798)
Net income/(loss) attributable to Owners of the Company	(550)	217	209	(798)
Basic EPS	(0.02)	0.01	0.01	(0.02)
Diluted EPS	(0.02)	0.01	0.01	(0.02)

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Principal Officers

Ketan Mehta
President and Chief Executive Officer

Edward Ossie
Chief Operating Officer

Farid Kazani
Chief Financial Officer and Treasurer

Prateek Kumar
Executive Vice President, P&C Business

Manish Shah
Executive Vice President, Products

Denise Garth
Senior Vice President, Strategic Marketing

Ganesh Pai
Executive Vice President, Consulting Services Business

Mallinath Sengupta
Executive Vice President & Head of P&C Delivery

Lori Stanley
General Counsel and Corporate Secretary

Board of Directors

Arun K. Maheshwari
Chairman of the Board of Directors

Earl Gallegos
Vice Chairman of the Board of Directors

Rajesh Hukku
Director

Steven R. Isaac
Director

Atul Kanagat
Director

Ketan Mehta
Director

Sudhakar Ram
Director

Robert P. Restrepo, Jr
Director

Additional Information

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