Section 1: 10-K (ANNUAL REPORT)

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, 2019

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	77-0309142
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
412 Mount Kemble Ave., Suite 110C Morristown, NJ	**07960**
(Address of principal executive offices)	**(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	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value $0.002 per share	MJCO	The Nasdaq Stock Market LLC

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 every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

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 ☒	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, 2018, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $42,283,000.

As of May 24, 2019, there were 42,916,273 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, 2019.

TABLE OF CONTENTS

		Page
PART I		1
ITEM 1.	BUSINESS	1
ITEM 1A.	RISK FACTORS	11
ITEM 1B.	UNRESOLVED STAFF COMMENTS	27
ITEM 2.	PROPERTIES	27
ITEM 3.	LEGAL PROCEEDINGS	27
ITEM 4.	MINE SAFETY DISCLOSURES	27
PART II		28
ITEM 5.	MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	28
ITEM 6.	SELECTED FINANCIAL DATA	30
ITEM 7.	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	31
ITEM 7A.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	46
ITEM 8.	FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	47
ITEM 9.	CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	47
ITEM 9A.	CONTROLS AND PROCEDURES	48
ITEM 9B.	OTHER INFORMATION	48
PART III		49
ITEM 10.	DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE	49
ITEM 11.	EXECUTIVE COMPENSATION	49
ITEM 12.	SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	49
ITEM 13.	CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE	49
ITEM 14.	PRINCIPAL ACCOUNTING FEES AND SERVICES	49
PART IV		49
ITEM 15.	EXHIBITS AND FINANCIAL STATEMENT SCHEDULES	49
ITEM 16.	FORM 10-K SUMMARY	49
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS		F-1
SIGNATURES		50
EXHIBIT INDEX		51

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 international 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;
- any adverse outcome of legal proceedings that may be commenced 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

Unless otherwise indicated or the context requires otherwise, references in this report to "we," "our," "us," "Majesco," "Group," the "Company" and similar expressions refer to Majesco and its subsidiaries on a worldwide consolidated basis after giving effect to the Majesco Reorganization (as defined herein). All currency amounts in this Annual Report on Form 10-K are in thousands unless indicated otherwise.

Overview

Majesco is a global leader of cloud insurance software solutions for insurance business transformation. We provide technology, expertise, and leadership that helps insurers modernize, innovate and connect to build the future of their business and the insurance industry at speed and scale. We do this by providing technology that connects people and businesses to insurance in ways that are innovative, hyper-relevant, compelling and personal. In addition to the United States, we operate in Canada, Mexico, the United Kingdom, Malaysia, Singapore, Ireland and India. With our CloudInsurer® solutions, we offer cloud-based core insurance platforms, along with distribution management and data and analytics solutions. With our Digital1st™ solutions we offer a cloud-native, digital engagement and microservices platform-as-a-service for the entire insurance business and an ecosystem of partners with apps that provide innovative data sources and capabilities. These solutions enable Property & Casualty/General Insurance ("P&C"), and Life, Annuities, Pensions and Group/ Voluntary Benefits ("L&A and Group") providers to modernize and optimize their businesses across the end-to-end insurance value chain, better comply with policies and regulations, innovate with new business models, enter new markets, and launch new products and services for incumbents, greenfields and startups.

Using this portfolio of solutions including our core P&C, L&A and Group and LifePlus insurance platforms, data and analytics, distribution management and Digital1st Insurance, our customers can 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 Limited

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 70.16% 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, 81.92% 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 11.76% indirect minority interest in Majesco through its wholly-owned subsidiary, Mastek (UK) Ltd.

Exaxe Acquisition

On November 27, 2018 we entered into a share purchase agreement (the "SPA") for the acquisition of all the issued share capital (collectively, the "Securities") of Exaxe Holdings Limited, a private limited company incorporated in Ireland ("Exaxe"). Exaxe is an EMEA (Europe, the Middle East and Africa) based cloud software leader in the life, pensions and wealth management segment. Headquartered in Dublin, Ireland, Exaxe serves a growing list of top European individual life, pensions and wealth management insurers. This acquisition will strengthen and expand the Group's software offerings in EMEA for the individual life, pensions and wealth management market while complementing the Group's software and Group focused customer base in the UK. On November 27, 2018, we consummated the purchase of 90% of the Securities. We have agreed to purchase, and the sellers have agreed to sell to us, the remaining 10% of the Securities on August 1, 2019.

In consideration for the purchase of the Securities, on November 27, 2018, we paid the sellers EUR 6,392. In addition, we agreed to make an additional payment to the sellers of EUR 717 for the remainder of the Securities on August 1, 2019. We also agreed to make certain earnout payments to the sellers if certain adjusted EBITDA (as defined in the SPA) targets for Exaxe are met.

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.

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, merged into Majesco, with Majesco as the surviving corporation.

Cover-All's customers included 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 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. Effective on February 26, 2019, we transferred the listing of our common stock and began trading on the Nasdaq Global Market under the symbol "MJCO."

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").

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.

Financial Statements Presentation

Our fiscal year ends March 31. Accordingly, references in this Annual Report on Form 10-K to “fiscal 2019” mean the fiscal year ended March 31, 2019, references 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 and references to “fiscal 2015” mean the fiscal year ended March 31, 2015.

Business

We have been operating in the insurance industry for more than twenty-five years, successfully partnering with market leading insurance companies, large brokers, MGAs and reinsurers to enable them to modernize their business by replacing legacy systems in a private or public cloud to keep and grow today’s business, optimize their business by implementing data and digital capabilities to protect and grow their customer base, and create their new business for tomorrow by launching new business models and innovative products, reach new markets and expand distribution channels to capture a new generation of customers.

We provide technology, expertise, and leadership that helps insurers modernize, innovate and connect to build the future of their business and the industry at speed and scale. We do this by providing technology that connects people and businesses to insurance in ways that are innovative, hyper-relevant, compelling and personal. 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. We offer a portfolio of platform solutions for all lines of business and all tiers of insurers, MGAs, brokers and reinsurers. The portfolio includes core insurance platform solutions for policy, rating, underwriting, billing, claims, distribution management, digital, data and analytics and an ecosystem of partners with “apps” that provide access to innovative data sources and capabilities.

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 insurers, brokers and reinsurers in the industry to mid-market insurers, MGAs, startups and greenfields across all lines of business. As of March 31, 2019, we served approximately 200 insurance companies on a worldwide basis. For fiscal 2018, fiscal 2017, fiscal 2016 and fiscal 2015, we served approximately 160, 148, 149 and 108 insurance companies on a worldwide basis, respectively.

We generate revenue from our global software product led business, including insurance delivery and consulting services. The software business is primarily driven through deployment on the cloud or on-premise deployment. Over the last few quarters, we have seen a significant shift in demand for the cloud model over the on-premise model. The shift to cloud offers speed to value, including speed to implementation, speed to market and speed to revenue with low upfront investments for the customer. The revenues from the cloud model are driven by monthly subscriptions on deployment. The on-premise model generates revenues from the licensing of our proprietary software (perpetual or annual license fees) which includes base product support as well. Our portfolio of solutions offers rich, out-of-the-box content and capabilities that can be rapidly deployed on the cloud or on-premise and from which the customer can derive value on day one. The customer may also elect to engage Majesco for configuration and customer specific services work as needed for both modes of deployment. License fees, support and maintenance and cloud subscription fees are usually managed through multi-year agreements, typically over a period of five to seven years.

Insurance services revenues are primarily driven by professional services offered in delivery and consulting areas to enable customer business transformation or help with specific requirements for a project.

For the past several years, we have:

- released major version updates for the L&A and Group core software — Majesco Policy for L&A and Group, Majesco Billing for L&A and Group, Majesco Claims for L&A and Group;
- released major version updates for P&C core software — Majesco Policy for P&C, Majesco Billing for P&C, and Majesco Claims for P&C;
- released major version updates for Majesco Distribution Management;
- launched and released a new version of Majesco Data and Analytics Platform;
- released major updates to the Majesco CloudInsurer™ platform;
- launched a major new solution portfolio, Majesco Digital1st Insurance™ inclusive of Majesco Digital1st Engagement ™, Majesco Digital1st EcoExchange™ and Majesco Digital1st Platform™;
- added new partners, including a growing number of InsurTech data and solution partners as part of the EcoExchange™;
- 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;
- announced a strategic partnership with Capgemini to help L&A insurers transform their business and support their Third Party Administration business;
- Transformed our platform and SaaS solutions to provide out-of-the-box rich content, pre-configured capabilities and seamless monthly software and content updates for all our solutions;
- actively provided leadership, engagement and supported InsurTech, including active participation in a number of accelerators;
- established a strong cloud-based core insurance customer base with 54 customers;
- demonstrated a forward-thinking focus on the intersection of business and consumer technology trends relevant to the insurance industry and established ourselves as an industry thought leader through our published primary and secondary research / thought leadership reports that defines where the business is going rather than simply following;
- cultivated and expanded our client base of over 200 customers across all tiers including 18 greenfield/start-ups; and
- generated revenues of $139.9 million, $123.0 million, $121.8 million, $113.3 million and $79.3 million in fiscal 2019, fiscal 2018, fiscal 2017, fiscal 2016 and fiscal 2015, respectively.

Overview of the Insurance Industry

The insurance industry is large, fragmented, highly regulated and complex, and in the midst of profound change fueled by trends including people, technology and market boundaries that are converging and pushing a sometimes slow-to-adapt industry. The pace of change and disruption is creating leaps in innovation, challenging traditional business assumptions, operations, processes and products of the last 30 to 50 years. Increasing competition, emergence of InsurTech, emerging technologies, new customer behaviors and changing customer expectations are pushing insurers, MGAs, brokers and reinsurers to make their business more agile, drive speed to market for new products, reach new markets, expand channels and respond quickly to market changes in a new digital era of insurance.

In late 2018, A.M. Best released the results of a global insurance survey regarding insurers' attitudes toward innovation. A key finding was that "nearly 9 out of 10 respondents from more than 450 insurance companies said that innovation was moderately to extremely critical to their organization's success." However, "only 25 percent of insurers said they were willing to significantly disrupt their current processes for innovation initiatives."

As a result, many insurers are experiencing increased operational risk and financial loss due to the inadequacy of their existing legacy core systems to meet the needs of a new digital era of insurance. The inherent functional and technical limitations of these systems have impeded insurers' ability to innovate and grow profitability while continuously adapting to the rapidly evolving expectations of consumers, 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). The shift will require steps. To grow and succeed in this new era, insurers are taking three paths to the future of insurance: modernizing, optimizing and creating new models.

These paths operate as both a bridge and a proving ground, with the traditional system still operational as a firm foundation while the new foundation for the future of insurance is being constructed.

Our Solutions

To enable insurers to make the shift, we provide technology, expertise, and leadership that helps insurers modernize, innovate and connect to build the future of their business and the industry at speed and scale.

Our solutions support a t**wo speed strategy:** Speed of Operations for the traditional business model with mature core systems and processes with incremental improvements and Speed of Innovation for agile, fast and minimum viable product (MVP) models to explore, test and learn new business opportunities. We provide core, digital and data insurance software solutions primarily via our managed cloud/SaaS model (private, public or hybrid) infrastructure and continue to offer our solutions via an on-premises license and support model, with the option to move to the cloud/SaaS model in the future. Our delivery and consulting services support our customers' implementations and ongoing needs.

Our software solutions connect people and businesses to insurance in ways that are innovative, hyper-relevant, compelling and personal. These solutions are designed to provide insurance carriers with the core, digital and data capabilities required to effectively manage, grow and innovate their business at speed and scale to meet the fast changing market dynamics and opportunities. Our solutions are comprised primarily of:

- core insurance software platform solutions for all lines of business in the insurance industry;
- digital engagement and microservices platform-as-a-service for the entire insurance business;
- an ecosystem of partner "apps" that provide innovative data sources and capabilities to extend the core systems;
- data and analytics platform including an enterprise data warehouse and business intelligence;
- distribution management solutions to enable channel compensation and management; and
- delivery and consulting services that support business transformation implementations and ongoing support needs.

Technology Solutions

Majesco CloudInsurer™ Solutions

We deliver cloud software platform solutions that support all lines of business for P&C, L&A and Group to enable growth and innovation strategies. These include:

- Majesco P&C Core Suite inclusive of Majesco Policy for P&C, Majesco Billing for P&C and Majesco Claims for P&C;
- Majesco L&A and Group Suite inclusive of Majesco Policy for L&A and Group, Majesco Billing for L&A and Group, and Majesco Claims for L&A and Group;
- Majesco LifePlus Solutions inclusive of Majesco Life AdminPlus, Majesco Life IllustratePlus, Majesco Life DistributionPlus, and Majesco Life AdvicePlus;
- Majesco Distribution Management; and
- Majesco Insurance Data & Analytics Platform inclusive of Majesco Enterprise Data Warehouse.

Majesco Digital1st Insurance™ Solutions

- Majesco Digital1st Platform™ is a SaaS insurance platform with pre-built insurance capabilities for both property/casualty and life and annuities.
- Majesco Digital1st Engagement™ is a next generation digital engagement beyond portal and mobile with insurance-specific content for personalized customer experience.
- Majesco Digital1st EcoExchange™ is a next generation partner ecosystem hub, using third-party services with a standard semantic layer for easy integration and a true "plug-and-play" environment for both traditional and InsurTech partners. EcoExchange differs from other industry offerings in that it works as an app store with application programming interface, or API-based services rather than as a code repository. Types of apps available through EcoExchange can range from a non-interactive service call all the way to a comprehensive solution that can orchestrate multiple provider services, including interactive conversations.

Our Growth Strategy

We aim to continue our leadership in insurance software platforms for growth and innovation. As a premier provider of modern technology solutions to support the current and future needs of the insurance industry, we provide expertise in insurance domain combined with innovative technology solutions to help the industry achieve a digital business transformation as the shift to the future of insurance gains momentum. We intend to expand our leadership as a provider of innovative, cloud insurance platform solutions that are growing in-line with the market, with expanding revenue, margin, customer base, market share and valuation. We have a multi-year growth strategy with a blend of organic, partnership, and M&A focus. The key elements of our strategy include:

- *P&C Market* - P&C remains core to the Majesco success story; purposeful product investments and growth into new customers – traditional, start-ups and greenfields - expanding and deepening existing customer relationships through cross-sell, and upselling existing customers by upgrading and moving to them to the cloud.
- L&A and Group Market – The L&A and Group market opportunity is significant and we believe there is no existing dominant competitor that supports both individual and group/voluntary benefits. We intend to proactively expand our customer base in North America and Europe as well as cross-selling to our existing customer base.

- Digital True SaaS Market Opportunity – The rapid shift to true SaaS while initially small is the fastest growing opportunity for which Majesco Digital1st Insurance™ offers a first-mover opportunity.

- With increased focus on growth and innovation as indicated by AM Best and Standard & Poors' rating evaluations, Majesco offers a differentiating growth and innovation platform that accelerates time to market opportunities for insurers to introduce new business models, new products and services and reach new markets rapidly – often in less than 12 weeks, which provides a test and lean cost-effective and scalable solution.

- Expanded Partnerships – Strategic partnerships are key to unlocking Tier 1 and 2 customer opportunities while providing a cost-effective and scalable way to enter new markets. We will build on our existing partnerships with IBM, Capgemni and Deloitte and seek new strategic partnerships to extend our reach.

- Mergers and acquisitions (M&A) – We will continue to look at M&A opportunities with a focus on strategic tuck-ins, IP, high growth, high multiple emerging opportunities with strong next gen strategic positions; or larger, more mature businesses with stable and compelling revenue and EBITDA projections that provide adjacencies or new marker spaces.

Our differentiators in the market are foundational to our growth strategy. These include:

- People - Unparalleled industry expertise, domain knowledge and customer focus. We are busy creating the future of insurance and delivering innovation as quickly as insurers' businesses and customers demand.

- Technology - Recognized in the market for innovation and vision. Cloud, microservices API-enabled, rich content and functionality software solutions to help carriers transform complexity into simple experiences that make innovation faster and easier.

- Expertise - As one of the first in the industry to move to the cloud we help insurers execute their digital transformation strategies.

- Thought Leadership - 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.

- Partners - Major companies that are investing heavily in the insurance industry. We believe partnering with the best and brightest will only improve our ability to support our customers as they shape the future. As part of our digital solutions, it is essential that we also have technology partnerships with InsurTechs and other insurance-related solutions. These relationships extend Majesco's value and connect our clients with innovative capabilities and solutions that matter.

- Customers – Strategic customer partnerships are foundational to our business. We will continue to enhance our customer-centric business model that deepens relationships, provides a single point of accountability and offers opportunities to extend the relationship with our solutions.

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™, Majesco Digital1st®, Cover-All®, Advice Plus®, Admin Plus®, Illustrate Plus® and Channel Plus® are trademarks of Majesco.

Competition

The insurance technology solution provider market is highly competitive and fragmented. The market is rapidly changing due to new technology, shifting customer needs, new customer expectations and introductions of new and innovative business models, products and services.

Based on our forward-thinking and research, we early on identified a technology shift from "old technology monolithic or componentized solutions primarily on-premise" to "modern technology componentized solutions moving to cloud, microservices and API" and now to "next generation" cloud, microservices, data/AI and API based solutions. Our solutions are in "modern" and "next-generation" categories.

As a result of this shift, our competitors vary in size and in the breadth and scope of the products and services offered based on these three categories, including traditional and new/startup competitors. Our current principal competitors include, but are not limited to, the following:

Area of Product/Service	Competitors
"Old" Technology	Guidewire Software, Inc., Insurity, Accenture, Sapiens International Corporation, Instec
"Modern" Technology	Duck Creek, InsurSoft, CodeObjects, FAST, Oracle, EIS
"Next-Gen" Technology	Socotra, Britecore, Solartis, Instanda

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. With our "modern and next-gen" platform and SaaS solutions, however, we believe that we have developed an edge as a quickly-evolving provider that combines deep experience with a commitment to supporting digital experimentation and emerging business models, helping insurers modernize, innovate and connect to build the future of their insurance at speed and scale.

Sales and Marketing

We market our solutions portfolio through an integrated sales and marketing platform through digital, direct and partner channels. Our direct sales are driven by our digital marketing creating queries (i.e. thought leadership downloads, website visits/inquiries, webinar registrations, SEO/SEM, social media, podcasts, email and more) that drive lead generation opportunity for qualification. Our client partners work with existing customers, and our direct sales teams work with assigned accounts to provide a consultative approach. Strategic partnerships 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, campaigns and sales plays that leverage thought leadership and other content developed by us, including, press relations, media relations, industry research analyst relations, social media, industry tradeshows, roundtables, videos, webinars, podcasts, emails and website. We work closely with partners and other third parties to conduct joint marketing campaigns that generate growth in the sales pipeline.

At the end of 2018, we refreshed our brand and launched a new website.

Major Customers

As of March 31, 2019, 2018 and 2017, our product line was in use in approximately 200, 160 and 148 insurance companies worldwide, respectively. We had one customer in fiscal 2019 and no customer in fiscal 2018 contributing 10% or more of total revenues.

For fiscal 2019, fiscal 2018 and fiscal 2017 our top five customers generated approximately 28.6%, 28.4% and 27.1% 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, 2019, we had unrecognized licenses and support services or professional services backlog of unbilled work totaling $96,900, which are expected to be recognized by March 31, 2020.

As of March 31, 2018, we had unrecognized licenses and support services or professional services backlog of unbilled work totaling $90,600, which we recognized as of March 31, 2019.

Research and Development

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. For fiscal 2019 we spent $19,289 on R&D compared to $17,250 in fiscal 2018.

The continued investments in R&D has enabled us to take our solutions based offerings and transform them in to out of the box, ready to use solutions which today has significantly shortened the time to deploy and increased the speed to value for the customer. We intend to continue to invest in our future roadmap to further bolster our portfolio of offerings in line with the future of insurance.

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.

Employees

As of March 31, 2019, we had 2,682 full-time employees and no part-time employees on a worldwide basis. In addition, as of March 31, 2019, 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 2019, we had one customer contributing 12.4% of total revenues and our top five customers, in the aggregate, generating approximately 28.6% 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 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. For fiscal 2017, we had one customer contributing 7.5% of total revenues and our top five customers, in the aggregate, generating approximately 27% 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 cyber security 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 their 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 they provide.

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 Chief Executive Officer, our President 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.

From time to time, we consider acquisitions and may consider 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 agreements may not protect us, which may adversely impact our financial condition.

Our 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 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 some of 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.

If we fail to successfully manage any changes to our business model, our results of operations could be harmed.

To address demand trends in the insurance industry, we now offer customers the use of our software products through a cloud-based offering in addition to our on-premises offering. Our software and cloud services involve the storage and transmission of data, including in some cases, personal data, and security breaches could result in the loss of this information, which in turn could result in litigation, breach of contract claims, indemnity obligations and other liabilities for us. In addition, market acceptance of our cloud-based offerings may be affected by a variety of factors, including but not limited to: price, security, reliability, performance, customer preference, public concerns regarding privacy and the enactment of restrictive laws or regulations. Whether our product development efforts or business model transition will prove successful and accomplish our business objectives is subject to numerous uncertainties and risks, including but not limited to: customer demand, our ability to further develop and scale infrastructure, our ability to include functionality and usability in such offerings that address customer requirements, tax and accounting implications, and our costs. In addition, the metrics we and our investors use to gauge the status of our business model transition may evolve as significant trends emerge. If we are unable to successfully establish our current and new cloud offerings in light of the foregoing risks and uncertainties, our reputation could suffer and our results of operations could be harmed, which may cause our stock price to decline.

Incorrect or improper use of our products or our failure to properly train customers on how to utilize our products could result in customer dissatisfaction and negatively affect our business, results of operations, financial condition and growth prospects.

Our products are complex and are deployed in a wide variety of network environments. The proper use of our products requires training of the customer. If our products are not used correctly or as intended, inadequate performance may result. Our products may also be intentionally misused or abused by customers or their employees or third parties who are able to access or use our products. Because our customers rely on our products, services and maintenance support to manage a wide range of operations, the incorrect or improper use of our products, our failure to properly train customers on how to efficiently and effectively use our products, or our failure to properly provide maintenance services to our customers may result in negative publicity or legal claims against us. Also, as we continue to expand our customer base, any failure by us to properly provide these services will likely result in lost opportunities for follow-on sales of our products and services.

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 2019, approximately 87% of our revenues were attributable to the North American region, approximately 7% 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.

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, Malaysia, the United Kingdom, Canada and Ireland 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.

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

We are an emerging growth company and smaller reporting 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:

- 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 Jumpstart Our Business Startups ("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.

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.

Even after we no longer qualify as an emerging growth company, we may still continue to qualify as a "smaller reporting company" which would allow us to take advantage of many of the same exemptions from the disclosure requirements described above, including not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, and being subject to reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statement. We will also be exempt from providing selected and supplemental financial information.

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 and smaller reporting 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 and smaller reporting 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 NASDAQ rules and, as a result, qualify for, and rely on, exemptions from certain corporate governance requirements of the NASDAQ. 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 70.16% of our issued and outstanding common stock. As a result, we are a "controlled company" within the meaning of the NASDAQ corporate governance standards. Under the NASDAQ rules, a controlled company is a company of which more than 50% of the voting power for the election of directors is held by an individual, a group or another company. A controlled company may elect not to comply with certain NASDAQ corporate governance requirements, including the requirements that:

- a majority of our Board of Directors consist of independent directors;
- director nominees be selected or recommended to the Board of Directors by a majority of independent directors or a nominating committee that is composed entirely of independent directors and that we have a written charter or board resolutions addressing the nominations process; 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 NASDAQ.

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 California Corporations Code ("CCC"), 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 CCC 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 CCC, 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.

We may fail to realize all of the anticipated benefits of the acquisition of Exaxe, such benefits may take longer to realize than expected or we may encounter significant difficulties integrating Exaxe's business into our operations. If the acquisition does not achieve its intended benefits, our business, financial condition, and results of operations could be materially and adversely affected.

We believe that the acquisition of Exaxe will result in certain benefits, including certain cost synergies, drive product innovations and operational efficiencies; however, to realize these anticipated benefits, the business of Exaxe must be successfully combined with our business. The combination of two independent businesses is a complex, costly, and time-consuming process that will require significant management attention and resources. The integration process may disrupt the businesses and, if implemented ineffectively, would limit the expected benefits of this acquisition to us. The failure to meet the challenges involved in integrating the two businesses and to realize the anticipated benefits could cause an interruption of, or a loss of momentum in, our activities and could adversely affect our results of operations.

The overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customer and other business relationships, and diversion of management's attention. The difficulties of combining the operations of the companies include, among others:

- the diversion of management's attention to integration matters;
- difficulties in achieving anticipated cost savings, synergies, business opportunities, and growth prospects from the combination;
- difficulties in the integration of operations and systems;
- conforming standards, controls, procedures, accounting and other policies, business cultures, and compensation structures between the two companies;
- difficulties in the assimilation of employees and corporate cultures; and
- challenges in attracting and retaining key personnel.

Many of these factors are outside of our control and any one of these factors could result in increased costs, decreases in the amount of expected revenues, and additional diversion of management's time and energy, which could materially adversely impact our business, financial condition, and results of operations. In addition, even if the operations are integrated successfully, the full benefits, including the synergies, cost savings, revenue growth, or other benefits that are expected, may not be achieved within the anticipated time frame, or at all. Further, additional unanticipated costs may be incurred in the integration of our businesses. All of these factors could decrease or delay the expected accretive effect of the acquisition, and negatively impact our business, operating results, and financial condition. As a result, we cannot provide any assurance that the acquisition of Exaxe will result in the realization of the full benefits that we anticipate.

If Exaxe Limited, a subsidiary of Exaxe, is not in compliance with its funding agreement with Enterprise Ireland, our business may be materially harmed.

In July 2016, Exaxe Limited, formerly the subsidiary of Exaxe, entered into a funding agreement with Enterprise Ireland pursuant to which Enterprise Ireland granted Exaxe Limited up to EUR 500 for purposes of research and development to be conducted in Ireland. Pursuant to the terms of the funding agreement, Exaxe Limited agreed to certain covenants including, among other things, ensuring that the controlling interest in Majesco or Exaxe Limited will not be changed without the prior written consent of Enterprise Ireland, not to use the grants for any purpose other than as set forth in the funding agreement, to comply with certain procurement and pay requirements, not to pledge or dispose of its grant-aided assets and to furnish Enterprise Ireland with audited accounts for each year until grants have been fully paid to Exaxe Limited. In the event that Exaxe Limited breaches any of the covenants contained in the funding agreement, Enterprise Ireland may, among other things, immediately cease making payments under the grant and/or seek repayment of any grants already paid to Exaxe Limited. In addition, in connection with the Exaxe Acquisition, we entered into a guarantee and indemnity agreement with Enterprise Ireland whereby we guaranteed payments owed by Exaxe Limited and agreed to indemnify Enterprise Ireland against any losses, liabilities and damages suffered as a result of any actions or otherwise incurred by Enterprise Ireland as a result of the failure by Exaxe Limited to pay amounts due pursuant to the terms of the funding agreement. In the event Enterprise Ireland ceases making payments or seeks repayment of any grants from either Exaxe Limited or us, our business may be materially harmed.

Our ability to operate and manage the Exaxe business will be subject to certain restrictions during the earnout period and the entire earnout will be due if we sell the business.

We may be required to make certain earnout payments during the fiscal years ended December 31, 2019, 2020 and 2021 pursuant to the terms of the Exaxe acquisition. The entire earnout amount, less any portion already paid, will become due and payable upon a sale of beneficial interests in a majority of the outstanding shares of Exaxe or its subsidiary or a sale or other disposal in whole or substantial part of the undertaking or assets of Exaxe or its subsidiary before the end of the earnout period. We will also be restricted from making certain changes to the business of Exaxe, or diverting or redirecting Exaxe’s orders, revenue, customers, clients, suppliers or employees during the earnout period.

The transformation of our business from primarily selling solutions, which required lot of implementation services and customizations to ready out of the box offerings, may result in seasonality of revenue.

The transformation of our business from primarily selling solutions, which required substantial implementation services and customizations, to ready out of the box offerings, will impact the way we have been recognizing our term and annual license fees in the past. While in the past our obligation to the customer was through the end of the life of the contract due to the nature of the software that was provided to the customer, the new ready out of the box, single package solutions will end our obligation on the license at the time when the product is considered as handed over to the customer. This will now require us to either recognize the entire committed license fee upfront or over the implementation period. This will increase the seasonal impact on our new multi-year annual license fees or term license fees.

Risks Related to Our Common Stock

If we are unable to maintain the listing standards of the Nasdaq Global Market, 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 Nasdaq Global Market. To maintain our listing on the Nasdaq Global Market, 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 Nasdaq Global Market’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 Nasdaq Global Market, 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, India and Ireland. 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; approximately 178,759, square feet in India; and approximately 4,000 square feet in Ireland.

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, Majesco Software and Solutions Inc. (“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 Services Inc. (“Alamance”), alleging a purported breach of services and license agreement by MSSI. In the summons, Alamance sought compensatory damages (including lost profits) of an amount of at least $10 million, pre-and post-judgment interest and costs and fees. On March 12, 2019, MSSI and Alamance signed a Settlement Agreement and Release settling such action. Pursuant to the terms of the Settlement Agreement, MSSI paid Alamance U.S. a cash settlement amount following which the parties filed a Stipulation of Discontinuance dismissing the action with prejudice. Most of the amount paid by MSSI has been covered by its insurance policy.

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 Information

Our shares of capital stock began trading on the NYSE American under the symbol "MJCO" on June 29, 2015. Effective February 26, 2019, we switched the listing of our common stock to the Nasdaq Global Market and our common stock now trades under the symbol "MJCO" on the Nasdaq Global Market.

Record Holders

As of May 24, 2019, we had 92 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.

Dividends

We did not declare or pay any cash dividend on our common stock during fiscal 2019 or fiscal 2018. 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.

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.

Securities Authorized for Issuance Under Equity Compensation Plans

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.

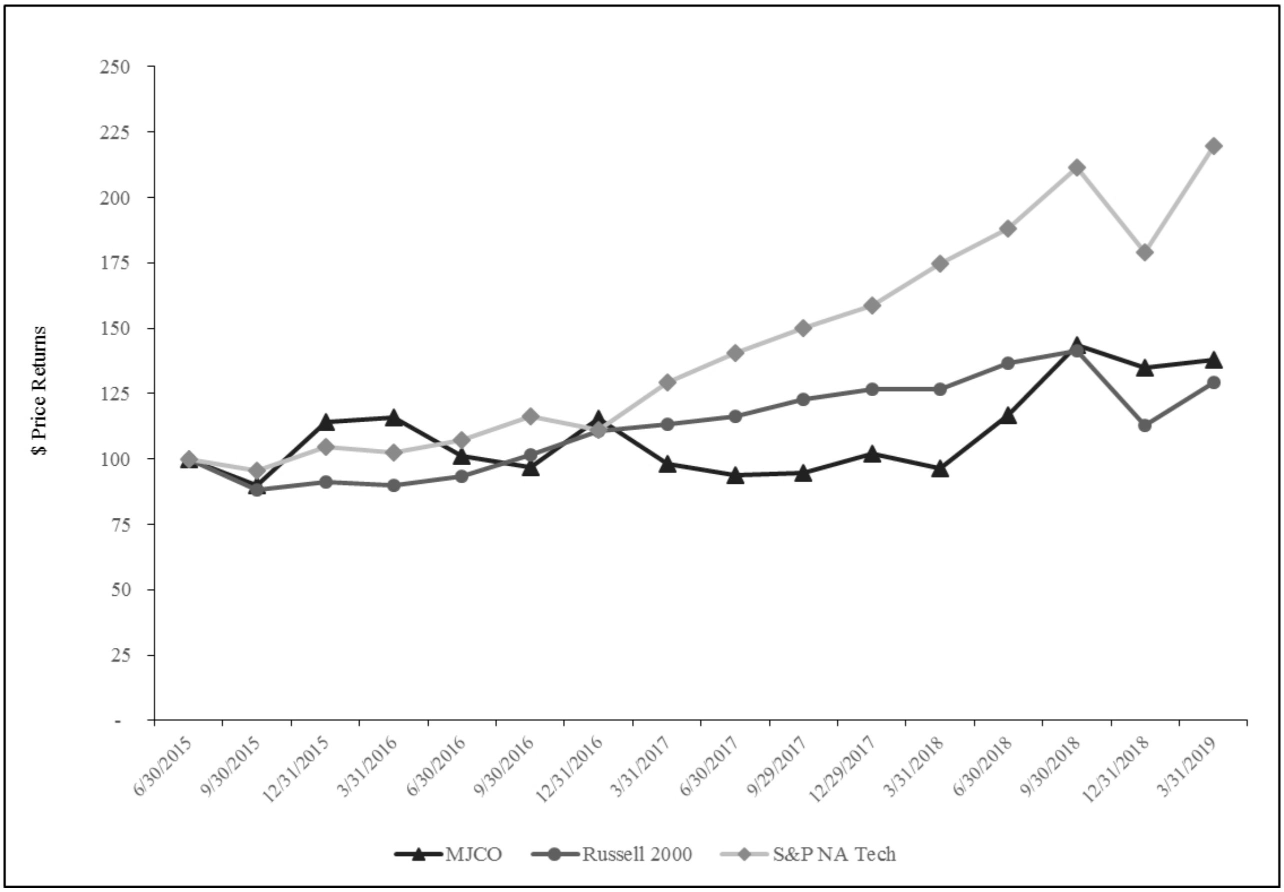
__PERFORMANCE GRAPH__

The graph below compares the cumulative total stockholder returns (including reinvestment of dividends) from the period from June 29, 2015 through March 31, 2019 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 Limited.”

The financial data as of and for fiscal 2019, fiscal 2018, fiscal 2017, fiscal 2016 and fiscal 2015 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 2019, fiscal 2018 and fiscal 2017, 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, 2015	Fiscal Year Ended March 31, 2016	Fiscal Year Ended March 31, 2017	Fiscal Year Ended March 31, 2018	Fiscal Year Ended March 31, 2019
Revenues	$ 79,282	$ 113,302	$ 121,768	$ 122,985	$ 139,860
Income (loss) before income tax	(792)	(4,749)	(825)	(2,946)	10,536
Net income income/(loss)	(651)	(3,562)	(922)	(5,001)	6,925
Net income (loss) per share – basic	(0.02)	(0.10)	(0.02)	(0.14)	0.19
Net income (loss) per share – diluted	(0.02)	(0.10)	(0.02)	(0.14)	0.18

	Fiscal Year Ended March 31, 2015	Fiscal Year Ended March 31, 2016	Fiscal Year Ended March 31, 2017	Fiscal Year Ended March 31, 2018	Fiscal Year Ended March 31, 2019
Cash and cash equivalents	$ 6,532	$ 6,154	$ 12,464	$ 9,152	$ 39,437
Working capital	6,275	5,665	9,599	5,734	44,889
Total assets	45,545	94,621	90,014	96,526	148,040
Short-term debt	1,470	6,951	2,561	5,269	442
Long-term debt	3,000	6,800	10,000	8,367	109
Stockholders’ equity	20,556	45,557	45,848	45,167	99,278

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

Majesco is a global leader of cloud insurance software solutions for insurance business transformation. We provide technology, expertise, and leadership that helps insurers modernize, innovate and connect to build the future of their business and the insurance industry at speed and scale. We do this by providing technology that connects people and businesses to insurance in ways that are innovative, hyper-relevant, compelling and personal. In addition to the United States, we operate in Canada, Mexico, the United Kingdom, Malaysia, Singapore, Ireland and India. With our CloudInsurer® solutions, we offer cloud-based core insurance platforms, along with distribution management and data and analytics solutions. With our Digital1st™ solutions we offer a cloud-native, digital engagement and microservices platform-as-a-service for the entire insurance business and an ecosystem of partners with apps that provide innovative data sources and capabilities. These solutions enable Property & Casualty/General Insurance ("P&C"), and Life, Annuities, Pensions and Group/ Voluntary Benefits ("L&A and Group") providers to modernize and optimize their businesses across the end-to-end insurance value chain, better comply with policies and regulations, innovate with new business models, enter new markets and launch new products and services for incumbents, greenfields and startups. Using this portfolio of solutions including our core P&C, L&A and Group and LifePlus insurance platforms, data and analytics, distribution management and Digital1st Insurance, our customers can 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.

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, 2019, we served approximately 200 insurance companies on a worldwide basis.

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), 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 primarily from monthly subscriptions once the platform is deployed for use. Additionally, we also generate revenues from professional fees for services that the customer may engage Majesco for under both modes of deployment. License fees, support and maintenance and cloud subscription fees are usually managed through multi-year agreements, 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 2019 Highlights

A few of our highlights of fiscal 2019 were:

- Revenues of $139,860 with a gross profit of 49% of revenue;
- $19,289 (13.8% of revenue) in R&D expenses;
- $39,148 (28.0% of revenue) in sales, general and administrative expenses;
- Net income of $6,925; and
- Adjusted EBITDA of $17,234, representing 12.32% 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 equity-based compensation, a one-time reversal of accrual for contingent consideration liability and one time transaction costs related to the acquisition of Exaxe.

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 2019 and fiscal 2018, see "— Results of Operations — Fiscal Year Ended March 31, 2019 Compared to Fiscal Year Ended March 31, 2018 — Adjusted EBITDA". 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".

Agile Asset Acquisition

On January 1, 2015, we acquired substantially all of the insurance consulting business of Agile Technologies, LLC, a New Jersey limited liability company, a business and technology management consulting firm. Total consideration for the Agile asset acquisition amounted to approximately $8,500, including approximately $7,800 in earn-out payments over three years based on the satisfaction of certain time milestones and performance targets.

During the quarter ended September 30, 2018, we and the shareholders of Agile determined that the final earnout targets under the Agile asset purchase agreement would not be met and that no further contingent consideration would therefore be due under the Agile asset purchase agreement. Accordingly, the accrued outstanding balance has been reversed in the income statement during the period ended September 30, 2018. We have no further obligations with respect to earnout payments under the Agile asset purchase agreement.

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 Technologies Inc., 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, merged with and 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 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.

Exaxe Acquisition

On November 27, 2018 we entered into a share purchase agreement (the "Exaxe Agreement") for the acquisition of all the issued share capital of Exaxe Holdings Limited, a private limited company incorporated in Ireland. Exaxe is an EMEA (Europe, the Middle East and Africa) based cloud software leader in the life, pensions and wealth management segment. Headquartered in Dublin, Ireland, Exaxe serves a growing list of top European insurers. This acquisition will strengthen and expand our software offerings in EMEA for the individual life, pensions and wealth management market while complementing the Group's software and Group focused customer base in the UK. On November 27, 2018, we consummated the purchase of 90% of the securities of Exaxe. We have agreed to purchase, and the sellers have agreed to sell to us, the remaining 10% of the securities of Exaxe on August 1, 2019.

In consideration for the purchase of the securities, on November 27, 2018, we paid the sellers EUR 6,392. In addition, we agreed to make an additional payment to the sellers of EUR 717 for the remainder of the securities on August 1, 2019.

We also agreed to make certain earnout payments to the sellers if certain adjusted EBITDA (as defined in the Exaxe Agreement) targets for Exaxe are met. If adjusted EBITDA for Exaxe for the period of January 1, 2019 through December 31, 2019 is at least equal to 75% of the adjusted EBITDA target for such year, we have agreed to pay EUR 625 to the sellers and an additional EUR 25 for each full 1% increase above 75%, up to a maximum of 100% (with a maximum earnout payment amount not to exceed EUR 1,250). If adjusted EBITDA for Exaxe for the period of January 1, 2020 through December 31, 2020 is at least equal to 75% of the adjusted EBITDA target for such year, we have agreed to pay EUR 750 to the sellers and an additional EUR 30 for each full 1% increase above 75%, up to a maximum of 100% (with a maximum earnout payment amount not to exceed EUR 1,500). If adjusted EBITDA for Exaxe for the period of January 1, 2021 through December 31, 2021 is at least equal to 75% of the adjusted EBITDA target for such year, we have agreed to pay EUR 875 to the sellers and an additional EUR 35 for each full 1% increase above 75%, up to a maximum of 100% (with a maximum earnout payment amount not to exceed EUR 1,750). In lieu of being paid to the sellers, a portion of these earn-out payments will be paid to key employees as bonuses if they remain employed by Exaxe at the earnout payment date. We may also withhold 15% of any earnout payment if a seller who is a key employee leaves the employment of Exaxe prior to the end of the earnout period (other than due to death, serious illness, compassionate grounds, by mutual agreement or termination for cause or misconduct). We will also be entitled to withhold and off set against any earnout payment such amounts due and payable or which may become due and payable by the sellers to us with respect to claims under the agreement and related transaction documents.

The entire earnout amount of EUR 4,500 (less any portion already paid) will become due and payable upon a sale of beneficial interests in a majority of the outstanding shares of Exaxe or its subsidiary or a sale or other disposal in whole or substantial part of the undertaking or assets of Exaxe or its subsidiary before the end of the earnout period.

We will also be restricted from making certain changes to the business of Exaxe, or diverting or redirecting Exaxe's orders, revenue, customers, clients, suppliers or employees during the earnout period.

In connection with the transaction, on November 27, 2018, Exaxe Limited, a subsidiary of Exaxe, entered into employment agreements with each of Norman Carroll (the Chief Executive Officer of Exaxe) and Philip Naughton (the Executive Director – Business Development of Exaxe) pursuant to which Norman Carroll and Philip Naughton will act as SVP Ireland/UK Operations and Executive Director Business Development of Exaxe Limited, respectively. We agreed to grant Norman Carroll and Philip Naughton stock options awards with respect to such number of shares of our common stock having an aggregate value of EUR 1,000 pursuant to our 2015 equity incentive plan.

In addition, in connection with the transaction, we entered into a lease agreement with certain sellers (including Norman Carroll and Philip Naughton) for certain real property facilities leased by Exaxe Limited.

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 2019, fiscal 2018 and fiscal 2017. 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 based on the following general revenue recognition principles are met:

- **Identify contract with a customer:** There is an agreement between the company and a customer that creates enforceable rights and obligations. If required, the company combines two or more contracts and accounts for them as one contract for the purposes of revenue recognition.

- **Identify performance obligations in the contract:** Under the contracts the company establishes the different performance obligations. Determination of performance obligation is based on whether the customer can derive benefit from the product and services on its own or together with other resources and each of these benefits can be separately identified.

- **Determine Transaction price:** The transaction price is the amount of consideration in the contract that the company expects to be entitled to receive in exchange for transferring the intellectual property and/or services to the customer. The company may enter in to fixed price contracts or variable priced contracts depending on the nature of the contract.

- **Allocate transaction price to performance obligations in the contract:** The company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price for each distinct deliverable.

- **Recognize revenue when or as the company satisfies performance obligations:** The company recognizes revenue when or as it satisfies each of the distinct performance by transferring the intellectual property or services that has been agreed upon with the customer. The revenue recognized is the amount allocated to that distinct obligation and the satisfaction of it. The obligation may be satisfied at a point of time or over a period of time. For performance obligations satisfied over a period of time, the company recognizes revenue based on the progress toward satisfaction of the obligation.

We have historically sold codebase solutions which required significant customization before the solution was ready for use by the customer and required us to provide continued services and support to ensure that the solution served the purposes of the customer. Over the years we have made significant investments in R&D and successfully transformed the codebase solution in to a single package out of the box product, rich in functionality and content with easy and seamless upgrade capabilities. With this, on all our new sales / deployments, our obligation is now limited to the deployment of the contracted product on the environment for which it was sold (cloud-based or On-premise). The product is ready to use and the customer may choose to use the product as is, choose to retain our consultants to install, assist in implementation and customize the environment, contract with a third party to carry out this work or do it themselves with the toolkit that comes with the product. Revenues for license fees for sales of our out-of-the-box product offerings is recorded at the time of delivery as there is no significant ongoing service obligation after the point of sale. When our customers contract us for consulting and maintenance services, we account for the revenues from those standalone elements over the life of the contract.

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 Consolidated and 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 – 15 years
Technology	6 years
Trademark	10 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 Consolidated and Combined Statement of Operations.

Maintenance and repairs are charged to combine Statement of Operations when incurred. 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 lease period, 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, 2019 Compared to Fiscal Year Ended March 31, 2018 and Fiscal Year Ended March 31, 2018 Compared to Fiscal Year Ended March 31, 2017

The following table summarizes our consolidated statements of operations for fiscal 2019, fiscal 2018 and fiscal 2017 including as a percentage of revenues:

Statement of Operations Data

	Fiscal Years Ended					
(U.S. Dollars; dollar amounts in thousands):	**March 31, 2019**	**%**	**March 31, 2018**	**%**	**March 31, 2017**	**%**
Total Revenue	$ 139,860		$ 122,985		$ 121,768	
Total cost of revenues	71,373	51%	67,120	55%	63,461	52%
Total gross profit	68,487		55,865		58,307	
Operating expenses:						
Research and development expenses	19,289	14%	17,250	14%	17,236	14%
Selling, general and administrative expenses	39,148	28%	41,022	33%	41,310	34%
Merger and acquisition expenses	444		—		—	
Total operating expenses	58,881		58,272		58,546	
Income (loss) from operations	9,606		(2,407)		(239)	
Interest income	104		51		41	
Interest expense	(450)		(516)		(612)	
Other income (expenses), net	441		(74)		(15)	
Gain on reversal of accrued contingent consideration liability	835		—		—	
Income (loss) before provision for income taxes	10,536		(2.946)		(825)	
Income taxes	3,611		2,055		97	
Net income (loss)	$ 6,925	5%	$ (5,001)	(4.07)%	$ (922)	(0.76)%

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

	Fiscal years ended					
(U.S. dollars; dollar amounts in thousands):	**March 31, 2019**	**%**	**March 31, 2018**	**%**	**March 31, 2017**	**%**
Geography: North America						
Legal Entity						
Majesco	$ 43,382	31%	$ 35,539	29%	$ 27,395	23%
Majesco Software and Solutions Inc.	58,730	42%	46,430	38%	52,357	43%
Cover-All Systems Inc.	19,571	14%	26,173	21%	27,325	22%
Majesco Canada Ltd., Canada	617	0	1,203	1%	1,748	1%
	$ 122,300	87%	$ 109,345	89%	$ 108,825	89%
Geography: Europe						
Legal Entity:						
Majesco UK Limited, UK	$ 6,299	5%	$ 6,651	5%	$ 8,167	7%
Exaxe Limited	$ 3,482	2%	—		—	
	$ 9,781	7%	$ 6,651	5%	$ 8,167	7%
Geography: Other						
Legal Entity:						
Majesco Sdn. Bhd., Malaysia	$ 5,949	4%	$ 5,248	4%	$ 3,625	3%
Majesco Asia Pacific Pte. Ltd., Singapore	1,299	1%	379	1%	59	0%
Majesco Software and Solutions India Private Limited, India	531	1%	1,362	1%	1,092	1%
	$ 7,779	6%	$ 6,989	6%	$ 4,776	4%
Total Revenues	$ 139,860		$ 122,985		$ 121,768	

Comparison of Fiscal Years Ended March 31, 2019 and 2018

Revenues

Revenues for fiscal 2019 were $139,860 compared to $122,985 for fiscal 2018, representing a 14% year on year growth. The 14% increase in revenue was driven by expansion within existing accounts, new logos and the acquisition of Exaxe. The revenue mix continued to shift with the cloud business gaining momentum over the on-premise model. Cloud subscriptions increased 46% over the previous year. Revenue from professional services from on premise deployments declined 22% on a year over year basis whereas it increased 53% on cloud deployments Recurring revenues as a percentage of total revenue increased to 33% in fiscal 2019 from 27% in the previous year.

Gross Profit

Gross profit was $68,487 (49.0% of revenue) for fiscal 2019 compared with $55,865 (45.4% of revenue) for fiscal 2018. This represents an improvement of over 350 basis points as a percentage of revenue. The increase in gross margin was the result of improved delivery management, increased efficiencies and utilization together with the shift in revenue mix towards more profitable recurring revenues.

Salaries and consultant fees in cost of revenues were $52,461 for fiscal 2019 compared to $47,545 for fiscal 2018. This represents an increase of 10% in salaries and consultant fees primarily due to the growth in our revenues. We had 2,528 and 2,298 technical and technical support employees as of March 31, 2019 and 2018, respectively. As a percentage of revenues, salaries and consultant fees were 38% and 39% respectively for fiscal 2019 and fiscal 2018.

Operating Expenses

Operating expenses were $58,881 for fiscal 2019 compared to $58,272 for fiscal 2018. We continued to invest in sales and marketing as well as R&D but controlled our general and administrative costs to ensure that total operating costs did not significantly increase on a year over year basis. This has resulted in being able to derive the benefit of scale and, as a percentage of revenues, operating expenses decreased to 42% from 47%.

Income/ (Loss) from Operations

Income/ (loss) from operations was $9,606 for fiscal 2019 compared to $(2,407) for fiscal 2018. As a percentage of revenues, income from operations was 7% for fiscal 2019 compared to a loss of (2%) for fiscal 2018.

Other income/ (expenses)

Other income/ (expenses), net was $441 for fiscal 2019 compared to $(74) for fiscal 2018. The income was primarily due to an exchange gain/ (loss) and on account of a change in currency exchange rates.

Tax Provision

The tax charge was $3,611 and $2,055 for fiscal 2019 and fiscal 2018. The increase in the tax provision in fiscal 2019 is primarily due to the increase in profit during fiscal 2019.

Net Income(loss)

Net income was $6,925 for fiscal 2019 compared to net loss of $(5,001) for fiscal 2018. Income per share, basic and diluted, was $0.19 and $0.18, respectively, for fiscal 2019, compared to loss per share, basic and diluted, of $(0.14) and $(0.14), respectively, for fiscal 2018.

Adjusted EBITDA

Adjusted EBITDA, a non-GAAP metric, was $17,234 for fiscal 2019 compared to $5,695 for fiscal 2018.

The following is an unaudited reconciliation of U.S. GAAP net income to EBITDA and Adjusted EBITDA for fiscal 2019 and fiscal 2018:

	Fiscal years ended	
(U.S. dollar amounts; in thousands)	**March 31, 2019**	**March 31, 2018**
Net Income (loss)	$ 6,925	$ (5,001)
Add:		
Provision for income taxes	3,611	2,055
Depreciation and amortization	4,243	4,849
Interest expense	450	516
Less:		
Interest income	(104)	(51)
Other income, net	(441)	74
EBITDA	$ 14,684	$ 2,442
Add:		
Merger and acquisition expenses	444	—
Stock based compensation	2,941	3,253
Less:		
Reversal of accrual for contingent consideration liabilities	(835)	—
Adjusted EBITDA	17,234	5,695
Revenue	139,860	122,985
Adjusted EBITDA as a% of Revenue	12.32%	4.63%

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 a 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

The 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 the change in tax rates in the United States. During fiscal 2018, an adjustment of $2,399 was made to write down our deferred tax asset consistent with the 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:

	Fiscal years ended	
(U.S. dollar amounts; in thousands)	**March 31, 2018**	**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%

Liquidity and Capital Resources

Our cash and cash equivalent and short term investments position was $39,437 at March 31, 2019, $9,152 at March 31, 2018 and $12,464 at March 31, 2017.

Net cash provided (used) by operating activities was $7,743 for fiscal 2019, $(2,650) for fiscal 2018 and$10,361 for fiscal 2017. We had accounts receivable of $16,933 at March 31, 2019, $19,103 at March 31, 2018 and $12,227 at March 31, 2017. We had revenues in excess of billings of $17,916 at March 31, 2019, $9,997 at March 31, 2018, and $8,563 at March 31, 2017. Accounts payable and accrued expenses, and current portions of capital lease obligations amounted to $33,182 at March 31, 2019, $24,588 at March 31, 2018, and $18,144 at March 31, 2017. The average days sales outstanding for fiscal 2019, fiscal 2018 and fiscal 2017 were 85 days, 80 days and 67 days, respectively. The increase to 85 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 provided (used) by investing activities amounted to $(36,718) for fiscal 2019, $(789) for fiscal 2018, and $2,938 for fiscal 2017. Net cash used by investing activities for fiscal 2019 included the purchase of plant, property and equipment and intangible assets aggregating to $1,698 and consideration paid for the acquisition of Exaxe net of cash acquired of $(6,938).

Sale/(purchase) of investments in mutual funds and certificate of deposits (net) was $(28,108) for fiscal 2019, $869 for fiscal 2018 and $(223) for fiscal 2017, respectively. Restricted cash was $43 for fiscal 2019, $53 for fiscal 2018 and $53 for fiscal 2017.

Net cash generated/ (used) by financing activities was $30,927 for fiscal 2019, $690 for fiscal 2018, and $(831) for fiscal 2017. The increase in cash generation was on account of the receipt of proceeds from our common stock rights offering in February 2019 and employee stock purchase plan of $43,477 and $738 respectively. Those proceeds were offset by repayment of debt of $13,088. 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, 2019, we had approximately $39,437 of cash, cash equivalents and marketable securities of which approximately $9,758 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.

On February 25, 2019, we completed a rights offering pursuant to which we received approximately $43,477 in gross proceeds from the sale of 6,123,463 shares of our common stock to shareholders who exercised their subscription rights (including both basic and over-subscriptions) in the rights offering. We used a portion of the proceeds from our rights offering to repay $5,000, which constituted the total amount outstanding under our loan agreement with HSBC Bank USA, National Association, and terminated this facility. We expect to use the remaining proceeds from the rights offering to fund future acquisitions and for general corporate purposes, including to fund any earnout payments under the Exaxe acquisition and the purchase of the remaining 10% of Exaxe.

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. 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. We believe that remaining proceeds from our rights offering, 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.

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

MSSIPL Facilities

On May 9, 2017, our subsidiary, Majesco Software and Solutions India Pvt. Ltd. (“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 $2,875 at exchange rates in effect on March 31, 2019). 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, 2019. There were no outstanding loans under this Combined Facility as of March 31, 2019.

Term Loan Facility

On March 23, 2016, we entered into a Loan Agreement (the “Loan Agreement”) with HSBC Bank USA, National Association (“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 bore 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 were due and payable semi-annually. All principal and interest outstanding under the Note was due and payable on March 1, 2021. The Facility was unsecured and supported by a letter of credit issued by a bank of $10,000, which was secured by a cash pledge of our parent company, Majesco Limited. On February 27, 2019, we used a portion of the proceeds from our recently completed rights offering to repay the total amount outstanding under the Loan Agreement with HSBC and terminated this facility.

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 (the “Receivable Purchase Agreement”) 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 2% plus the 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 serves as HSBC’s agent for the collection of receivables, and Majesco collects and otherwise enforces 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 12 months and shall continue unless terminated by either party. Either party may terminate the Receivable Purchase Agreement at any time upon 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.

On November 29, 2018, we amended the Receivable Purchase Agreement to increase its limit to $15,000 until March 29, 2019, and $10,000 thereafter. HSBC received an arrangement fee of $10 in connection with this amendment. The amendment provided additional liquidity to Majesco for mergers and acquisitions and other general corporate purposes. As of March 31, 2019, we had $415 outstanding under this facility. We used proceeds from this facility to repay existing indebtedness and for capital expenditures, working capital and other general corporate purposes.

Exaxe Facilities

Exaxe Limited has a receivables purchase agreement with AIB Commercial Finance Limited (“AIB Commercial”) pursuant to which AIB Commercial will purchase up to EUR 200 in receivables from Exaxe Limited on a discounted basis. In addition, Exaxe Limited has an overdraft facility with Allied Irish Banks, p.l.c. (“AIB”) of up to EUR 100. The facility has a variable interest rate and is payable on demand at any time. This facility is secured by the assets of Exaxe Limited. As of March 31, 2019, there were no outstanding balances under these facilities.

Auto loan

MSSIPL has obtained an auto loan from HDFC Bank for the purchase of a 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 this auto loan as of March 31, 2019 is $137.

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, 2019:

Payments due by period
(in thousands)

Particulars	Total	<1 Year	1 – 3 Years	3 – 5 Years	>5 Years
Operating Leases	6,261	3,132	1,731	1,398	—
Purchase Obligations	90	90	—	—	—
HSBC Receivable Purchase Facility and Auto loan	551	551	—	—	—
Other Obligations – Deferred Consideration	4,146	1,242	2,904	—	—
Total	$ 11,048	$ 5,015	$ 4,635	$ 1,398	$ —

As of March 31, 2019, our operating leases consisted of leases for office space in the United States, Canada, the United Kingdom, Malaysia, Singapore, Ireland 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. Deferred consideration reflects discounted future cash flows during the earn-out period related to our acquisition of the Exaxe assets in October 2018. 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 Consolidated and 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 $382 for fiscal 2019.

(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 2019. Our total obligations under leave encashment was $4,159, as of March 31, 2019.

(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 $100 to the fund during fiscal 2019.

(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 $36 towards the Superannuation Plan during fiscal 2019.

(5) 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 Consolidated and 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 $1,643 in the aggregate towards all these contribution plans during fiscal 2019.

See Notes 2 and 13 to our consolidated financial statements for fiscal 2019 for additional information.

In addition, as of March 31, 2019, 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

Accounting for Leases (Topic 842)

In February 2016, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“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 become 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 ASU 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.

Income Statement, Reporting Comprehensive Income (Topic 220): Reclassification of Certain Effects from Accumulated Other Comprehensive Income

In February 2018, the FASB issued ASU No. 2018-02, "Income Statement, Reporting Comprehensive Income (Topic 220): Reclassification of Certain Effects from Accumulated Other Comprehensive Income" ("ASU 2018-02"), which allows a reclassification of stranded tax effects from accumulated other comprehensive income to retained earnings, as a result of the Tax Cuts and Jobs Act of 2017. ASU 2018-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, with early adoption permitted. 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.

Disclosure Framework (Topic 820) – Changes to the Disclosure Requirements for Fair Value Measurement

In August 2018, the FASB issued ASU No. 2018-13, Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement ("ASU 2018-13"), which amends ASC 820, Fair Value Measurement. ASU 2018-13 modifies the disclosure requirements for fair value measurements by removing, modifying, or adding certain disclosures. The effective date is the first quarter of fiscal year 2021, with early adoption permitted for the removed disclosures and delayed adoption until fiscal year 2021 permitted for the new disclosures. The removed and modified disclosures will be adopted on a retrospective basis and the new disclosures will be adopted on a prospective basis. The Company is currently evaluating the impact of adopting ASU 2018-13 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 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, 2019 were $11,329 and $28,108, 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 which was in effect as of March 31, 2019, is variable and is based on LIBOR plus a fixed margin. As of March 31, 2019, we had $415 in borrowings outstanding under our receivables facility with HSBC. As of March 31, 2019 we had borrowed $137 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, Singapore dollars, Mexican peso, Malaysian ringgit and the Euro. The volatility of exchange rates depends on many factors that we cannot forecast with reliable accuracy.

We generated approximately 13% and 12.1% of our gross revenues outside of the United States for fiscal 2019 and fiscal 2018, respectively. The effect of foreign exchange rate changes on cash and cash equivalents resulted in a gain/(loss) of $225 and $266 for fiscal 2019 and fiscal 2018, respectively. For fiscal 2019 and fiscal 2018, we had a foreign exchange gain/ (loss) of approximately $324 and $(81), 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, 2019 and 2018 amounted to $31,100 and $18,250, respectively. The aggregate contracted GBP principal amounts of our foreign exchange forward contracts (sell) outstanding as of March 31, 2019 and 2018 amounted to $0 and $1,155, respectively. The outstanding forward contracts as of March 31, 2019 mature between 1 to 37 months. As of March 31, 2019, we estimate that $291, 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, 2019				
Designated as hedging instruments under Cash Flow Hedges				
Foreign exchange forward contracts	$ 436	$ 132	$ 21	$ 136
	$ 436	$ 132	$ 21	$ 136
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

* 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 Consolidated and 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, 2019.

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, 2019. Based on such evaluation, our principal executive officer and principal financial officer have concluded that, as of March 31, 2019, our disclosure controls and procedures were effective at the reasonable assurance level.

Management's Annual 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, 2019. 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, 2019, 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 in the United States 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 to the information that will be contained in our definitive proxy statement (the "Proxy Statement") for the 2019 annual meeting of shareholders (the "Annual Meeting").

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 is incorporated herein by reference to the information that will be contained in our Proxy Statement for the Annual Meeting.

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 to the information that will be contained in our Proxy Statement for the Annual Meeting.

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

The information required by this Item 13 is incorporated herein by reference to the information that will be contained in our Proxy Statement for the Annual Meeting.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item 14 is incorporated herein by reference to the information that will be contained in our Proxy Statement for the Annual Meeting.

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 consolidated and 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

Index to Consolidated and Combined Financial Statements

	Page
Report of Independent Registered Public Accounting Firm	F-2
Consolidated and Combined Balance Sheets — March 31, 2019 and 2018	F-3
Consolidated and Combined Statements of Operations — Fiscal Years Ended March 31, 2019, March 31, 2018 and March 31, 2017	F-4
Consolidated and Combined Statements of Comprehensive Income — Fiscal Years Ended March 31, 2019, March 31, 2018 and March 31, 2017	F-5
Consolidated and Combined Statements of Changes in Stockholders' Equity — Fiscal Years Ended March 31, 2019, March 31, 2018 and March 31, 2017	F-6
Consolidated and Combined Statements of Cash Flows — Fiscal Years Ended March 31, 2019, March 31, 2018 and March 31, 2017	F-7
Notes to Consolidated and Combined Financial Statements	F-8

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, 2019 and 2018, 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, 2019, 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, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended March 31,2019, 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

/s/ MSPC

We have served as the Company's auditor since 2015.
Cranford, NJ
May 30, 2019

Majesco

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

	March 31, 2019	March 31, 2018
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 11,329	$ 9,152
Short term investments	28,108	—
Restricted cash	43	53
Accounts receivables, net	16,933	19,103
Unbilled accounts receivable	17,916	9,997
Deferred income tax assets	—	—
Prepaid expenses and other current assets	15,172	9,494
Total current assets	**89,501**	**47,799**
Property and equipment, net	2,787	2,755
Intangible assets, net	12,937	6,535
Deferred income tax assets	7,637	7,171
Unbilled accounts receivable	543	—
Other assets	490	50
Goodwill	34,145	32,216
Total Assets	**$ 148,040**	**$ 96,526**
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Loan from bank	$ 442	$ 5,269
Accounts payable	2,220	2,353
Accrued expenses and other liabilities	30,962	22,032
Software hire purchase obligations	—	203
Deferred revenue	10,988	12,201
Total current liabilities	**44,612**	**42,058**
Term loan – bank	—	8,367
Auto loan	109	—
Consideration payable on Exaxe acquisition	2,951	—
Other liabilities	1,090	928
Total Liabilities	**$ 48,762**	**$ 51,353**
Commitments and contingencies	—	—
STOCKHOLDERS' EQUITY		
Preferred stock, par value $0.002 per share – 50,000,000 share authorized as of March 31, 2019 and March 31, 2018; 0 shares issued and outstanding as of March 31, 2019 and March 31, 2018	$ —	$ —
Common stock, par value $0.002 per share – 450,000,000 shares authorized as of March 31, 2019 and March 31, 2018; 42,846,273 shares issued and outstanding as of March 31, 2019 and 36,600,457 shares issued and Outstanding as of March 31, 2018	86	73
Additional paid-in capital	122,163	75,022
Accumulated deficit	(23,792)	(30,283)
Accumulated other comprehensive income	(412)	361
Total stockholders' equity attributable to Majesco stockholders	**98,045**	**45,173**
Non-controlling interests in consolidated subsidiaries	1,233	—
Total stockholders' equity	**99,278**	**$ 45,173**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 148,040**	**96,526**

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, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Revenue	$ 139,860	$ 122,985	$ 121,768
Cost of revenue	71,373	67,120	63,461
Gross profit	**$ 68,487**	**$ 55,865**	**$ 58,307**
Operating expenses			
Research and development expenses	$ 19,289	$ 17,250	$ 17,236
Selling, general and administrative expenses	39,148	41,022	41,310
Merger and acquisition expenses	444	—	—
Total operating expenses	**$ 58,881**	**$ 58,272**	**$ 58,546**
Income/(loss) from operations	**$ 9,606**	**$ (2,407)**	**$ (239)**
Interest income	104	51	41
Interest expense	(450)	(516)	(612)
Other income (expenses), net	441	(74)	(15)
Gain on reversal of accrued contingent liability	835	—	—
Income/ (loss) before provision for income taxes	**$ 10,536**	**$ (2,946)**	**$ (825)**
Provision for income taxes	3,611	2,055	97
Net Income/(loss)	**$ 6,925**	**$ (5,001)**	**$ (922)**
Earnings (Loss) per share:			
Basic	$ 0.19	$ (0.14)	$ (0.02)
Diluted	$ 0.18	$ (0.14)	$ (0.02)
Weighted average number of common shares outstanding			
Basic	37,209,999	36,540,199	36,477,774
Diluted	39,273,605	36,540,199	36,477,774

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, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Net income/(loss)	$ 6,925	$ (5,001)	$ (922)
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments	(995)	638	(567)
Unrealized (loss)/gains on cash flow hedges	223	9	(58)
Other comprehensive income/ (loss)	**$ (772)**	**$ 647**	**$ (625)**
Comprehensive income/ (loss)	**$ 6,153**	**$ (4,354)**	**$ (1,547)**
Less: Comprehensive income attributable to the non-controlling interest	$ —	$ —	$ —
Comprehensive income (loss) attributable to Owners of the Company	**$6,153_**	**$ (4,354)**	**$ (1,547)**

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, 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 loss 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**
Net income	—	—	—	6,925	—	—	6,925
Issue of stock under ESOP and ESPP	122,351	—	737	—	—	—	737
Stock based compensation	—	—	2,941	—	—	—	2,941
Issue of stock under Right Issue	6,123,465	13	43,463				43,476
Exaxe acquisition	—	—	—	(434)	—	1,233	799
Foreign currency translation adjustments	—	—	—	—	(995)	—	(995)
Unrealized gains on cash flow hedges	—	—	—	—	222	—	222
Balance as of March 31, 2019	**42,846,273**	**$ 86**	**$ 122,163**	**$ (23,792)**	**$ (412)**	**$ 1,233**	**$ 99,278**

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, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Net income (loss)	$ 6,925	$ (5,001)	$ (922)
Adjustments to reconcile net (loss) to net cash provided by operating activities:			
Depreciation and amortization	4,245	4,848	4,720
Share based compensation expenses	2,941	3,253	1,578
Exchange gain on payment of Exaxe acquisition	(169)	—	—
Impairment of goodwill	—	—	60
Provision for doubtful receivables	427	335	984
Profit on sale of fixed assets	(9)	—	—
Deferred tax (benefit)	(301)	(1,300)	(429)
Accounts receivables	2,271	(6,767)	9,049
Unbilled accounts receivable	(8,619)	(1,216)	(1,399)
Prepaid expenses and other current and non-assets	(6,130)	(3,284)	428
Accounts payable	(312)	(570)	(751)
Accrued expenses and other liabilities – Others	8,963	7,130	(1,459)
Deferred revenue	(1,344)	1,179	(215)
Other liabilities	(1,145)	(1,257)	(1,283)
Net cash provided by/(used in) operating activities	**$ 7,743**	**$ (2,650)**	**$ 10,361**
Cash flows from investing activities:			
Purchase of property and equipment	$ (1,690)	$ (1,166)	$ (2,104)
Purchase of intangible assets	(8)	(532)	(955)
Sale of tangible assets	19	40	139
Consideration paid for acquisition of Exaxe Holdings Ltd	(6,938)	—	—
Sale/(Purchase) of investments	(28,108)	869	(223)
(Increase)/decrease in restricted cash	(3)	—	1
Net cash used in investing activities	**$ (36,728)**	**$ (789)**	**$ (3,142)**
Cash flows from financing activities:			
Payment of capital lease obligation	$ (203)	$ (395)	$ 318
Repayment of term loan	(8,333)	4,709	13,404
Repayment of working capital loan	(4,752)	(3,624)	(14,553)
Proceeds from right issue of shares	43,477	—	—
Proceeds from share issued to employees	738	—	—
Net cash provided by/(used in) financing activities	**$ 30,927**	**$ 690**	**$ (831)**
Effect of foreign exchange rate changes on cash and cash equivalents and restricted cash	225	266	(477)
Net increase/(decrease) in cash and cash equivalents and restricted cash	2,167	(2,483)	5,911
Cash and cash equivalents, beginning of the period and restricted cash	9,205	11,688	5,777
Cash and cash equivalents at end of the period and restricted cash	**$ 11,372**	**$ 9,205**	**$ 11,688**
Supplementary disclosure of non-cash items			
Cash paid for interest	$ 450	$ 491	$ 591
Cash paid for income taxes (net of refunds received)	3,165	3,235	614
Supplementary disclosure of non-cash items			
Non-cash items – Assets acquired under capital leases	$ —	$ —	$ 484

See accompanying notes to the Consolidated and Combined Financial Statements.

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 leader of cloud insurance software solutions for insurance business transformation. We provide technology, expertise, and leadership that helps insurers modernize, innovate and connect to build the future of their business and the insurance industry at speed and scale. We do this by providing technology that connects people and businesses to insurance in ways that are innovative, hyper-relevant, compelling and personal. In addition to the United States, we operate in Canada, Mexico, the United Kingdom, Malaysia, Singapore, Ireland and India. With our CloudInsurer® solutions, we offer cloud-based core insurance platforms, along with distribution management and data and analytics solutions. With our Digital1st™ solutions we offer a cloud-native, digital engagement and microservices platform-as-a-service for the entire insurance business and an ecosystem of partners with apps that provide innovative data sources and capabilities. These solutions enable Property & Casualty/General Insurance (“P&C”), and Life, Annuities, Pensions and Group/ Voluntary Benefits (“L&A and Group”) providers to modernize and optimize their businesses across the end-to-end insurance value chain, better comply with policies and regulations, innovate with new business models, enter new markets, and launch new products and services for incumbents, greenfields and startups. Using this portfolio of solutions including our core P&C, L&A and Group and LifePlus insurance platforms, data and analytics, distribution management and Digital1st Insurance, our customers can 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, along with its subsidiaries (hereinafter referred to as the “Group”), operates in the United States, Canada, Mexico, the United Kingdom, Malaysia, Singapore, Ireland and India.

Majesco’s common stock was listed on the NYSE American and began trading on the NYSE American on June 29, 2015. Effective on February 26, 2019, Majesco transferred the listing of its common stock and began trading on the Nasdaq Global Market under the symbol “MJCO.”

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated 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 accompanying consolidated financial statements were prepared in accordance with GAAP. All inter-company balances and transactions have been eliminated in consolidation.

Certain employees of the Group participate in benefit and stock-based compensation programs of our parent company Majesco Limited. The consolidated balance sheets include the outstanding equity-based compensation program of Majesco Limited which is operated for the benefit of our employees.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

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, Canadian dollars, Singapore dollars and euros are the functional currencies for the Group entities operating in India, the UK, the US, Mexico, Malaysia, Canada, Singapore, and Ireland 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.

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 $324, $81, and $(108) for the years ended March 31, 2019, March 31, 2018 and March 31, 2017 are included in the Consolidated and Combined Statement of Operations under “Other income (expenses), net”.

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.

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.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives. The cost and the accumulated depreciation for property 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 repair expenses are recognized when incurred. Advance paid towards the 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 lease period, 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 acquisitions 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. When impairment is indicated because the carrying value of the goodwill of a reporting unit exceeds the implied fair value of that goodwill, then goodwill is written-down. The Group has no indefinite-lived intangible assets other than goodwill.

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 lease period, whichever is less
Internal-use Software	1 – 5 years
Intellectual Property Rights	1 – 5 years
Customer Contracts	1 – 3 years
Customer Relationships	6 – 15 years
Technology	6 years
Trademark	10 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.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

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 and for the years ended March 31, 2019, 2018 and 2017.

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 based on the following general revenue recognition principles are met:

- **Identify contract with a customer:** There is an agreement between the company and a customer that creates enforceable rights and obligations. If required, the company combines two or more contracts and accounts for them as one contract for the purposes of revenue recognition.

- **Identify performance obligations in the contract:** Under the contracts the company establishes the different performance obligations. Determination of performance obligation is based on whether the customer can derive benefit from the product and services on its own or together with other resources and each of these benefits can be separately identified.

- **Determine Transaction price:** The transaction price is the amount of consideration in the contract that the company expects to be entitled to receive in exchange for transferring the intellectual property and/or services to the customer. The company may enter in to fixed price contracts or variable priced contracts depending on the nature of the contract.

- **Allocate transaction price to performance obligations in the contract:** The company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price for each distinct deliverable.

- **Recognize revenue when or as the company satisfies performance obligations:** The company recognizes revenue when or as it satisfies each of the distinct performance by transferring the intellectual property or services that has been agreed upon with the customer. The revenue recognized is the amount allocated to that distinct obligation and the satisfaction of it. The obligation may be satisfied at a point of time or over a period of time. For performance obligations satisfied over a period of time, the company recognizes revenue based on the progress toward satisfaction of the obligation.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

The Group has historically sold codebase solutions which required significant customization before the solution was ready for use by the customer and required the Group to provide continued services and support to ensure that the solution served the purposes of the customer. Over the years the Group has made significant investments in R&D and successfully transformed the codebase solution in to a single package out of the box product, rich in functionality and content with easy and seamless upgrade capabilities. With this, on all our new sales / deployments, the Group's obligation is now limited to the deployment of the contracted product on the environment for which it was sold (cloud-based or On-premise). The product is ready to use and the customer may choose to use the product as is, choose to retain the Group's consultants to install, assist in implementation and customize the environment, contract with a third party to carry out this work or do it themselves with the toolkit that comes with the product. Revenues for license fees for sales of the Group's out-of-the-box product offerings is recorded at the time of delivery as there is no significant ongoing service obligation after the point of sale. When customers contract the Group for consulting and maintenance services, the Group accounts for the revenues from those standalone elements over the life of the contract. In addition, the Group has 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. The Group invoices 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, 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.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

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 Consolidated and Combined Statement of Operations.

Employee benefits

i) **Provident fund and other contribution plans:** 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 of the employees' basic salary (the present rate is 12% each). These contributions are made to a 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 Consolidated and 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 $1,643, $1,521 and $1,378 towards all these defined contribution plans during the years ended March 31, 2019, March 31, 2018, and March 31, 2017, 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 $36, $37 and $42 towards the Superannuation Plan during the fiscal years ended March 31, 2019, March 31, 2018, and March 31, 2017, 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 paid by the Group to the fund and amounted to $100, $15 and $30 for the fiscal years ended March 31, 2019, March 31, 2018, and March 31, 2017, 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 an actuarial valuation. Actuarial gains and losses arising from experience adjustments, and changes in actuarial assumptions are recognized immediately in the Consolidated and 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 Plan expense and its results of operations could be materially impacted. The Group's aggregate obligations/(excess funding) to the Gratuity Plan were $382, $420 and $(136) for the fiscal years ended March 31, 2019, March 31, 2018, and March 31, 2017, respectively.

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 $973, $961and $1,735 for the fiscal years ended March 31, 2019, March 31, 2018, and March 31, 2017, respectively. The Group's total obligation under leave encashment was $4,159, $4,303 and $420 as of March 31, 2019, March 31, 2018, and March 31, 2017, respectively.

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 Consolidated and Combined Statements of Operations. We record discounts or premiums as a direct deduction from, or addition to, the amount of the related borrowing.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

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 revenue", "Selling, general and administrative expenses" and "Research and development expenses" in the Consolidated and Combined Statement of Operations based on the employees' respective function.

Advertising and sales commission costs

Advertising and promotion related expenses are charged to the Consolidated and Combined Statement of Operations in the period incurred. Advertising expense for the years ended March 31, 2019, March 31, 2018 and March 31, 2017 was approximately $649, $965 and $1,032, 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 the fair value of derivatives with a longer maturity is classified as a non-current asset or liability.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES continued

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 Consolidated and Combined Statement of Operations in the year of change.

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.

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

Accounting for Leases (Topic 842)

In February 2016, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("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 become 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 ASU 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.

Income Statement, Reporting Comprehensive Income (Topic 220): Reclassification of Certain Effects from Accumulated Other Comprehensive Income

In February 2018, the FASB issued ASU No. 2018-02, "Income Statement, Reporting Comprehensive Income (Topic 220): Reclassification of Certain Effects from Accumulated Other Comprehensive Income" ("ASU 2018-02"), which allows a reclassification of stranded tax effects from accumulated other comprehensive income to retained earnings, as a result of the Tax Cuts and Jobs Act of 2017. ASU 2018-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, with early adoption permitted. 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.

Disclosure Framework (Topic 820) – Changes to the Disclosure Requirements for Fair Value Measurement

In August 2018, the FASB issued ASU No. 2018-13, *Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement* ("ASU 2018-13"), which amends ASC 820, Fair Value Measurement. ASU 2018-13 modifies the disclosure requirements for fair value measurements by removing, modifying, or adding certain disclosures. The effective date is the first quarter of fiscal year 2021, with early adoption permitted for the removed disclosures and delayed adoption until fiscal year 2021 permitted for the new disclosures. The removed and modified disclosures will be adopted on a retrospective basis and the new disclosures will be adopted on a prospective basis. The Company is currently evaluating the impact of adopting ASU 2018-13 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.

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

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.

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, 2019 and 2018:

	As of March 31,	
	2019	**2018**
Assets		
Level 2		
Derivative financial instruments (included in the following line items in the combined balance sheet)		
Other assets	$ 436	$ 46
Other liabilities	(21)	(17)
Prepaid expenses and other current assets	132	194
Accrued expenses and other liabilities	(136)	(127)
	$ 411	**$ 96**
Level 3		
Exaxe earn-outs	(4,884)	—
Contingent consideration	—	(835)
Total	**$ (4,884)**	**$ (835)**
	$ (4,473)	**$ (739)**

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

4 FAIR VALUE OF FINANCIAL INSTRUMENTS continued

The following table presents the change in level 3 instruments:

	As of March 31,		
	2019	2018	2017
Opening balance	$ (835)	$ (756)	$ (593)
Additions	—	—	—
Total gains/(losses) recognized in Statement of Operations	835	(79)	(163)
Settlements	—	—	—
Closing balance	**$ 0**	**$ (835)**	**$ (756)**

Contingent consideration pertaining to the acquisition of the consulting business of Agile as of December 31, 2015 has been classified under level 3 as the fair valuation of such contingent consideration has been calculated using one or more 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 gain/(losses) attributable to changes in the estimated contingent consideration payable for the acquisition of the consulting business of Agile were $835 for the year ended March 31, 2019 and $(79) for the year ended March 31, 2018. The Group paid no earn-out consideration to Agile in the fiscal year ended March 31, 2019. The Group paid $1,100 to Agile as earn-out consideration in the fiscal years ended March 31, 2018 and 2017.

During the quarter ended September 30, 2018, the Group and the shareholders of Agile determined that the final earnout targets under the Agile Agreement would not be met and that no further contingent consideration would therefore be due under the Agile Agreement. Accordingly, the accrued contingent consideration has been reversed in the income statement during the period ended September 30, 2018.

Contingent consideration pertaining to the acquisition of the business of Exaxe as of March 31, 2019 has been classified under level 3 as the fair valuation of such contingent consideration has been calculated using one or more 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 business of Exaxe during the earn-out period, appropriately discounted considering the uncertainties associated with the obligation, and calculated in accordance with the terms of the share purchase agreement dated November 27, 2018 (the "Exaxe Agreement").

The estimated contingent consideration payable for the acquisition of the business of Exaxe was $4,884 for the year ended March 31, 2019.

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).

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

5 PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	As of March 31, 2019	As of March 31, 2018
Leasehold improvements	$ 632	$ 655
Computers	6,599	6,191
Plant and Equipment	1,482	1,316
Furniture and Fixtures	1,581	1,537
Vehicles	412	266
Office Equipment	555	697
Capital Work in Progress	9	37
Total	**$ 11,270**	**$ 10,699**
Less: Accumulated depreciation	(8,483)	(7,944)
Property and Equipment, net	**$ 2,787**	**$ 2,755**

As of March 31, 2019 and 2018, the Group has hypothecated assets with net carrying values amounting to $131 and $41, respectively. Depreciation expense was $1,568, $2,130 and $1,955 for the fiscal years ended March 31, 2019, March 31, 2018, and March 31, 2017, respectively.

6 INTANGIBLE ASSETS

Intangible assets consist of the following:

	Weighted Average amortization period (in years)	As of March 31, 2019			As of March 31, 2018		
		Gross carrying amount	Accumulated amortization	Net carrying value	Gross carrying amount	Accumulated amortization	Net carrying value
Customer contracts	3	$ 2,950	$ (2,950)	$ —	$ 2,950	$ (1,955)	$ 995
Customer relationships	9	8,327	(3,753)	4,574	6,720	(2,205)	4,515
Trade Name		353	(18)	335	494	(494)	—
Technology	5	10,672	(3,118)	7,554	3,110	(2,781)	329
Software	3	3,814	(3,340)	474	4,807	(4,111)	696
Total	**4**	**$ 26,116**	**$ (13,179)**	**$ 12,937**	**$ 18,081**	**$ (11,546)**	**$ 6,535**

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

6 INTANGIBLE ASSETS continued

All the intangible assets have finite lives and as such are subject to amortization. Amortization expense was $2,676, $2,719 and $2,764 for the fiscal years ended March 31, 2019, March 31, 2018, and March 31, 2017, respectively.

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

Year ended March 31,	Future Amortization
2020	$ 3,496
2021	2,921
2022	2,239
2023	2,119
2024	979
Thereafter	1,183
Total	**$ 12,937**

7 ACCOUNTS RECEIVABLES AND ALLOWANCE FOR DOUBTFUL DEBTS

	As of March 31,	
	2019	2018
Customers (trade)	$ 18,746	$ 20,838
Less: Allowance for doubtful receivables	(1,813)	(1,735)
Accounts receivables	**$ 16,933**	**$ 19,103**

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,	
	2019	2018
Opening balance	$ 1,735	$ 1,400
Current period provision	427	795
Reversals during current period	(369)	(458)
Foreign currency translation adjustments	20	(2)
Closing balance	**$ 1,813**	**$ 1,735**

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.

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

8 PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consist of the following:

	As of March 31	
	2019	2018
Prepaid expenses	$ 2,225	$ 1,951
Advance for expenses	480	603
Loans and advance to employees	144	206
Derivative financial instruments	132	194
Advance tax	7,984	4,957
Rent Deposits	1,098	1,250
Insurance claim receivable	2,750	—
Service tax	7	286
Other advances and receivables	352	47
Total	**$ 15,172**	**$ 9,494**

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 SOFTWARE HIRE PURCHASE AGREEMENTS

The Group acquired software under a hire purchase arrangement which is stated at the present value of the minimum installment payments. The gross stated amounts for such software are $0 and $430 and related accumulated depreciation recorded is $0 and $107, respectively as of March, 2019 and 2018.

Depreciation expenses, in respect of assets held under hire purchase were $0, $86 and $23 for the fiscal years ended March 31, 2019, March 31, 2018 and March 31, 2017, respectively.

10 BORROWINGS

MSSIPL Facilities

On May 9, 2017, Majesco Software and Solutions India Pvt. Ltd. (“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 $2,875 at exchange rates in effect on March 31, 2019). 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 is 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.

10 BORROWINGS continued

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, 2019. There are no outstanding loans under this Combined Facility as of March 31, 2019.

Term Loan Facility

On March 23, 2016, Majesco entered into a Loan Agreement (the “Loan Agreement”) with HSBC Bank USA, National Association (“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 bore 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 were due and payable semi-annually. All principal and interest outstanding under the Note was due and payable on March 1, 2021. The Facility was unsecured and supported by a letter of credit issued by a bank of $10,000, which was secured by a cash pledge of our parent company, Majesco Limited. On February 27, 2019, Majesco used a portion of the proceeds from its recently completed rights offering to repay the total amount outstanding under the Loan Agreement with HSBC and terminated this facility.

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 2% plus the 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 12 months and shall continue unless terminated by either party. Either party may terminate the Receivable Purchase Agreement at any time upon 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.

On November 29, 2018, the Group amended the Receivable Purchase Agreement to increase its limit to $15,000 until March 29, 2019, and $10,000 thereafter. HSBC received an arrangement fee of $10 in connection with this amendment. The amendment will provide additional liquidity to Majesco for mergers and acquisitions and other general corporate purposes. As of March 31, 2019, Majesco had $415 outstanding under this facility. Majesco used proceeds from this facility to repay existing indebtedness and for capital expenditures, working capital and other general corporate purposes.

10 BORROWINGS continued

Exaxe Facilities

Exaxe Limited has a receivables purchase agreement with AIB Commercial Finance Limited ("AIB Commercial") pursuant to which AIB Commercial will purchase up to EUR 200 in receivables from Exaxe Limited on a discounted basis. In addition, Exaxe Limited has an overdraft facility with Allied Irish Banks, p.l.c. ("AIB") of up to EUR 100. The facility has a variable interest rate and is payable on demand at any time. This facility is secured by the assets of Exaxe Limited. As of March 31, 2019, there were no outstanding balances under these facilities.

Auto loan

MSSIPL has obtained the auto loans from HDFC Bank for the purchase of vehicles. The loans bear interest at a rate of 8.75% per annum, are payable in 60 monthly installments over a 5 year period and are secured by the hypothecation of the vehicles. The outstanding balance of these auto loans as of March 31, 2019 is $137.

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

11 ACCRUED EXPENSES AND OTHER LIABILITIES

Accrued expenses and other liabilities consist of the following:

	As of March 31, 2019	As of March 31, 2018
Accrued expenses	$ 4,815	$ 4,537
Statutory payments	1,449	1,757
Provision for taxation	8,136	4,324
Leave encashment	3,150	3,393
Derivative financial instruments	136	127
Employee benefits	12,029	7,059
Others	1,247	835
Accrued expenses and other liabilities	**$ 30,962**	**$ 22,032**

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, 2019				
Designated as hedging instruments under Cash Flow Hedges				
Foreign exchange forward contracts	$ 436	$ 132	$ 21	$ 136
Total	$ 436	$ 132	$ 21	$ 136
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**

* 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 Consolidated and Combined Balance Sheet.

Cash Flow Hedges and Other derivatives

The Group uses foreign currency forward contracts and par forward contracts to hedge the risks associated with foreign currency fluctuations relating to certain commitments and forecasted transactions. The Group designates certain of 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, 2019 amounted to $31,100 and as of March 31, 2018 amounted to $18,250.

The aggregate contracted GBP notional amounts of the Group's foreign exchange forward contracts (sell) outstanding as of March 31, 2019 amounted to GBP 0 and as of March 31, 2018 amounted to GBP 1,155.

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

12 DERIVATIVE FINANCIAL INSTRUMENTS continued

The outstanding forward contracts as of March 31, 2019 mature between 1 to 37 months. As of March 31, 2019, the Group estimates that $291, 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 accumulated other comprehensive income ("AOCI")

	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, 2019		
Foreign exchange forward contracts	$ 1,005	$ (691)
Total	**$ 1,005**	**$ (691)**
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)**

13 RETIREMENT BENEFIT OBLIGATION — GRATUITY

Employees of the Group who are in India, participate in a gratuity employee defined contribution benefit plan sponsored by MSSIPL, which is a defined benefit plan. In India, gratuity plans are governed by the Payment of Gratuity Act, 1972. This plan is accounted for as multi-employer benefit plan in these consolidated and 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 Consolidated and 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, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Group's Total Contributions to plan	$ 3,019	$ 2,957	$ 2,957
	$ 3,019	**$ 2,957**	**$ 2,957**

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

13 RETIREMENT BENEFIT OBLIGATION — GRATUITY continued

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

	As of March 31, 2019	As of March 31, 2018
Total plan assets	$ 2,756	$ 2,921
Actuarial present value of accumulated plan benefits	3,138	2,975
Total contributions received by the plan from all employers (for the period ended)	.06	0.06

14 ACCUMULATED OTHER COMPREHENSIVE INCOME

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

	Year ended March 31, 2019			Year ended March 31, 2018			Year ended March 31, 2017		
	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	$ 293	—	293	$ (345)	—	(345)	$ 222	—	222
Change in foreign currency translation adjustments	(995)	—	(995)	638	—	638	(567)	—	(567)
Closing balance	**$ (702)**	**—**	**(702)**	**$ 293**	**—**	**293**	**$ (345)**	**—**	**(345)**
Unrealized gains/(losses) on cash flow hedges									
Opening balance	$ 96	(28)	68	$ 89	(31)	58	$ 176	(60)	116
Unrealized gains/(losses) on cash flow hedges	1005	(292)	713	294	(84)	210	167	(57)	110
Reclassified to Statement of Operations	(690)	200	(490)	(287)	86	(201)	(254)	86	(168)
Net change	**$ 315**	**(92)**	**223**	**$ 7**	**2**	**9**	**$ (87)**	**29**	**(58)**
Closing balance	**$ 411**	**(120)**	**291**	**$ 96**	**(29)**	**67**	**$ 89**	**(31)**	**58**

15 INCOME TAXES

	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
United States	$ 129	$ (12,049)	$ (1,508)
Foreign	10,407	9,103	683
Income/(Loss) before provision for income taxes	**$ 10,536**	**$ (2,946)**	**$ (825)**

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

15 INCOME TAXES continued

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

	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Current:			
U.S. Federal and state	$ 1,200	$ 109	$ 28
Foreign	2,942	3,188	270
Total current	**$ 4,142**	**$ 3,297**	**$ 298**
Prior Period – Current Tax:			
U.S. Federal and state	$ 72	$ 109	$ 86
Foreign	$ (45)	$ —	$ 27
Total Prior Period – Current Tax	**$ 27**	**$ 109**	**$ 113**
Deferred:			
U.S. Federal and state	$ (402)	$ (1,321)	$ (366)
Foreign	(156)	(30)	52
Total deferred	**$ (558)**	**$ (1,351)**	**$ (314)**
Provision for income taxes recognized in Statement of Operations	**$ 3,611**	**$ 2,055**	**$ 97**

The total income tax expense differs from the amounts computed by applying the effective federal and state income tax rate of 27.32% as follows:

	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Net income/(loss) before taxes	10,536	(2,946)	(825)
Computed tax expense	2,879	(1,157)	(324)
Non-deductible expenses			
– Stock based compensation and Meals & Entertainment	1,011	1,625	697
– Others	219	70	66
Valuation allowance	—	—	(228)
Tax charge/(credit) of earlier year assessed in current year	28	108	113
Loss on effective tax rate reduction from 39.3% to 27.3%	—	2,399	—
Net tax credit on R&D and Sec 199 deduction	(368)	(361)	(306)
Tax exemption	(168)	(246)	
Difference arising from different tax jurisdiction	125	(427)	(140)
Others	(115)	44	219
Total taxes recognized in Statement of Operations	**3,611**	**2,055**	**97**

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

15 INCOME TAXES continued

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 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,	
	2019	**2018**
Deferred tax assets/(liability):		
Employee benefits	2,457	1,890
Property and equipment	15	206
Goodwill	517	573
Allowance for impairment of accounts receivables	473	443
Carry forwarded income tax losses	2,969	4,687
Tax credit for R&D expenses	1,546	1,295
Derivative financial instruments	(120)	(28)
Foreign tax liability - FTC carryovers (Mexico)	1,200	—
Others	(592)	(819)
Gross deferred tax assets	**8,465**	**8,247**
Less: Valuation allowance	(828)	(1,076)
Net deferred tax assets	**7,637**	**7,171**
Current portion of deferred tax assets	—	—
Non-current portion of deferred tax assets	7,637	7,171

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 $(248), $(551) and $165 for the years ended March 31, 2019, March 31, 2018, and March 31, 2017, 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 $828 and $0 as of March 31, 2019, $798 and $0 as of March 31, 2018 and $1,335 and $0 as of March 31, 2017, 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 $0 as of March 31, 2019, $278 as of March 31, 2018 and $293 as of March 31, 2017, 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. The valuation allowance has been returned down to $0 due to the closure of the Thailand entity in fiscal 2019.

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

15 INCOME TAXES continued

Changes in unrecognized income tax benefits were as follows:

	As of March 31,		
	2019	2018	2017
Opening balance	$ 441	$ 441	$ 441
Increase in unrecognized tax benefits – due to tax positions taken in current period for prior periods	—	—	—
Closing balance	**$ 441**	**$ 441**	**$ 441**

As of March 31, 2019, 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, 2019, 2018, and 2017 is $0, $0, and $0, respectively. The amount of interest and penalties expenses for the fiscal years ended March 31, 2019, 2018 and 2017 is $0, $0, and $0, 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, 2019, 2018 and 2017 has been made accordingly.

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 March 31, 2016 and onwards and March 31, 2014 and onwards, respectively.

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

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, 2019, 111,000 options were granted. The options were granted at the market price on the grant date.

As of March 31, 2019, the total future compensation cost related to non-vested options not yet recognized in the Statement of Operations was $398 and the weighted average period over which these awards are expected to be recognized was 1.55 years. The weighted average remaining contractual life of options expected to vest as of March 31, 2019 is 8.56 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, 2019		Year Ended March 31, 2018		Year Ended March 31, 2017	
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	**1,512,791**	**$ 3.38**	**1,624,040**	**$ 3.23**	**2,015,401**	**$ 3.23**
Granted during the year	111,000	3.29	151,900	5.60	37,500	7.96
Forfeited during the year	(94,039)	4.73	(96,453)	6.33	(257,705)	5.57
Expired during the year	(1,643)	2.75	(9,594)	3.00	(18,145)	2.79
Exercised during the year	(138,038)	3.58	(157,102)	1.67	(153,011)	1.86
Transfer adjustment	(—)	—	(—)	—	(—)	—
Outstanding at the end of the year	**1,390,071**	**$ 2.93**	**$ 1,512,791**	**$ 3.38**	**$ 1,624,040**	**$ 3.06**
Exercisable at the end of the year	**1,063,444**	**$ 2.62**	**942,450**	**$ 2.69**	**807,695**	**$ 2.18**

* The per share value has been converted at year end rate 1 US$=Rs. 69.10, Rs. 64.479 and Rs. 64.85 as of March 31, 2019, 2018 and 2017, respectively.

The weighted average grant date fair values of options granted during the fiscal years ended March 31, 2019, 2018 and 2017 is $4.80, $2.70 and $4.65, respectively, per option. The weighted average grant date fair value of vested options as of March 31, 2019 and 2018 is $1.80 and $1.80, respectively, per option. The Aggregate Intrinsic Value of options outstanding is $114 and options exercisable is $66 as of March 31, 2019.

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)	**2019**	**2018**	**2017**
Expected term of share options	2-6 Years	6 Years	6 Years
Risk-free interest rates	7.2-7.88%	6.70%	7.29%
Expected volatility	34-46%	48.97%	51.16%
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.

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

16 EMPLOYEE STOCK OPTION PLAN continued

Summary of outstanding options as of March 31, 2019 is as follows

Exercise Price Range*	Number of shares arising out of options	Wtd. Avg. Exercise Price*	Wtd. Avg. remaining Contractual life
$0.01 – $3.00	762,918	$ 1.17	5.98
$3.01 – $6.00	559,653	4.74	5.61
$6.01 – $9.00	67,500	8.10	8.80
Total	**1,390,071**	**$ 1.92**	**5.93**

Summary of exercisable options as of March 31, 2019 is as follows:

Exercise Price range*	Number of shares arising out of options	Wtd. Avg. Exercise Price*	Wtd. Avg. remaining Contractual life
$0.01 – $3.00	692,916	$ 1.22	5.83
$3.01 – $6.00	336,528	4.80	7.60
$6.01 – $9.00	34,000	8.26	7.87
Total	**1,063,444**	**$ 2.62**	**6.46**

* The per share value has been converted at year end average rate 1 US$= Rs 69.10 as of March 31, 2019.

In accordance with FASB Accounting Standards Codification (“ASC”) 718, Accounting for Stock Options and Other Stock-Based Compensation , 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 ASC 718:

- 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 hedgeable.

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, 2019, we recognized $2,220 compared to $1,650 in the fiscal year ended March 31, 2018, of stock-based compensation expense in our consolidated Financial Statements.

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

16 EMPLOYEE STOCK OPTION PLAN continued

In June 2015, Majesco adopted the Majesco 2015 Equity Incentive Plan (the “2015 Plan”). On May 9, 2018, the Board of Directors of Majesco approved an increase of 2,000,000 shares in the amount of shares available for issuance under the 2015 Plan thereby increasing the number of shares available under such plan from 3,877,263 shares to 5,877,263 shares. This increase was approved by the shareholders of Majesco at the 2018 annual meeting of shareholders. Under the 2015 Plan, options, restricted stock and other equity incentive awards with respect to up to 5,877,263 shares may be granted by the Compensation Committee of the Board of Directors to our employees, consultants and directors at an exercise or grant price determined by the Compensation Committee of the Board of Directors 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 grant of restricted or unrestricted stock awards or awards denominated in stock equivalent units or any combination of the foregoing, which 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, 2019, an aggregate of 2,081,983 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 ASC 718, 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 ASC 718.

- 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.

	2019	2018
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	2.5%	0.46%

As of March 31, 2019, there was $5,054 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 1.8 years.

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

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
Granted	370,890	5.25 – 7.64	9.56 Years	7.04
Exercised	(107,681)	4.87 – 6.22		5.02
Canceled	(282,085)	4.81 – 7.53		5.25
Balance, March 31, 2019	3,259,267	$ 4.79 – 7.72	8.08 Years	$ 5.49

The options granted during fiscal 2019 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	370,890	$ 7.04	$ 3.09

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

Exercisable options at March 31, 2019 were as follows:

	Number of Exercisable Options	Weighted-Average Exercise Price
March 31, 2019	1,729,358	$ 5.36
March 31, 2018	1,200,212	$ 5.45

The following table summarizes information about stock options at March 31, 2019:

Outstanding Stock Options			Exercisable Stock Options	
	Weighted-Average Remaining Contractual	Weighted-Average Exercise		Weighted-Average Exercise

Range of Exercise Prices	Shares	Life	Price		Shares	Price	
\$4.79 – \$6.22	2,792,561	7.8 Years	$	5.16	1,573,542	$	5.14
\$7.21 – \$7.72	466,709	9.8 Years	$	7.41	155,816	$	7.64

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

16 EMPLOYEE STOCK OPTION PLAN continued

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 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.

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.

Restricted Stock Unit Awards

Restricted stock unit activity during the twelve months ended March 31, 2019 was as follows:

	Number of RSUs	Weighted Average Grant-Date Fair Value
Balance, April 1, 2018	0	$ 0
Granted	375,000	$ 7.49
Balance, March 31, 2019	**375,000**	$ 7.49

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, 2019, we had issued and sold 123,213 shares under the ESPP.

Warrants

As of March 31, 2019, 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, 2019, 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		2.4	$ 7.00
Granted	—			—
Balance, March 31, 2019	25,000		1.4	$ 7.00

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

16 EMPLOYEE STOCK OPTION PLAN continued

Exercisable Warrants at March 31, 2019 and 2018 were as follows:

	Number of Exercisable Warrants	Weighted-Average Exercise Price
March 31, 2019	25,000	$ 7.00
March 31, 2018	25,000	$ 7.00

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, 2019	Year Ended March 31, 2018	Year Ended March 31, 2017
Cost of revenue	$ 255	$ 639	$ 360
Research and development expenses	233	72	118
Selling, general and administrative expenses	2,453	2,542	1,100
Total	**$ 2,941**	**$ 3,253**	**$ 1,578**

17 OTHER INCOME/(EXPENSES)

Other income/(expenses) consists of following:

	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Foreign exchange gain	324	81	(108)
Other finance charges	(121)		
Profit on sale of investment.	146		
Profit on sale of assets	9		
Others	83	(7)	93
Other income/(expenses)	**$ 441**	**$ 74**	**$ (15)**

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

18 EARNINGS PER SHARE

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

	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Net income/(Loss)	$ 6,925	$ (5,001)	$ (922)
Basic weighted average outstanding equity shares	37,209,999	36,540,199	36,477,774
Adjustment for dilutive potential common stock Options under Majesco 2015 Equity Plan			
Dilutive Weighted average outstanding equity shares	2,063,606		
Earnings per share			
Diluted weighted average outstanding equity shares	39,273,605	36,540,199	36,477,774
Basic	$ 0.19	$ (0.14)	$ (0.02)
Diluted	$ 0.18	$ (0.14)	$ (0.02)

Basic earnings per share amounts are calculated by dividing net income for the years ended March 31, 2019, 2018 and 2017 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 March 2018 and 2017 excluded potential equity shares and options granted to employees, as their inclusion would have been antidilutive.

19 RELATED PARTIES TRANSACTIONS

Reimbursement of Expenses

The Group reimburses expenses incurred by Majesco Limited attributable to shared resources with Majesco Limited that are in the process of being separated after the separation of Mastek Ltd.’s insurance related operations, including air travel, travel insurance, telephone costs, utility charges, insurance costs, administrative personnel costs, software and hardware costs and third party license costs, less receivables from Majesco Limited for similar expenses. The amount receivable/(payable) from Majesco Limited for reimbursement of expenses as on March 31, 2019 and March 31, 2018 is $5 and $98, respectively.

The Group also reimburses the insurance premium paid by Majesco Limited for the insurance policy at the Majesco Limited group level pertaining to the employees of MSSIPL. During the year ended March 31, 2019 MSSIPL paid $68 to Majesco Limited toward such insurance premium.

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 $1,352. The lease is effective June 1, 2015 and expires on May 31, 2020.

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

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. On June 1, 2018, MSSIPL gave notice to Mastek Ltd. of its termination of both leases with an effective termination date of November 30, 2018.

	As of March 31, 2019	As of March 31, 2018
Security deposits paid to Majesco Limited by MSSIPL for use of Mahape premises	$ 552	$ 644
Security deposits paid to Mastek Ltd. by MSSIPL for use of Pune premises	$ —	$ 202

Rental expenses paid by MSSIPL to Majesco Limited for use of premises for the years ended March 31, 2019 and March 31, 2018 was $1,352 and $1,304, respectively. Rental expenses paid by MSSIPL to Mastek Ltd. for use of premises for the years ended March 31, 2019 and March 31, 2018 was $308 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 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, 2019 and March 31, 2018 was $1,221 and $1,075, respectively.

On July 25, 2018, Majesco Limited and MSSIPL entered into an Intra Group Services Agreement (the “Intra-Group Agreement”)pursuant to which Majesco Limited will provide certain sales and marketing services to MSSIPL in the Asia Pacific region (collectively, the “Services”). In consideration for the Services, MSSIPL will pay Majesco Limited all direct and indirect operating costs of Majesco Limited incurred for the provision of the Services and which shall be allocated to MSSIPL on the basis of gross revenues plus a 10% mark-up. The mark-up will be subject to a periodic review. The Intra-Group Agreement will be effective as of April 1, 2018 and will remain in effect until terminated. Each party may terminate the Intra-Group Agreement at any time upon 60 days prior written notice to the other. Expenses charged by Majesco Limited under the Intra-Group Agreement for the years ended March 31, 2019 was $100.

Guarantee

During the fiscal years ended March 31, 2019 and March 31, 2018, Majesco paid $31 and $48, 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. Both facilities have been repaid and terminated.

19 RELATED PARTIES TRANSACTIONS continued

Lease with Exaxe Sellers

On October 14, 2004, Exaxe Consulting Limited entered into a lease (the "Lease") with Norman Carroll, Philip Naughton and Luc Hemeryck for certain real property facilities for a term which initially expired on October 13, 2025. Pursuant to a Deed of Assignment dated December 6, 2017 between Exaxe Consulting Limited and Exaxe Limited, Exaxe Consulting Limited assigned Exaxe Limited the Lease for the balance of the term. Pursuant to Deed of Variation of the Lease executed in January 2019, the term of the Lease is expected to terminate on November 26, 2019. The monthly rental fee under the Lease is Eur 10. All Euros are in thousands unless otherwise indicated.

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") is its 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. The majority of the Group's principal operations and decision-making functions are located in the United States.

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

	Year ended March 31, 2019	Year ended March 13, 2018	Year ended March 31, 2017
USA	$ 121,732	$ 108,142	$ 107,077
UK	6,299	6,651	8,167
Canada	568	1,203	1,748
Ireland	3,482	—	—
Malaysia	5,949	5,248	3,625
Singapore	1,299	379	59
India	531	1,362	1,092
	$ 139,860	**$ 122,985**	**$ 121,768**

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

	As of March 31, 2019	As of March 31, 2018
USA	$ 892	$ 1,195
India	1,705	1,332
United Kingdom	5	7
Malaysia	133	205
Canada	49	16
Ireland	3	—
	$ 2,787	**$ 2,755**

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 one customer for the fiscal year ended March 31, 2019, no customer for the fiscal year ended March 31, 2018 and no customer for the fiscal year ended March 31, 2017 that accounted for 10% or more of total revenue. The Group had one customer as of March 31, 2019 and one customer as of March 31, 2018 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, 2019		Year ended March 31, 2018		Year ended March 31, 2017	
	Amount	**% of combined revenue**	**Amount**	**% of combined revenue**	**Amount**	**% of combined revenue**
Customer A						
Revenue	$ 17,298	12.40%	$ 11,070	9.0%	$ 9,160	7.5%
Accounts receivables and unbilled accounts receivable	$ 9,508	27.3%	$ 5,240	18.0%	$ 697	3.4%
Customer B						
Revenue	$ 6,539	4.7%	$ 6,623	5.4%	$ 6,511	5.3%

Accounts receivables and unbilled accounts receivable	$ 758	2.2%	$ 1,000	3.4%	$ 243	1.2%

21 COMMITMENTS

Capital Commitments

The Group had outstanding contractual commitments of $90 and $20 as of March 31, 2019 and 2018, 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 $3,273, $3,292 and $3,348 for the fiscal years ended March 31, 2019, 2018 and 2017, 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
2020	3,132
2021	1,051
2022	680
2023	700
2024	563
Beyond 5 years	135
Total minimum lease payments	**$ 6,261**

22 ACQUISITIONS

On November 27, 2018 (the Effective Date) the Company entered into a share purchase agreement for the acquisition of all the issued share capital (collectively, the "Securities") of Exaxe Holdings Limited, a private limited company incorporated in Ireland ("Exaxe"). On the Effective Date, the Company completed the purchase of 90% of the Securities. The Company has agreed to purchase, and the sellers have agreed to sell to the Company, the remaining 10% of the Securities on August 1, 2019. The economic transfer date of Exaxe was October 1, 2018.

In consideration for the purchase of the Securities, on the Effective Date, the Company paid the sellers EUR 6,392. In addition, the Company agreed to make an additional payment to the sellers of EUR 717 for the remainder of the Securities on August 1, 2019. All Euros are in thousands unless otherwise indicated.

The Company also agreed to make certain earnout payments to the sellers if certain adjusted EBITDA (as defined in the Agreement) targets for Exaxe are met. If adjusted EBITDA for Exaxe for the period of January 1, 2019 through December 31, 2019 is at least equal to 75% of the adjusted EBITDA target for such year, the Company has agreed to pay EUR 625 to the sellers and an additional EUR 25 for each full 1% increase above 75%, up to a maximum of 100% (with a maximum earnout payment amount not to exceed EUR 1,250). If adjusted EBITDA for Exaxe for the period of January 1, 2020 through December 31, 2020 is at least equal to 75% of the adjusted EBITDA target for such year, the Company has agreed to pay EUR 750 to the sellers and an additional EUR 30 for each full 1% increase above 75%, up to a maximum of 100% (with a maximum earnout payment amount not to exceed EUR 1,500). If adjusted EBITDA for Exaxe for the period of January 1, 2021 through December 31, 2021 is at least equal to 75% of the adjusted EBITDA target for such year, the Company has agreed to pay EUR 875 to the sellers and an additional EUR 35 for each full 1% increase above 75%, up to a maximum of 100% (with a maximum earnout payment amount not to exceed EUR 1,750). In lieu of being paid to the sellers, a portion of these earn-out payments will be paid to key employees as bonuses if they remain employed by Exaxe at the earnout payment date. The Company may also withhold 15% of any earnout payment if a seller who is a key employee leaves the employment of Exaxe prior to the end of the earnout period (other than due to death, serious illness, compassionate grounds, by mutual agreement or termination judged to be inappropriate.) The Company will also be entitled to withhold and off set against any earnout payment such amounts due and payable or which may become due and payable by the sellers to the Company with respect to claims under the agreement and related transaction documents.

The entire earnout amount of EUR 4,500 (less any portion already paid) will become due and payable upon a sale of beneficial interests in a majority of the outstanding shares of Exaxe or its subsidiary or a sale or other disposal in whole or substantial part of the undertaking or assets of Exaxe or its subsidiary before the end of the earnout period.

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

22 ACQUISITIONS continued

The Company will also be restricted from making certain changes to the business of Exaxe, or diverting or redirecting Exaxe's orders, revenue, customers, clients, suppliers or employees during the earnout period.

In connection with the transaction, on the Effective Date, Exaxe Limited, a subsidiary of Exaxe, entered into employment agreements with each of Norman Carroll (the Chief Executive Officer of Exaxe) and Philip Naughton (the Executive Director – Business Development of Exaxe) pursuant to which Norman Carroll and Philip Naughton will act as SVP Ireland/UK Operations and Executive Director Business Development of Exaxe Limited, respectively. The Company agreed to grant Norman Carroll and Philip Naughton stock options awards with respect to such number of shares of the Company's common stock having an aggregate value of EUR 1,000 under to the Company's 2015 Plan.

In addition, in connection with the transaction, the parties have agreed to enter into a revised lease agreement with certain sellers (including Norman Carroll and Philip Naughton) for certain real property facilities leased by Exaxe Limited.

We have included the financial results of Exaxe in our consolidated financial statements from the date of acquisition. The purchase price for Exaxe was approximately $12,373. In connection with the Exaxe acquisition, we have recorded $10,383 of net assets and $1,990 of goodwill.

The following table summarizes the amounts of identified assets acquired and liabilities assumed at the acquisition date:

Recognized amount of identifiable assets acquired and liabilities assumed

	Amount
Cash	$ 297
Accounts receivable	968
Prepaid expenses and other current assets	498
Property, plant and equipment	42
Trade name	364
Customer relationships	1,658
Technology	7,314
Deferred tax asset from prior net operating losses	167
Accounts payable and other liabilities	(883)
Deferred revenue	(86)
Total fair value of identifiable net assets acquired	10,339
Total purchase consideration	12,329
Goodwill	**1,990**

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

Changes in carrying amount of the goodwill

	As of March 31, 2019	As of March 31, 2018
Opening value	$ 32,216	$ 32,275
Changes due to currency fluctuation	(61)	1
Impairment of Goodwill	—	(60)
Addition due to business combination	1,990	—
Closing value	**$ 34,145**	**$ 32,216**

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

22 ACQUISITIONS continued

Details of identifiable intangible assets acquired are as follows:

	Weighted average amortization period (in years)	Amount assigned	Residual value
Technology	5	$ 7,314	—
Trade name	10	364	—
Customer relationships	15	1,657	—
Total	6.96	$ 9,335	—

23 NON CONTROLLING INTEREST

On November 27, 2018, the Company entered into a share purchase agreement for the acquisition of all the issued Securities of Exaxe. The Company completed the purchase of 90% of the Securities on November 27, 2018. The Company has agreed to purchase, and the sellers have agreed to sell to the Company, the remaining 10% of the Securities on August 1, 2019. The economic transfer date of Exaxe was October 1, 2018.

24 SUBSEQUENT EVENTS

On April 1, 2019, MSSIPL entered into the Business Transfer Agreement (the “Transfer Agreement”) with Majesco Limited, Majesco’s controlling shareholder. Pursuant to the Transfer Agreement, MSSIPL purchased on May 15, 2019 all of Majesco Limited’s insurance software business in India in a slump sale transaction, which included, among other things, Majesco Limited’s customer contracts and certain employees servicing this business, for a total value of approximately 243,745,000 Indian Rupees (approximately US$3.5 million). The transaction did not include real estate properties of Majesco Limited used in the business which will continue to be rented by MSSIPL from Majesco Limited.

On April 19, 2019 the Company filed a Form S-3 (the “Registration Statement”) with the U.S. Securities and Exchange Commission (the “SEC”) registering the resale of the Company’s common stock held by one of its stockholders, Mastek (UK) Limited (the “Selling Stockholder”). The Registration Statement, was declared effective by the SEC on April 25, 2019. The Company will not receive any proceeds from any future resale of its common stock by the Selling Stockholder.

25 QUARTERLY RESULTS

	(Unaudited) Quarter ended			
	June 30, 2018	**September 30, 2018**	**December 31, 2018**	**March 31, 2019**
Revenue	33,549	34,039	35,401	36,871
Income from operations	1,766	2,948	2,505	2,387
Net Income	1,035	2,829	1,829	1,232
Net income attributable to Owners of the Company	1,035	2,829	1,829	1,232
Basic EPS	0.03	0.08	0.05	0.03
Diluted EPS	0.03	0.07	0.05	0.03

	(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

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MAJESCO

Date: May 30, 2019

By: /s/ Adam Elster
Adam Elster
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Adam Elster Adam Elster	Chief Executive Officer *(Principal Executive Officer)* and Director	May 30, 2019
/s/ Wayne Locke Wayne Locke	Chief Financial Officer *(Principal Financial and Accounting Officer)*	May 30, 2019
/s/ Ketan Mehta Ketan Mehta	Chairman	May 30, 2019
/s/ Arun K. Maheshwari Arun K. Maheshwari	Director	May 30, 2019
/s/ Earl Gallegos Earl Gallegos	Director	May 30, 2019
/s/ Rajesh Hukku Rajesh Hukku	Director	May 30, 2019
/s/ Steven R. Isaac Steven R. Isaac	Director	May 30, 2019
/s/ Atul Kanagat Atul Kanagat	Director	May 30, 2019
/s/ Sudhakar Ram Sudhakar Ram	Director	May 30, 2019
/s/ Robert P. Restrepo Jr. Robert P. Restrepo Jr.	Director	May 30, 2019

EXHIBIT INDEX

2.1	Agreement and Plan of Merger, dated as of December 14, 2014, by and between Majesco and Cover-All (incorporated by reference to Exhibit 2.1 to Majesco's Annual Report on Form 10-K for the fiscal year ended March 31, 2015, filed with the SEC on June 19, 2015)
2.2	Amendment No. 1 to Agreement and Plan of Merger dated as of February 18, 2015, by and among Majesco, Cover-All and RENN (incorporated by reference to Exhibit 2.2 to Annual Report on Form 10-K for the fiscal year ended March 31, 2015, filed with the SEC on June 19, 2015)
2.3	Share Purchase Agreement between Majesco and the sellers of the securities of Exaxe Holdings Limited (incorporated by reference to Exhibit 2.1 to Majesco's Current Report on Form 8-K, filed with the SEC on November 29, 2018) [(2)(4)]
3.1	Amended and Restated Articles of Incorporation of Majesco, dated June 22, 2015, as amended (incorporated by reference to Exhibit 3.2 to Majesco's Current Report on Form 8-K, filed with the SEC on June 23, 2015)
3.2	Amended and Restated Bylaws of Majesco, dated June 22, 2015, as amended (incorporated by reference to Exhibit 3.3 to Majesco's Current Report on Form 8-K, filed with the SEC on June 23, 2015)
4.1	Form of common stock certificate of Majesco (incorporated by reference to Exhibit 4.1 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.1+	Form of Majesco Indemnification Agreement with directors and executive officers (incorporated by reference to Exhibit 10.1 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.2+	Majesco 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.3+	Form of Incentive Stock Option Award Agreement (incorporated by reference to Exhibit 10.4 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.4+	Form of Non-Qualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.5 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.5+	Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.6 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.6+	Form of Employee Stock Option Scheme of Majesco Limited — Plan I (incorporated by reference to Exhibit 10.7 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.7+	Form of Option Award Letter (incorporated by reference to Exhibit 10.8 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.8+	Form of Majesco Performance Bonus Plan (incorporated by reference to Exhibit 10.9 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.9+	Form of Majesco Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.10 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.10+	Employment Letter Agreement between Majesco and Edward Ossie, dated December 1, 2014 (incorporated by reference to Exhibit 10.13 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)

10.11+	Employment Letter Agreement between Majesco and Prateek Kumar, dated as of April 11, 2003 (incorporated by reference to Exhibit 10.14 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.12+	Employment Letter Agreement between Majesco and Lori Stanley, dated as of June 29, 2011 (incorporated by reference to Exhibit 10.16 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.13	Asset Purchase and Sale Agreement by and among Majesco, Agile Technologies, LLC and solely with respect to Sections 7.8 and 9, William K. Freitag, John M. Johansen and Robert Buhrle, dated December 12, 2014 (incorporated by reference to Exhibit 10.27 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)(2)
10.14	Amendment No. 1 to Amendment Asset Purchase and Sale Agreement, dated as of January 1, 2015, by and among Majesco, Agile Technologies, LLC, William K. Freitag, John M. Johansen and Robert Buhrle (incorporated by reference to Exhibit 10.28 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.15	Share Purchase Agreement, dated September 15, 2014, between Mastek Limited and MajescoMastek, for shares of MajescoMastek Canada Limited (incorporated by reference to Exhibit 10.29 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.16	Business Transfer Agreement, dated January 29, 2015, between Mastek (UK) Limited and Majesco UK Limited (incorporated by reference to Exhibit 10.30 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.17	Share Purchase Agreement, dated September 18, 2014, between Mastek Limited and MajescoMastek, for shares of Mastek MSC Sdn Bhd. (incorporated by reference to Exhibit 10.31 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 1, 2015)
10.18	Scheme of Arrangement among Mastek Limited, Minefields Computers Limited, Majesco Software and Solutions India Private Limited and their respective shareholders and creditors (incorporated by reference to Exhibit 10.32 to Majesco's Registration Statement on Form S-4 (File No. 333-202180), filed with the SEC on April 29, 2015)(2)
10.19+	Form of Non-Qualified Stock Option Award Agreement for the United Kingdom (incorporated by reference to Exhibit 10.32 to Majesco's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2015, filed with the SEC on August 10, 2015)
10.20	Joint Venture Agreement dated September 24, 2015, between Mastek (UK) Limited and Majesco Software and Solutions India Private Limited (incorporated by reference to Exhibit 10.34 to Majesco's Current Report on Form 8-K, filed with the SEC on September 28, 2015)
10.21	Share Purchase Agreement dated October 31, 2015, between Mastek Limited and Majesco SDN BHD (incorporated by reference to Exhibit 10.35 to Majesco's Current Report on Form 8-K, filed with the SEC on November 3, 2015)
10.22	Services Agreement dated December 2, 2015, between Mastek (UK) Limited and Majesco UK Limited (incorporated by reference to Exhibit 10.36 to Majesco's Current Report on Form 8-K, filed with the SEC on December 3, 2015)
10.23	Second Amendment to Asset Purchase and Sale Agreement, dated as of January 26, 2016 amending the Asset Purchase and Sale Agreement by and among Agile Technologies, LLC, a New Jersey limited liability company, the members of the Seller and Majesco, dated December 12, 2014, and as amended on January 1, 2015 (incorporated by reference to Exhibit 10.42 to Majesco's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2015, filed with the SEC on January 29, 2016)(4)
10.24	Stock Purchase Warrant, dated September 1, 2015, issued to Maxim Partners LLC (incorporated by reference to Exhibit 10.1 to Majesco's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015, filed with the SEC on November 3, 2015)
10.25	Master Services Agreement, dated August 2, 2016, between Majesco Limited and Majesco Software and Solutions India Private Limited (incorporated by reference to Exhibit 10.1 to Majesco's Current Report on Form 8-K, filed with the SEC on August 5, 2016)

10.26	Memorandum of Understanding, dated August 2, 2016, between Majesco Limited and Majesco Software and Solutions India Private Limited (incorporated by reference to Exhibit 10.2 to Majesco's Current Report on Form 8-K, filed with the SEC on August 5, 2016)
10.27	Receivable Purchase Agreement, dated January 13, 2017, by and between Majesco and HSBC Bank USA, National Association (incorporated by reference to Exhibit 10.1 to Majesco's Current Report on Form 8-K, filed with the SEC on January 19, 2017)
10.28	Facility Letter, dated May 9, 2017, by and between Majesco Software and Solutions India Private Limited and Standard Chartered Bank (incorporated by reference to Exhibit 10.1 to Majesco's Current Report on Form 8-K, filed with the SEC on May 12, 2017)
10.29	Master Credit Terms with Standard Chartered Bank (incorporated by reference to Exhibit 10.2 to Majesco's Current Report on Form 8-K, filed with the SEC on May 12, 2017)
10.30	Unattested Memorandum of Hypothecation with Standard Chartered Bank (incorporated by reference to Exhibit 10.3 to Majesco's Current Report on Form 8-K, filed with the SEC on May 12, 2017)
10.31	Intra Group Services Agreement between Majesco Limited and Majesco Software Solutions India Private Limited (incorporated by reference to Exhibit 10.1 to Majesco's Current Report on Form 8-K, filed with the SEC on July 30, 2018)
10.32+	Employment Letter Agreement between Majesco and Adam Elster dated as of September 20, 2018 (incorporated by reference to Exhibit 10.1 to Majesco's Quarterly Report on Form 10-Q, filed with the SEC on November 7, 2018)
10.33+	Amendment to Majesco 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to Majesco's Quarterly Report on Form 10-Q, filed with the SEC on November 7, 2018)
10.34	Amendment to Receivable Purchase Agreement, dated November 29, 2018, by and between Majesco and HSBC Bank USA, National Association (incorporated by reference to Exhibit 10.1 to Majesco's Current Report on Form 8-K, filed with the SEC on December 4, 2018)
10.35+	Amendment to Amended and Restated Employment Agreement between Majesco and Manish Shah dated March 12, 2019 (incorporated by reference to Exhibit 10.1 to Majesco's Current Report on Form 8-K, filed with the SEC on March 18, 2019)
10.36+	Employment Agreement between Majesco and James Miller dated March 12, 2019 (incorporated by reference to Exhibit 10.2 to Majesco's Current Report on Form 8-K, filed with the SEC on March 18, 2019)
10.37	Business Transfer Agreement, dated as of April 1, 2019, by and between Majesco Limited and Majesco Software and Solutions India Pvt. Ltd. (incorporated by reference to Exhibit 10.1 to Majesco's Current Report on Form 8-K, filed with the SEC on April 4, 2019)(2)
10.38+	Employment Agreement between Majesco and Wayne Locke dated April 4, 2019 (incorporated by reference to Exhibit 10.1 to Majesco's Current Report on Form 8-K, filed with the SEC on April 8, 2019)
21.1	Subsidiaries of Majesco(1)
23.1	Consent of MSPC Certified Public Accountants and Advisors, P.C.(1)
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(1)
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(1)
32.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(3)
32.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(3)
101.INS	XBRL Instance Document (1)
101.SCH	XBRL Taxonomy Extension Schema Document (1)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (1)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (1)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (1)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (1)

+ Denotes a management contract or compensatory plan.
(1) Filed herewith.
(2) Schedules or similar attachments have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Majesco agrees to furnish supplementally a copy of any such omitted schedules or attachments to the SEC upon request; provide, however, that Majesco may request confidential treatment pursuant to Rule 24b-2 under the Exchange Act for any schedule or attachment so furnished.
(3) Furnished herewith.
(4) Confidential treatment has been requested to a portion of this exhibit, and such confidential portion has been deleted and filed separately with the SEC pursuant to Rule 24b-2 of the Securities Exchange Act of 1934.

(Back To Top)

Section 2: EX-21.1 (SUBSIDIARIES OF MAJESCO)

Exhibit 21.1

List of Subsidiaries of Majesco

Name	State/Country of Organization or Incorporation
Majesco Canada Ltd.	Canada

Majesco Sdn. Bhd.	Malaysia
Majesco Asia Pacific Pte. Ltd.	Singapore
Majesco Software and Solutions Inc.	New York
Majesco Software and Solutions India Private Limited	India
Majesco UK Limited	United Kingdom
Exaxe Holding Limited	Ireland
Exaxe Limited	Ireland

(Back To Top)

Section 3: EX-23.1 (CONSENT OF MSPC CERTIFIED PUBLIC ACCOUNTANTS AND ADVISORS, P.C.)

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We have issued our report dated May 30, 2019, with respect to our audits of the consolidated and combined financial statements included in the Annual Report of Majesco for the fiscal year ended March 31, 2019. We consent to the incorporation by reference of said report in the Registration Statement of Majesco on Form S-8 (File No. 333-205252), the Registration Statement of Majesco on Form S-3 (File No. 333-230962), and the Registration Statement of Majesco on Form S-8 (File No. 333-226827).

/s/ MSPC, *Certified Public Accountants and Advisors,* P.C.

Cranford, New Jersey
May 30, 2019

(Back To Top)

Section 4: EX-31.1 (CERTIFICATION)

Exhibit 31.1

Certification of Chief Executive Officer of Majesco
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Adam Elster, certify that:

1. I have reviewed this annual report on Form 10-K of Majesco;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent

functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 30, 2019

/s/ Adam Elster
Adam Elster
Chief Executive Officer
(Principal Executive Officer)

(Back To Top)

Section 5: EX-31.2 (CERTIFICATION)

Exhibit 31.2

Certification of Chief Financial Officer of Majesco
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Wayne Locke, certify that:

1. I have reviewed this annual report on Form 10-K of Majesco;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures, and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 30, 2019

/s/ Wayne Locke
Wayne Locke
Chief Financial Officer
(Principal Financial and Accounting Officer)

(Back To Top)

Section 6: EX-32.1 (CERTIFICATION)

Exhibit 32.1

Statement of Chief Executive Officer
Pursuant to Section 1350 of Title 18 of the United States Code

Pursuant to Section 1350 of Title 18 of the United States Code as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Adam Elster, Chief Executive Officer of Majesco (the “Company”), hereby certifies that based on the undersigned’s knowledge:

1. The Company’s annual report on Form 10-K for the period ended March 31, 2019 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 30, 2019

/s/ Adam Elster
Adam Elster
Chief Executive Officer
(Principal Executive Officer)

(Back To Top)

Section 7: EX-32.2 (CERTIFICATION)

Exhibit 32.2

Statement of Chief Financial Officer
Pursuant to Section 1350 of Title 18 of the United States Code

Pursuant to Section 1350 of Title 18 of the United States Code as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, Wayne Locke, the Chief Financial Officer and Treasurer of Majesco (the “Company”), hereby certifies that based on the undersigned’s knowledge:

1. The Company’s annual report on Form 10-K for the period ended March 31, 2019 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 30, 2019

/s/ Wayne Locke
Wayne Locke
Chief Financial Officer
(Principal Financial and Accounting Officer)

(Back To Top)