



NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

Corporate Office

A-39, Sector-62, Noida,
Uttar Pradesh, 201307, India.

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F: +91 . 120 . 4031 . 672

E: nsl@nucleussoftware.com

W: www.nucleussoftware.com

Dated : November 18, 2021

To,
The Manager,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra East, Mumbai – 400051

To,
The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001

Subject : Public Announcement for the Buyback of Equity Shares of Nucleus Software Exports Limited ('NSEL' or 'the Company') through Tender Offer process in terms of the provisions of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

Dear Sir/Madam,

This is in furtherance to our letter dated September 24, 2021, informing about the decision of the board of directors ("Board") of the Company to Buy-back up to 22,67,400 (Twenty-Two Lakh Sixty-Seven Thousand and Four Hundred Only) fully paid-up Equity Shares of Rs.10/- each of ("the Company") at a price of **Rs. 700/-(Rupees Seven Hundred Only) per Equity Share ("Maximum Buyback Price")** payable in cash for an aggregate amount of up to **Rs.1,58,71,80,000** (Rupees One Hundred Fifty-Eight Crore Seventy-One Lakh Eighty Thousand Only) ("Maximum Buyback Offer Size"), on a proportionate basis through the tender offer process.

The Shareholders of the Company approved the proposal of Buyback on November 12, 2021 through postal ballot process. The result was announced on November 16, 2021.

Pursuant to Regulation 5 of the SEBI (Buy-back of Securities) Regulations, 2018 ("Buyback Regulations"), please find attached a copy of special resolution passed by the Members for your records.

Also, pursuant to Regulation 7 of Buyback Regulations and Regulation 47 of SEBI Listing Obligations and Disclosure Requirement) Regulation 2015, Please find enclosed herewith a copy of the Public Announcement dated November 17, 2021 for Buyback of the Company, published on November 18, 2021 in below mentioned newspapers:

Registered Office

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

Tel.: +91.11.2462.7552 F.: +91.11.2462.0872

www.nucleussoftware.com

**NUCLEUS SOFTWARE EXPORTS LTD.****CIN :** L74899DL1989PLC034594**Corporate Office**A-39, Sector-62, Noida,
Uttar Pradesh, 201307, India.**T.:** +91 . 120 . 4031 . 400**F.:** +91 . 120 . 4031 . 672**E.:** nsi@nucleussoftware.com**W:** www.nucleussoftware.com

1. All India editions of “Business Standard” (English)
2. All India editions of “Business Standard” (Hindi/ Regional Language)

Copy of the Public Announcement will also be made available on the website of the Company at www.nucleussoftware.com in due course of time.

Kindly take note of the same.

For Nucleus Software Exports Limited

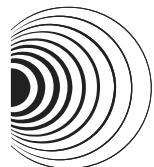
Digitally signed
by Poonam
Bhasin
Date: 2021.11.18
18:52:16 +05'30'

Poonam Bhasin**Company Secretary & Compliance Officer****Registered Office**

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

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**NUCLEUS
SOFTWARE**

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF NUCLEUS SOFTWARE EXPORTS LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations") and contains the disclosures as specified in Schedule II of the Buyback Regulations.

OFFER FOR BUYBACK OF 22,67,400 (TWENTY TWO LAKH SIXTY SEVEN THOUSAND AND FOUR HUNDRED ONLY) FULLY PAID-UP EQUITY SHARES OF THE COMPANY OF FACE VALUE OF RS.10/- (RUPEES TEN ONLY) EACH ("EQUITY SHARES") AT A PRICE OF RS.700/- (RUPEES SEVEN HUNDRED ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

- 1.1. The Board of Directors of Nucleus Software Exports Limited (the "Company") (the Board of Directors of the Company hereinafter referred to as the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at their meeting held on September 24, 2021 (the "Board Meeting") has, subject to the approval of the shareholders of the Company by way of a special resolution through a postal ballot by remote e-voting, pursuant to the provisions of Article 57 of the Articles of Association of the Company, Sections 68, 69, 70, 110 and 179 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, and in compliance with the Buyback Regulations and subject to such approvals of statutory, regulatory or government authorities as may be required under applicable laws, approved the buyback by the Company of 22,67,400 (Twenty Two Lakh Sixty Seven Thousand Four Hundred Only) Equity Shares representing up to 7.81% of the total paid-up Equity Share Capital of the Company at a price of Rs. 700/- (Rupees Seven Hundred Only) per Equity Share (the "Maximum Buyback Price") payable in cash for an aggregate amount not exceeding Rs.1,58,71,80,000/- (Rupees One Hundred Fifty Eight Crore Seventy One Lakh Eighty Thousand Only) ("Maximum Buyback Offer Size"), which is 24.90% and 24.01% of the aggregate of the fully paid-up Equity Share Capital and free reserves of the Company as per the latest audited standalone as well as consolidated balance sheet, respectively, as at March 31, 2021, on a proportionate basis through the "Tender Offer" route as prescribed under the Buyback Regulations, from all of the shareholders of the Company who hold Equity Shares as of the Record Date (as defined below) ("Buyback").

- 1.2. The shareholders of the Company approved the Buyback, by way of Postal Ballot through remote e-voting pursuant to the Postal Ballot notice dated October 12, 2021 (the "Postal Ballot Notice"), as a Special Resolution. The results of which were announced on November 16, 2021.

- 1.3. The Buyback Size does not include any transaction costs viz. brokerage, applicable taxes such as buyback tax ("Buyback Tax"), securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to Securities and Exchange Board of India ("SEBI"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. Buyback Tax does not form part of the Buyback Size.

- 1.4. The Equity Shares of the Company are listed and traded on the National Stock Exchange of India Limited (the "NSE") and BSE Limited (the "BSE") (hereinafter referred to as the "Stock Exchanges").

- 1.5. In addition to the regulations/statutes referred to in paragraph 1.1 above, the Buyback is also in accordance with the Companies (Management and Administration) Rules, 2014, to the extent applicable and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Buyback shall be undertaken on a proportionate basis from the equity shareholders of the Company as on the Record Date (as defined below) ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circular bearing reference number CFD/DCR2/ CIR/P/2016/131 dated December 9, 2016 and circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, as amended from time to time ("SEBI Circulars"). In this regard, the Company will request NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, NSE will be the designated stock exchange.

- 1.6. Participation in the Buyback by Eligible Shareholders may trigger tax on distributed income to such shareholders (Buyback Tax) in India and such tax is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income-tax Act, 1961 read with any applicable rules framed thereunder. Consequently, any income received by Eligible Shareholders pursuant to the Buyback of shares is exempt and hence not includable in the total taxable income of such shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. Participation in the Buyback by non-resident Eligible Shareholders may trigger capital gains tax in the hands of such shareholders in their country of residence. In due course, the Eligible Shareholders will receive a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

- 1.7. A copy of this Public Announcement is available on the website of Company at www.nucleussoftware.com and is expected to be available on the website of SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

2. NECESSITY OF THE BUYBACK

The current buyback is a capital allocation decision taken with the objective of seeking a fairer valuation of the Company's stock while improving the Company's Return on Equity and increasing shareholder value in the longer term. In addition to distribution of surplus cash to the members holding equity shares broadly in proportion to their shareholding, it will enhance the overall return to shareholders and help in achieving optimal capital structure.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES

- 3.1. The maximum amount required for Buyback will not exceed Rs. 158,71,80,000/- (Rupees One Hundred Fifty Eight Crore Seventy One Lakh Eighty Thousand Only), excluding transaction costs viz. brokerage, applicable taxes such as Buyback tax, securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to SEBI, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.

- 3.2. The maximum amount mentioned aforesaid represents 24.90% and 24.01% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated balance sheet of the Company, respectively, as at March 31, 2021, which is within the prescribed limit of 25%.

- 3.3. The funds for the implementation of the proposed Buyback will be sourced out of the Free Reserves, Securities Premium Account or such other source as may be permitted by the Buyback Regulations or the Act. The Company shall transfer from its free reserves and surplus, a sum equal to the nominal value of the equity shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statements.

4. BUYBACK PRICE AND BASIS OF DETERMINING THE BUYBACK PRICE

The Equity Shares of the Company are proposed to be bought back at a price of Rs.700/- (Rupees Seven Hundred Only) per Equity Share (the "Maximum Buyback Price"). The Maximum Buyback Price of Rs.700/- (Rupees Seven Hundred Only) per Equity Share has been arrived at after considering various factors, including but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the National Stock Exchange of India Limited ("NSE"), the stock exchange where the maximum volume of trading in the Equity Shares is recorded and impact on other financial parameters and the possible impact of Buyback on the earnings per share.

- I. The Maximum Buyback Price represents a premium of 32.35% over the closing market price of the Equity Shares as on the date of intimation of the Board Meeting for considering the Buyback.
- II. The Maximum Buyback Price represents a premium of 29.66% over the Volume Weighted Average Price of the Equity Shares on the NSE for 2 weeks preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback.
- III. The Maximum Buyback Price represents a premium of 15.64% over the Volume Weighted Average Price of the Equity Shares on the NSE for 2 months preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback.

5. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buyback 22,67,400 (Twenty Two Lakh Sixty Seven Thousand and Four Hundred Only) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, which represents 7.81% of the total number of Equity Shares of the Company.

6. METHOD TO BE ADOPTED FOR THE BUY BACK

The method to be adopted for the purpose of Buy Back shall be the tender offer route through stock exchange mechanism as prescribed under the SEBI Buy Back Regulations and circulars issued thereunder, including the "Mechanism for acquisition of shares through stock exchange" notified by SEBI Circulars or such other mechanism, for the Buy Back through tender offer route, as may be applicable.

7. DETAILS OF HOLDING AND TRANSACTIONS IN THE SHARES OF THE COMPANY

- 7.1. The aggregate shareholding of the (i) promoter and promoter group of the Company ("Promoter and Promoter Group") and persons in control, (ii) Directors of companies which are a part of the Promoter and Promoter Group, and (iii) Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting and the Postal Ballot Notice, i.e., October 12, 2021, are as follows:

- 7.1.1. Aggregate shareholding of the Promoter and Promoter Group and persons who are in control as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e., October 12, 2021:

Sl. No.	Name of Shareholders	No. of Shares held	Percentage (%)
1.	Mr. Vishnu R Dusad	16,03,492	5.52
2.	Ms. Madhu Dusad	30,66,248	10.56
3.	Dr. Ritika Dusad	10,00,000	3.44
4.	Ms. Kritika Dusad	10,00,000	3.44
5.	Karmayogi Holdings Private Limited	90,00,000	30.99
6.	Mr. Yogesh Andlay	8,63,534	2.97
7.	Card Systems Private Limited	12,000	0.04
8.	Nucleus Software Workshop Private Limited	6,00,000	2.07
9.	Nucleus Software Engineers Private Limited	23,85,882	8.22
10.	Mr. Naveen Kumar	72,952	0.25
11.	Ms. Suman Mathur	23,758	0.08
Total		1,96,27,866	67.59

- 7.1.2. Aggregate shareholding of the Directors of companies which are a part of the Promoter and Promoter Group, as on the date of the Board Meeting and the date of the Postal Ballot Notice, i.e., October 12, 2021:

Sl. No.	Name of Shareholders	No. of Shares held	Percentage (%)
1.	Mr. Vishnu R Dusad	16,03,492	5.52
2.	Ms. Madhu Dusad	30,66,248	10.56
3.	Dr. Ritika Dusad	10,00,000	3.44
4.	Ms. Kritika Dusad	10,00,000	3.44
5.	Mr. Yogesh Andlay	8,63,534	2.97
6.	Ms. Suman Mathur	23,758	0.08

- 7.1.3. Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of Postal Ballot Notice, i.e., October 12, 2021:

Sl. No.	Name of Directors & Key Managerial Personnel	Designation	No. of Shares held	Percentage (%)
1	Mr. Ravi Pratap Singh	Executive Director	151,977	0.52
2	Mr. Parag Bhise	CEO & Executive Director	28,959	0.10
3	Ms. Poonam Bhasin	Company Secretary	10	0.00

- 7.2. Aggregate shares purchased or sold by the Promoter and Promoter Group, persons in control, Directors of company which are a part of the Promoter and Promoter Group and Directors and Key Managerial Personnel of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved and the date of the Postal Ballot Notice, i.e., October 12, 2021:

- 7.2.1. Aggregate of shares purchased or sold by the Promoter and Promoter Group and persons who are in control: Nil

- 7.2.2. Aggregate shares purchased or sold by the Directors of companies which are part of the Promoter and Promoter Group: Nil

- 7.2.3. Aggregate shares purchased or sold by the Directors and Key Managerial Personnel of the Company: Nil

- 7.3. The maximum and minimum price at which purchases and sales referred above were made along with the relevant dates: Not Applicable

8. INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

- 8.1. In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, following persons belonging to the Promoter and Promoter Group and persons in control of the Company have expressed their intention to participate in the Buyback vide their letters dated September 23, 2021 and September 24, 2021 and may tender up to an aggregate maximum of 1,08,710 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. Please see below the maximum number of Equity Shares proposed to be tendered by each of the Promoter and Promoter Group as well as persons in control of the Company:

Sl. No.	Name	Maximum Number of Equity Shares Intended to tender
1	Card Systems Private Limited	12,000
2	Mr. Naveen Kumar	72,952
3	Ms. Suman Mathur	23,758
Total		1,08,710

- 8.2. The following persons belonging to the Promoter and Promoter Group and person in control of the Company, have vide their letters dated September 22, 2021, September 23, 2021 and September 24, 2021, expressed their intention to not participate in the Buyback:

Sl. No.	Name of the Promoter & Promoter Group
1.	Mr. Vishnu R Dusad
2.	Karmayogi Holdings Private Limited
3.	Ms. Madhu Dusad
4.	Dr. Ritika Dusad
5.	Ms. Kritika Dusad
6.	Mr. Yogesh Andlay
7.	Nucleus Software Workshop Private Limited
8.	Nucleus Software Engineers Private Limited

- 8.3. The Buyback will not result in any benefit to the Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

- 8.4. The details of the date and price of acquisition of the Equity Shares of the Promoter and Promoter Group who intend to tender are set-out below:

8.4.1. Card Systems Private Limited*:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/ Acquisition Price (Rs.)	Consideration (Cash, other than cash etc.)
01-04-2011	Opening Balance	12,000	-	-	-
Total		12,000			

8.4.2. Naveen Kumar*:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/ Acquisition Price (Rs.)	Consideration (Cash, other than cash etc.)
01-04-2011	Opening Balance	72,952	-	-	-
Total		72,952			

8.4.3. Suman Mathur*:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/ Acquisition Price (Rs.)	Consideration (Cash, other than cash etc.)
01-04-2011	Opening Balance	27,758	-	-	-
06-12-2017	Sale	(1,500)	10	531.14	7,96,709
07-12-2017	Sale	(2,500)	10	538.87	13,47,170
Total		23,758			

*Note: Since specific details of acquisition/sale of equity shares prior to April 01, 2011 are not available, aggregate shareholding as on April 01, 2011 is provided.

9. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT:

- 9.1. all the Equity Shares of the Company are fully paid-up;
- 9.2. the Company shall not issue any Equity Shares or specified securities including by way of bonus, from the date of declaration of results of the postal ballot for special resolution passed by the shareholders approving the proposed Buyback until the date of expiry of the Buyback period;
- 9.3. in compliance with the provisions of Section 68 of the Companies Act, 2013 and Regulation 24(f) of the Buyback Regulations, except in discharge of its subsisting obligations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback period, or any circulars or notifications issued by SEBI in connection therewith;
- 9.4. the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- 9.5. the Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- 9.6. there are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon);
- 9.7. that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- 9.8. the aggregate amount of the Buyback i.e., up to Rs. 1,58,71,80,000/- (Rupees One Hundred Fifty Eight Crore Seventy One Lakh Eighty Thousand Only) does not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company as per the latest audited standalone as well as consolidated balance sheet of the Company as at March 31, 2021;
- 9.9. the maximum number of Equity Shares proposed to be purchased under the Buyback (up to 22,67,400 Equity Shares), does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the latest audited balance sheet of the Company as at March 31, 2021;
- 9.10. the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period;
- 9.11. there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- 9.12. the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback based on audited standalone as well as audited consolidated financial statements of the Company; and
- 9.13. the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.

10. THE BOARD HAS CONFIRMED THAT IT HAS MADE A FULL ENQUIRY INTO THE AFFAIRS AND PROSPECTS OF THE COMPANY AND HAS FORMED THE OPINION THAT:

- 10.1. immediately following the date on which the meeting of the board of directors is convened, i.e. September 24, 2021 or following the date on which the result of shareholders' resolution are declared ("Postal Ballot Resolution") i.e., November 16, 2021, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- 10.2. as regards the Company's prospects for the year immediately following the date on which the meeting of the board of directors is convened, i.e. September 24, 2021 or the Postal Ballot Resolution that, having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting i.e. September 24, 2021 or the Postal Ballot Resolution; and
- 10.3. in forming an opinion for the above purposes, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

11. Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by Directors regarding insolvency:

The text of the Report dated September 24, 2021 of M/s B S R & Associates LLP, Chartered Accountants (Firm Registration No. 116231 W/W-100024), the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

September 24, 2021

To

**The Board of Directors
Nucleus Software Exports Limited
33-35, Thyagraj Nagar Market
New Delhi-110003, India**

Dear Sir/ Madam,

INDEPENDENT AUDITOR'S REPORT ON BUY BACK OF SHARES PURSUANT TO THE REQUIREMENT OF THE COMPANIES ACT, 2013, AS AMENDED ("the Act") AND CLAUSE (XI) OF SCHEDULE I TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED ("the SEBI Buyback Regulations")

1. This Report is issued in accordance with the terms of our engagement letter dated 20 September 2021. The Board of Directors of Nucleus Software Exports Limited ("the Company") have approved a proposed buy-back of Equity Shares by the Company at its meeting held on 24 September 2021, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 and the SEBI Buyback Regulations.
2. The Statement of permissible capital payment ("Annexure A") as at 31 March 2021 (hereinafter referred together as the "Statement") is prepared by the management.

Board of Directors' Responsibility for the Statement

3. The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013 and the compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs and offer document of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of meeting.

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide a reasonable assurance:
 - i. whether we have inquired into the state of affairs of the Company in relation to its latest audited standalone and consolidated financial statements as at and for the year ended 31 March 2021;
 - ii. if the amount of the permissible capital payment for the proposed buy-back of equity shares is properly determined considering the audited standalone and consolidated financial statements for the year ended 31 March 2021; and
 - iii. if the Board of Directors in their meeting dated 24 September 2021, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, as amended on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.
6. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the criteria mention in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the report. We have performed the following procedures in relation to the Statement:
 - i. We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements as at and for the year ended 31 March 2021;
 - ii. Examined authorization for buyback from the Articles of Association of the Company;
 - iii. Examined that the amount of permissible capital payment for the buy-back as detailed in Annexure A prepared by management is within permissible limit computed in accordance with section 68(2)(c) of the Act based on the audited standalone and consolidated financial statements of the Company;
 - iv. Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserve after such buy-back;
 - v. Examined that all shares for buy-back are fully paid-up;
 - vi. Read the resolutions passed in the meetings of the Board of Directors.
 - vii. Obtained required explanations and representations from management.

Contd...

7.

The standalone and consolidated financial statements referred to in paragraph 5 above, have been audited by us, on which we issued an unmodified audit opinion vide our report dated 3 June 2021. Our audit of these financial statements was conducted in accordance with the Standards on Auditing ("Standards") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
8.

We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for special purposes issued by the ICAI ("Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.
10.

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

11.

Based on enquiries conducted and our examination as above, we report as follows:
- i.

We have enquired into the state of affairs of the Company in relation to its audited Standalone and Consolidated Financial Statements as at and for the year ended 31 March 2021 which has been approved by the Board of Directors of the Company on 3 June 2021.
- ii.

The Statement of permissible capital payment towards buyback of equity shares, as stated in Annexure A, has been properly determined in accordance with Section 68(2)(c) of the Act.
- iii.

The Board of Directors in their meeting held on 24 September 2021 have formed their opinion, as specified under Clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
12.

We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restrictions on use

13.

This report has been issued at the request of the Company solely for use of the Company in relation to (i) filing information in the explanatory statement to the notice for special resolution and in connection with the proposed buy-back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No. 116231 W/W-100024

Sd/-
Girish Arora
Partner

Membership Number: 098652
UDIN: 21098652AAAABN3880

Annexure A

Statement of permissible capital payment

Amount (Rs. in lakhs)

Particulars		Standalone	Consolidated
Paid up equity share capital as on 31 March 2021* (29,040,724 equity shares of face value Rs. 10 each)	A	2,904	2,904
Free reserves as on 31 March 2021			
- Retained Earnings		60,078	62,428
- General Reserves		661	661
- Securities Premium Account		100	100
Total Free Reserves	B	60,839	63,189
Total	A+B	63,743	66,093
Maximum amount of capital payment permissible for the buyback of equity shares (25% of paid up share capital and free reserves)		15,935	16,523
Maximum amount permitted by Board Resolution dated 24 September 2021 approving the Buyback, subject to shareholders approval, based on the audited financial statements for the year ended 31 March 2021			15,872

* the paid up equity share capital of Rs. 2,904 lakhs includes Rs. 15,000 in respect of 2,800 forfeited shares pending reissue.

Unquote

12. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

- 12.1.

As required under the Buyback Regulations, the Company has fixed November 27, 2021 as the record date (the "Record Date") for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buyback.
- 12.2.

The Equity Shares to be bought back as part of the Buyback are divided into two categories: i. Reserved category for small shareholders; and ii. General Category for all other shareholders.
- 12.3.

As defined in Regulation 2(i)(n) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the stock exchange having highest trading volume as on the Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs only).
- 12.4.

In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.
- 12.5.

On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder.
- 12.6.

In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the small shareholder category, the Company will club together the equity shares held by such shareholders with a common Permanent Account Number (PAN) for determining the category (small shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent (the "Registrar") as per the shareholder records received from the depositories.
- 12.7.

After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.
- 12.8.

The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders may also accept a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- 12.9.

The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.

- 12.10.

The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified under the SEBI Circulars. Eligible Shareholders will receive a letter of offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback.

- 12.11.

Participation in the Buyback by shareholders will trigger tax on distributed income to shareholders (Buyback Tax) in India and such tax is to be discharged by the Company. Any income received by Eligible Shareholders pursuant to the Buyback of shares will not be included in the total taxable income of such shareholders. The Buyback will also be chargeable to securities transaction tax and stamp duty in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

- 12.12.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the letter of offer to be sent in due course to the Eligible Shareholders.

13. PROCESS AND METHODOLOGY FOR BUYBACK

- 13.1.

The Buyback is open to all Eligible Shareholders and beneficial owners of the Company i.e. the shareholders who on the Record date were holding Equity Shares either in physical or dematerialized form on the Record Date.

- 13.2.

The shares of the Company are listed on both the exchanges i.e. NSE and BSE. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars and following the procedure prescribed in the Companies Act and the Buyback Regulations, and as may be determined by the Board (including the Buyback Committee authorised to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

- 13.3.

For implementation of the Buyback, the Company has appointed Bharat Bhushan Equity Traders Ltd. as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Name: Bharat Bhushan Equity Traders Limited
CIN: U74899DL1982PLC014259
Address: 503, Rohit House, 3 Tolstoy Marg, New Delhi – 110001
Contact Person: Mr. Sanjay Rajora
Telephone Number: 011-49800900
E-mail Id: dp@bharatbhushan.com; compliance@bharatbhushan.com
Website: www.bharatbhushan.com
SEBI Registration Number: INZ000204433

- 13.4.

The Company will request NSE to provide a separate acquisition window ("Acquisition Window") to facilitate placing of bid by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of platform will be as specified by NSE from time to time. In the event, the Shareholder Broker(s) of any Eligible Shareholder is not registered with NSE as a trading member/stockbroker, then that Eligible Shareholder can approach any NSE registered stockbroker and can register themselves by using quick client code ("UCC") facility through the NSE registered stockholder (after submitting all details as may be required by such NSE registered stockbroker in compliance with applicable law).

- 13.5.

The Buyback from the eligible shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies). Foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be, subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/ provision by such Eligible Shareholders of such approvals, if an to extent necessary or required from concerned authorities including, but not limited to, approvals from Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

- 13.6.

The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Seller Member through which the Equity Shareholder places the bid.

- 13.7.

Modification/cancellation of the orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by single shareholder Eligible shareholder for selling the Equity Shares shall be clubbed and considered as "one" bid for the purposes of acceptance.

- 13.8.

The cumulative quantity tendered shall be made available on the website of NSE at www.nseindia.com, throughout the trading session and will be updated at specific intervals during the tendering period.

- 13.9.

The Company will not accept Equity Shares tendered for Buyback which under restraint order of the court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

- 13.10.

During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers ("Stock Brokers") during normal trading hours of the secondary market. Stock Brokers can enter orders for demat shares as well as physical shares.

- 13.11.

Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:

- a.

Eligible Shareholders who desire to tender their Equity Shares in electronic form under the Buyback would have to do so through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback.
- b.

The Stock Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchange.
- c.

The lien shall be marked by the Seller Member in the demat account of the Shareholders for the shares tendered in the tender offer. Details of Shares marked as lien in the demat account of the Shareholder shall be provided by the Depositories to Clearing Corporation.
- d.

In case, the Shareholders Demat Account is held with one Depository and Clearing Member pool and Clearing Corporation Accounts held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the shareholders at source depository to Clearing Member/Clearing Corporation account at target depository. Source Depository shall block the shareholder's securities (i.e., transfer from free balance to blocked balance) and sends IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
- e.

For Custodian Participant orders, from demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participants orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.
- f.

Upon placing the bid, the Stock Broker shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc.
- g.

It is clarified that in case of dematerialized Equity Shares, non-receipt of the completed tender form and other documents, but if the lien is marked successfully in the depository system and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted.

- 13.12.

Procedure to be followed by Eligible Shareholders holding Equity Shares in the physical form:

In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in Buyback offer/ open offer/ exit offer/ delisting" dated February 20, 2020, and SEBI Circular No. SEBI/HO/CFD/ CMD/1/ CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:

- a.

Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Stock Broker along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the shareholder's PAN Card, and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of an Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar Card, Voter Identity Card or Passport.
- b.

Based on these documents, the Stock Broker shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Stock Broker shall provide a TRS generated by the Stock Exchanges' bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered, etc.

- c.

The Stock Broker has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post or courier or hand delivery to the Registrar (at the address mentioned at paragraph 14 below or the collection centres of the Registrar details of which will be included in the Letter of Offer) within 2 (two) days of closure of the Tendering Period. The envelope should be super-scribed as "NSEI Buyback Offer 2021". One copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Stock Broker/Eligible Shareholder.

- d.

Eligible Shareholder holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'.

- 13.13.

Modification/cancellation of orders will be allowed during the tendering period of the Buyback.

- 13.14.

The cumulative quantity of Equity Shares tendered under the Buyback shall be made available on the website of NSE at www.nseindia.com, throughout the trading session and will be updated at specific intervals during the tendering period.

13.15. Method of Settlement:

Upon finalization of the basis of acceptance as per Buyback Regulations:

- a.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- b.

The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. The settlement of the fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by NSE and Clearing Corporation from time to time. For Equity Shares accepted under Buyback, the Clearing Corporation's will make direct funds payout to the respective Shareholders. If the respective shareholder's bank account details are not available or if the fund transfers instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned seller broker settlement bank account for onward transfer to such respective Shareholders.
- c.

In case of Eligible Shareholder where there are specific RBI and other regulatory requirements pertaining to funds pay-out, which do not opt to settle through custodians, the funds pay-out would be given to their respective Seller broker settlement bank account for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the Registrar to the Buyback.
- d.

Details in respect of Shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or the Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- e.

In the case of Inter depository, Clearing Corporation will cancel the excess or unaccepted shares in the Target Depository. Source Depository will not be able to release the lien without a release of IDT message from Target Depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block shares in the demat account of shareholder. Post completion of tendering period and receiving the requisite details viz. Demat account details and bid accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from the shareholder's demat account and credit it to Clearing Corporation settlement account in the target depository on settlement date.
- f.

Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue a new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Equity Shareholders holding Equity Shares in the physical form.
- g.

The Equity Shares bought back in demat form would be transferred directly to the special demat account of the Company opened for the Buyback ("Company Demat Account").
- h.

Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Broker for any cost, applicable taxes, charges and expenses (including brokerage, securities transaction tax and stamp duty) etc., that may be levied including by the Stock Broker upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage, securities transaction tax and stamp duty) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage, securities transaction tax and stamp duty) incurred solely by the Eligible Shareholders.
- i.

The Seller broker would issue a contract note & pay consideration for the Equity Shares accepted under the Buyback and will unblock the excess unaccepted Equity Shares. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- j.

In case of certain shareholders viz., NRIs, non-residents, etc. (where there are any specific regulatory requirements pertaining to fund payout including those prescribed by RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder brokers settlement accounts for releasing the same to such shareholder's account.
- k.

The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

14. COMPLIANCE OFFICER

Investors may contact the Company Secretary of the Company for any clarifications or to address their grievances, if any, during office hours i.e., from 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Ms. Poonam Bhasin

Company Secretary & Compliance Officer

Nucleus Software Exports Limited,
A-39, Sector 62, Noida-201307
E-mail: investorrelations@nucleussoftware.com
Tel.: 120-4031400
Fax: 120-4031672

15. REGISTRAR TO THE BUYBACK/INVESTOR SERVICE CENTRE

In case of any queries, shareholders may also contact the Registrar to the Buyback or the Investor Relations team of the Company, during office hours i.e., from 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Registrar to the Buyback

KFin Technologies Private Limited
Address: Selenium, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi-500032, Telangana, India
Contact Person: Mr. M Murali Krishna
Telephone: +91-4067162222/18003094001
Email: nsel.buyback@kfintech.com; einward.ris@kfintech.com
Website: www.kfintech.com
SEBI Registration No.: INR000000221
Corporate Identity Number: U72400TG2017PTC117649

16. MANAGER TO THE BUYBACK



Corporate Professionals Capital Private Limited
D-28, South Extension Part-1, New Delhi-110049, India
Tel: 011-40622219/ 40622230/ 40622200;
Email: mb@indiap.com
Website: www.corporateprofessionals.com
Contact person: Ms. Anjali Aggarwal,
SEBI Registration No.: INM000011435
CIN: U74899DL2000PTC104508

17. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Nucleus Software Exports Limited

Sd/- Vishnu R Dusat Managing Director (DIN:00008412)	Sd/- Parag Bhise CEO & Executive Director (DIN: 08719754)	Sd/- Anurag Mantri Chief Financial Officer & Executive Director (DIN: 09002894)	Sd/- Poonam Bhasin Company Secretary & Compliance Officer (Membership No. A10865)
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Date: November 17, 2021
Place: NOIDA

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS' OF NUCLEUS SOFTWARE EXPORTS LTD. ON TUESDAY NOVEMBER 16, 2021 THROUGH POSTAL BALLOT

Approval of Buy Back of Equity Shares

"RESOLVED THAT pursuant to the provisions of Article 57 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and 179 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (**the "Companies Act"**), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, to the extent applicable and in compliance with Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 2018, as amended (**the "Buyback Regulations"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, statutory modifications or re-enactments for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) and on the terms and conditions set out in the explanatory statement approval of the shareholders be and is hereby accorded for the Buyback by the Company of up-to 22,67,400 (Twenty Two Lakh Sixty Seven Thousand Four Hundred) fully paid-up equity shares of Rs. 10/- (Rupees Ten Only) each of the Company (**"Equity Shares"**) representing 7.81% of the Total Paid-up Equity Share capital of the Company at a price of **Rs. 700/-** (Rupees Seven Hundred Only) per Equity Share (**"Maximum Buyback Price"**) payable in cash for an aggregate amount not exceeding **Rs. 158,71,80,000/-** (Rupees One Hundred Fifty Eight Crore Seventy One Lakh Eighty Thousand Only) (**"Maximum Buyback Offer Size"**), excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India (**"SEBI"**), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses etc., which represents 24.90% and 24.01% of the aggregate of the Fully Paid-up Equity Share capital and Free Reserves as per the latest audited standalone and consolidated balance sheet of the Company, respectively, as at March 31, 2021, on a proportionate basis through the **"Tender Offer"** route as prescribed under the Buyback Regulations, from all of the shareholders who hold Equity Shares as of the Record Date (as defined in the Buyback Regulations).

RESOLVED FURTHER THAT all of the shareholders of the Company will be eligible to participate in the Buyback including promoters and promoter group of the Company and their associates who hold Equity Shares as on the Record Date, except the Promoters & Promoter Group who have intimated not to participate in the proposed Buyback;

RESOLVED FURTHER THAT as prescribed under Regulation 6 of the Buyback Regulations, the Company shall Buyback Equity Shares from the members on a proportionate basis under the Tender Offer route, provided that 15% of the number of Equity Shares which the Company proposes to Buyback or the number of Equity Shares entitled as per the shareholding of small shareholders as defined in the Buyback Regulations (**"Small Shareholders"**) as of the Record Date, whichever is higher, shall be reserved for Small Shareholders



RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force.

RESOLVED FURTHER THAT the Buyback from the shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors/Foreign Portfolio Investors, Non- Resident Indians, shareholders of foreign nationality, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) /Authorized Representative(s)/ Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, determination of the Buyback Size on a consolidated basis, time frame for opening date and completion of Buyback; appointment of merchant banker, brokers, lawyers, depository participants, advertising agencies, escrow agents, bankers, advisors, registrars, scrutinizers, consultants/intermediaries/agencies, as may be required, for the implementation of the Buyback; preparing, finalizing, signing and filing of the public announcement, the draft letter of offer/letter of offer with SEBI, the concerned Registrar of Companies, the Stock Exchanges where the Equity Shares are listed and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI and RBI; and initiating all necessary actions for preparation and issue of various documents including public announcement, draft letter of offer, letter of offer, opening, operation and closure of necessary accounts including escrow account, special payment account with the bank, entering into escrow agreements as required under the Buyback Regulations, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, approving the split of physical share certificates and transfer of shares, extinguishing dematerialized shares and physically destroying share certificates in respect of the Equity Shares bought back by the Company, and filing such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buyback with SEBI, RBI, Stock Exchanges, Registrar of Companies, Depositories and/or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholders to offer and/or any obligation on the part of the Company or the Board or the Committee to Buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board/ the Committee is hereby empowered and authorised on behalf of the Company to accept and make any alteration(s) or modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorized by the Board may, in its/his/her absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or



otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Certified True Copy

For Nucleus Software Exports Limited



Poonam Bhasin

Company Secretary

Membership No: A10865

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