



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

Dear Sir,

Sub : Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find enclosed herewith Disclosure under Regulation 29(2) 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 Limited)

Encl: a/a

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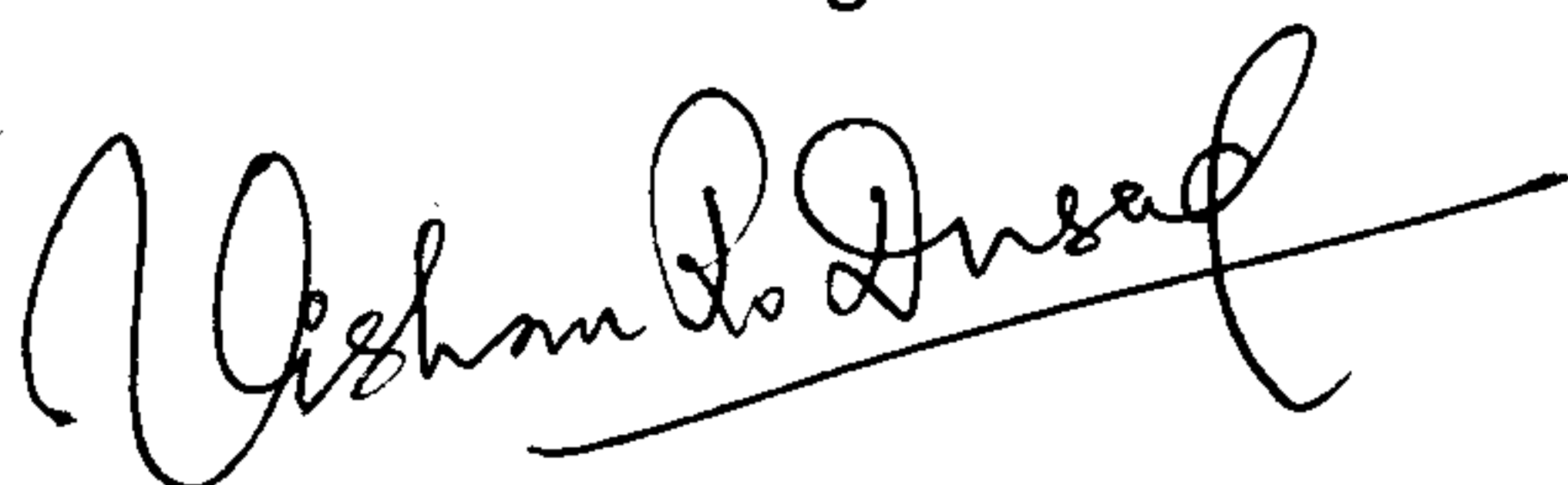
Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Nucleus Software Exports Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	As per Annexure 1		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the disposal is as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the disposal/sale under consideration, holding of the acquirer along with PACs:	(Refer Annexure 1)	(Refer Annexure 1)	
a) Shares carrying voting rights	1,96,31,866	60.62%	60.62%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	1,96,31,866	60.62%	60.62%
Details of acquisition/sale	(Refer Annexure 1)	(Refer Annexure 1)	
a) Shares carrying voting rights Sold	Nil	Nil	Nil
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	Nil	Nil
e) Total (a+b+c+d)	Nil	Nil	Nil

After the acquisition/sale, holding of the acquirer:	(Refer Annexure 1)	(Refer Annexure 1)	
a) Shares carrying voting rights	1,96,31,866	67.60%	67.60%
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	Nil	Nil	Nil
e) Total (a+b+c+d)	1,96,31,866	67.60%	67.60%
Mode of acquisition / sale (e.g. open market / off-market /public issue / rights issue /preferential allotment / inter-se transfer etc).	There has been no actual acquisition of shares and increase in shareholding is consequential to Buyback of equity shares by the Target Company through Tender Offer Route.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	September 08, 2017 is the settlement date. Total 33,43,000 equity shares have been bought back by the Target Company.		
Equity share capital / total voting capital of the TC before the said acquisition /sale	Subscribed Equity Share Capital as on the Record Date for the buyback offer is Rs. 32,38,37,240 (Rupees Thirty Two Crore Thirty Eight Lakhs Thirty Seven Thousand Two Hundred and Forty) divided into 3,23,83,724 Equity Shares of Rs. 10/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Subscribed Equity Share Capital after Buyback of 33,43,000 equity shares of the Company is Rs. 29,04,07,240 (Rupees Twenty Nine Crore Four Lakhs Seven Thousand Two Hundred and Forty) divided into 2,90,40,724 Equity Shares of Rs. 10/- each.		
Total diluted share/voting capital of the TC after the said sale	NA		

(*)Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Vishnu R Dusad

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

Place: Noida

Date: September 09, 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.

