

11170



NUCLEUS SOFTWARE EXPORTS LTD.

Vishnu R. Dusad
CEO & MD

September 9, 2017

The Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex Bandra (E) Mumbai-400 051. Fax Nos. 022-26598236/237/238	The Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street Mumbai-400 001 Fax No. 022-22722061/41/39
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Dear Sir,

Sub : Disclosures under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Please find enclosed herewith Report to Stock Exchanges as required to be submitted under Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

You are requested to take the same on record.

Thanking you.

Yours Sincerely,

Vishnu R Dusad
(On behalf of Promoters and Promoter Group of Nucleus Software Exports Ltd.)

Encl: a/a

Regd. Office :

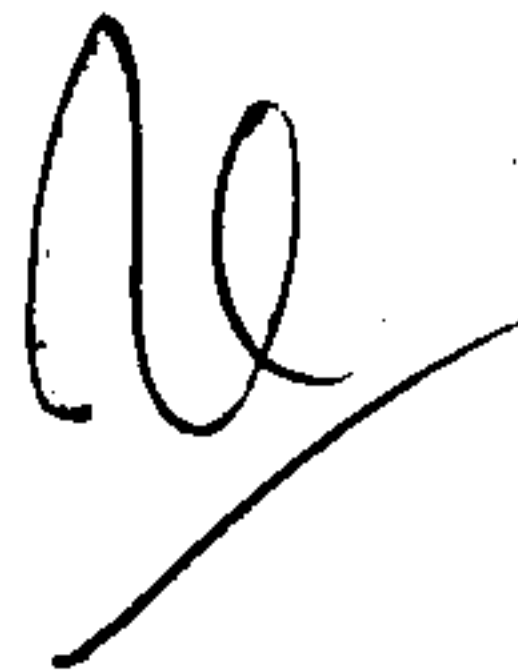
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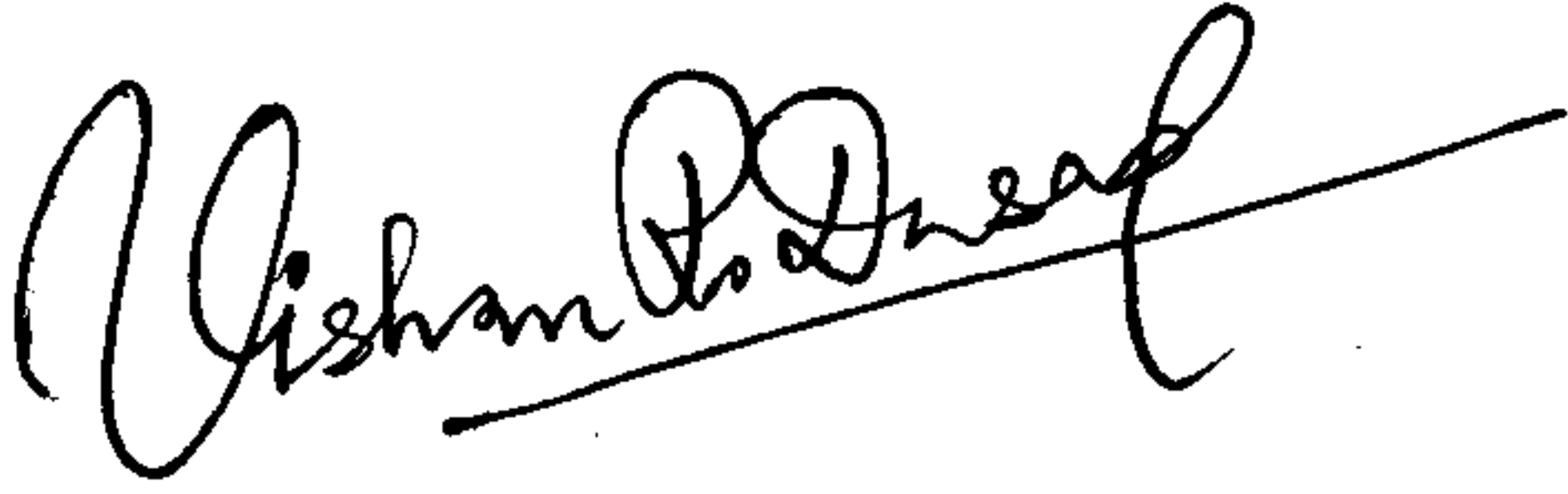
Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Nucleus Software Exports Limited			
2.	Name of the acquirer(s)/Promoter(s)	As per Annexure 1			
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited			
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	• The Company has bought back 33,43,000 Equity Shares from Public Shareholders during the Buyback period i.e. from August 16, 2017 to August 31, 2017 through Tender Offer method • Pursuant to Buyback and extinguishment/destruction of shares, the Promoters and Promoter Group voting rights in percentage terms has increased from 60.62% to 67.60%. • There has been no actual acquisition of Equity Shares and the increase in voting rights is in consequential to the Buyback of shares and is indirect in nature. • There has been no change in control of the Company.			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10 (4) (c)			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Not Applicable			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller	Not Applicable			
	b. Date of acquisition				
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above				
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC				
	e. Price at which shares are proposed to be acquired / actually acquired				
8.	Shareholding Details	Pre Transaction		Post Transaction	
		No. of Shares held	% w.r.t to total share capital of TC	No. of Shares held	% w.r.t. to total share capital of TC
	- Each Acquirer / Transferee(*)	As per Annexure -1			
	- Each Seller / Transferor	Not Applicable			



Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

A handwritten signature in black ink, appearing to read 'Vishnu R Dusad', with a long horizontal line extending from the end of the signature.

Vishnu R Dusad

(On behalf of Promoters and Promoter Group of Nucleus Software Exports Ltd.)

Place: Noida

Date: September 9, 2017

Annexure 1

Name of the Promoter/ Promoter Group	Pre Buyback Shareholding		Change		Post Buyback Shareholding	
	No. of Shares Held	% of Holding	No. of Shares	% of Holding	No. of Shares Held	% of Holding
Vishnu R Dusad*	16,03,492	4.95%	0	0.57%	16,03,492	5.52%
Yogesh Andlay*	8,63,534	2.67%	0	0.31%	8,63,534	2.97%
Card Systems Private Limited	12,000	0.04%	0	0.00%	12,000	0.04%
Nucleus Software Workshop Private Limited	6,00,000	1.85%	0	0.22%	6,00,000	2.07%
Nucleus Software Engineers Private Limited	23,85,882	7.37%	0	0.85%	23,85,882	8.22%
Karmayogi Holdings Private Limited	90,00,000	27.79%	0	3.20%	90,00,000	30.99%
Naveen Kumar	72,952	0.23%	0	0.03%	72,952	0.25%
Madhu Dusad	30,66,248	9.47%	0	1.09%	30,66,248	10.56%
Suman Mathur	27,758	0.09%	0	0.01%	27,758	0.10%
Ritika Dusad	10,00,000	3.09%	0	0.35%	10,00,000	3.44%
Kritika Dusad	10,00,000	3.09%	0	0.35%	10,00,000	3.44%
TOTAL	1,96,31,866	60.62%	0	6.98%	1,96,31,866	67.60%

Total Share capital of Target Company	3,23,83,724		2,90,40,724	
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*Note : Mr.Vishnu R Dusad and Mr.Yogesh Andlay are the main promoters of the Company and others forms the part of Promoter Group.

