

Disclosure under Regulation 10(6) –Report to Stock Exchange 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)	Card Systems Private Limited (Hereinafter referred as 'Acquirer') Suman Mathur Yogesh Andlay Naveen Kumar Nucleus Software Workshop Private Limited Nucleus Software Engineers Pvt Ltd (Hereinafter collectively referred as 'PACs')*	
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited and BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	There has been no actual acquisition of shares. The increase in % holding is consequential to Buyback of equity shares by the Target Company.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Clause (c) of sub-regulation (4) of Regulation 10 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011.	
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	Not Applicable
	b. Date of acquisition	Not Applicable	Not Applicable
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not Applicable	Not Applicable

	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Not Applicable		Not Applicable	
	e. Price at which shares are proposed to be acquired / actually acquired	Not Applicable		Not Applicable	
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***
	Acquirer				
	Card Systems Private Limited	12,000	0.04	2,310	0.01
	PACs				
	Suman Mathur	23,758	0.08	23,758	0.09
	Yogesh Andlay	8,63,534	2.97	8,63,534	3.23
	Naveen Kumar	72,952	0.25	72,952	0.27
	Nucleus Software Workshop Private Limited	6,00,000	2.07	6,00,000	2.24
	Nucleus Software Engineers Pvt Ltd	23,85,882	8.22	23,85,882	8.91
	Other Promoter & Promoter Group				
	Vishnu R Dusad	16,03,492	5.52	16,03,492	5.99
	Madhu Dusad	30,66,248	10.56	30,66,248	11.45
	Ritika Dusad	10,00,000	3.44	10,00,000	3.74
	Kritika Dusad	10,00,000	3.44	10,00,000	3.74
	Karmayogi Holdings Private Ltd	90,00,000	30.99	90,00,000	33.62
	TOTAL	1,96,27,866	67.59	1,96,18,176	73.28
	Seller				

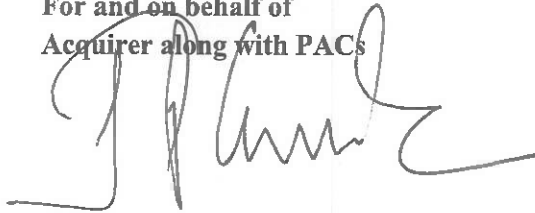
	Not Applicable
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() Apart from the Acquirer & PACs, Mr. Vishnu R Dusad, Ms. Madhu Dusad, Ms. Kritika Dusad, Ms. Ritika Dusad and Karmayogi Holdings Pvt. Ltd. also form part of the promoter & promoter group of the Target Company, however do not belong to the abovementioned group.*

*(**) These percentages have been calculated on the basis of pre-buyback share capital of the Company i.e. INR 29,04,07,240 (Indian Rupees Twenty Nine Crores Four Lakh Seven Thousand Two Hundred and Forty Only) divided into 2,90,40,724 (Two Crore Ninety Lakh Forty Thousand Seven Hundred and Twenty Four) Equity Shares of INR 10/- each.*

*(***) These percentages have been calculated on the basis of post buyback share capital of the Company i.e. INR 26,77,33,240 (Indian Rupees Twenty Six Crores Seventy Seven Lakh Thirty Three Thousand Two Hundred and Forty Only) divided into 2,67,73,324 (Two Crore Sixty Seven Lakh Seventy Three Thousand Three Hundred and Twenty Four) Equity Shares of INR 10/- each.*

**For and on behalf of
Acquirer along with PACs**



**Janardhan Prasad Gaur
Director**

Date: 28.01.2022

Place: New Delhi