

EXTRACT OF ANNUAL RETURN FORM - MGT9

As on the financial year ended on 31st March 2022 *[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

I.	REGISTRATION AND OTHER DETAILS:	
(i)	CIN	L74899DL1989PLC034594
(ii)	Registration Date	January 9, 1989
(iii)	Name of the Company	Nucleus Software Exports Limited
(iv)	Category / Sub-Category of the Company	Category - Public Limited Company / Company Limited by Shares Sub-Category – Indian Non- Government Company
(v)	Address of the Registered office and contact details	33- 35, Thyagraj Market, New Delhi – 110003 Tel :- 011 – 24627552
(vi)	Whether listed company Yes / No	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Pvt. Ltd. Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India Tel: 040-23420815-18 Fax: 040-23420814 mailmanager@karvy.com
II.	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	
	All the business activities contributing 10 % or more of the total turnover of the company shall be stated	As per Annexure H 1
III.	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	As per Annexure H 2
IV.	SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)	

	i)	Category-wise Share Holding	As per Annexure H 3
	ii)	Shareholding of Promoters	As per Annexure H 4
	iii)	Change in Promoters' Shareholding	As per Annexure H 5
	iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Annexure H 6
	v)	Shareholding of Directors and Key Managerial Personnel	As per Annexure H 7
V.	INDEBTEDNESS		
	Indebtedness of the Company including interest outstanding/accrued but not due for payment		As per Annexure H 8
VI.	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL		
	i)	Remuneration to Managing Director, Whole-time Directors and/or Manager:	As per Annexure H 9
	ii)	Remuneration to other Directors	As per Annexure H 10
	iii)	Remuneration to Key Managerial Personnel other than MD/Manager/WTD	As per Annexure H 11
VII.	PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES		As per Annexure H 12

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Products	620	92%
2	Projects & Services	620	08%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ASSOCIATE	% of shares held	Applicable Section
1	Nucleus Software Limited 33-35, Thyagraj Market, New Delhi – 110003	U74120DL2008PLC176975	Subsidiary	100%	2(87) (ii)
3	Nucleus Software Solutions Pte. Ltd. 300, Tampines Avenue-5 # 04-06, Tampines Junction, Singapore-529653	N. A	Subsidiary	100%	2(87) (ii)
4	Nucleus Software Japan Kabushiki Kaisha Mitsubishi Building 11F, 5-2 Marunouchi, 2 Chome Chiyoda Ku Tokyo 100-0005 Japan	N. A	Subsidiary	100%	2(87) (ii)
5	Nucleus Software Inc. 505, Thornall State, Suite 401, Edison, NJ 08837 USA	N. A	Subsidiary	100%	2(87) (ii)
6	Nucleus Software Netherlands B.V. Cuserstraat 93, Floor 2 and 3, Amsterdam, 1081 CN. Netherlands	N. A	Subsidiary	100%	2(87) (ii)
7	Nucleus Software Australia Pty. Ltd. Suite 4, 96-98 Wigram Street Harris Park, NSW 2150, Australia	N. A	Subsidiary	100%	2(87) (ii)

8	Nucleus Software South Africa (Pty) Ltd. 28 Front Street, Brinam, Gauteng- 2196 South Africa	N. A	Subsidiary	100%	2(87) (ii)
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Annexure H 3

V SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

CATE GORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2021				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2022				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	2467026	0	2467026	8	2467026	0	2467026	9.21	0
(b)	Central Government/State Government(s)	0	0	0	-	0	0	0	0.00	0
(c)	Bodies Corporate	0	0	0	-	0	0	0	0.00	0
(d)	Financial Institutions / Banks								0.00	0
(e)	Others	17160840	0	17160840	59	17151150	0	17151150	64.06	-9690
									0.00	0
	Sub-Total A(1) :	19627866		19627866	68	19618176		19618176	73.28	-9690
									0.00	0
(2)	FOREIGN								0.00	0
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	-	0	0	0	0.00	0
(b)	Bodies Corporate	0	0	0	-	0	0	0	0.00	0
(c)	Institutions	0	0	0	-	0	0	0	0.00	0
(d)	Qualified Foreign Investor	0	0	0	-	0	0	0	0.00	0
(e)	Others	0	0	0	-	0	0	0	0.00	0
	Sub-Total A(2) :	0	0	0	-	0	0	0	0.00	0
	Total A=A(1)+A(2)	19627866	0	19627866	68	19618176	0	19618176	73.28	-9690
									0.00	0
(B)	PUBLIC SHAREHOLDING								0.00	0
(1)	INSTITUTIONS								0.00	0
(a)	Mutual Funds /UTI	219403	0	219403	2	0	0	0	0.00	-219403
(b)	Financial Institutions /Banks	621	0	621	1	0	0	0	0.00	-621
(c)	Central Government / State Government(s)	0	0	0	-	0	0	0	0.00	0
(d)	Venture Capital Funds	0	0	0	-	0	0	0	0.00	0
(e)	Insurance Companies	0	0	0		0	0	0	0.00	0

					-					
(f)	Foreign Institutional Investors	2018283	0	2018283	7	762852	0	762852	2.85	-1255431
(g)	Foreign Venture Capital Investors	0	0	0	-	0	0	0	0.00	0
(h)	Qualified Foreign Investor	0	0	0	-	0	0	0	0.00	0
(i)	Others	175	0	175	-	0	0	0	0.00	-175
	Sub-Total B(1) :	2238482	0	2238482	9	762852	0	762852	2.85	-1475630
									0.00	0
(2)	NON-INSTITUTIONS								0.00	0
(a)	Bodies Corporate	317825	0	320025	2	388658	1000	389658	1.46	69633
(b)	Individuals						0		0.00	0
	(i) Individuals holding nominal share capital upto Rs.1 lakh	4544711	56750	4601461	13	4379090	50642	4429732	16.55	-171729
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	1624595	0	1624595	6	964526	0	964526	3.60	-660069
(c)	Others						0		0.00	0
	CLEARING MEMBERS	74161	0	74161	0	92927	0	92927	0.35	18766
	I E P F	41262	0	41262	0	43526	0	43526	0.16	2264
	NON RESIDENT INDIANS	359494	0	359494	1	197006	0	197006	0.74	-162488
	NRI NON-REPATRIATION	153178	0	153178	0	77235	0	77235	0.29	-75943
	TRUSTS	200	0	200	0	100	0	100	0.00	-100
(d)	Qualified Foreign Investor					196386	1200	197586	0.74	
		0	0	0	-	0	0	0	0.00	0
	Sub-Total B(2) :								0.00	0
		7115426	56750	7174376	23	6339454	1200	6392296	23.88	-782080
	Total B=B(1)+B(2) :									0
										0
	Total (A+B) :	28981774	56750	29040724	100	26720482	39640	26773324	100.00	-2267400
(C)	Shares held by custodians, against which									
	Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public	-	-	-	-	0	0		-	0.00
	GRAND TOTAL (A+B+C) :	28981774	56750	29040724	100	26720482	39640	26773324	100.00	

Annexure H 4

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2021)			Shareholding at the end of the year (as on March 31, 2022)			
		No. of Shares	% of total Shares	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares	% of Shares Pledged / encumbered to total Shares	% change in shareholding during the year
1	KARMAYOGI HOLDINGS PRIVATE LTD	9,000,000	30.99	-	9,000,000	30.99	-	-
2	MADHU DUSAD	3,066,248	10.56	-	3,066,248	10.56	-	-
3	NUCLEUS SOFTWARE ENGINEERS PVT LTD	2,385,882	8.22	-	2,385,882	8.22	-	-
4	VISHNU DUSAD	1,603,492	5.52	-	1,603,492	5.52	-	-
5	RITIKA DUSAD	1,000,000	3.44	-	1,000,000	3.44	-	-
6	KRITIKA DUSAD	1,000,000	3.44	-	1,000,000	3.44	-	-
7	YOGESH ANDLAY	863,534	2.97	-	863,534	2.97	-	-
8	NUCLEUS SOFTWARE WORKSHOP PRIVATE LIMITED	600,000	2.07	-	600,000	2.07	-	-
9	NAVEEN KUMAR	72,952	0.25	-	72,952	0.25	-	-
10	SUMAN MATHUR	23,758	0.08	-	23,758	0.08	-	-
11	CARD SYSTEMS PRIVATE LIMITED	12,000	0.04	-	2310	0.01	-	0.03

Annexure H 5

iii. Change in Promoters' Shareholding

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year, as on April 01, 2021/end of the year March 31, 2022	Increase /Decrease in share holding	Cumulative Shareholding during the Year
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		No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
1	Karmayogi Holdings Private Ltd	9,000,000	30.99	01/04/2021				
		9,000,000	30.99	31/03/2022	–	Nil movement	9,000,000	30.99
2	Nucleus Software Engineers Pvt Ltd	2,385,882	8.22	01/04/2021				
		2,385,882	8.22	31/03/2022	–	Nil movement	2,385,882	8.22
3	Madhu Dusad	3,066,248	10.56	01/04/2021				
		3,066,248	10.56	31/03/2022	–	Nil movement	3,066,248	10.56
4	Vishnu R Dusad	1,603,492	5.52	01/04/2021				
		1,603,492	5.52	31/03/2022	–	Nil movement	1,603,492	5.52
5	Ritika Dusad	1,000,000	3.44	01/04/2021				
		1,000,000	3.44	31/03/2022	–	Nil movement	1,000,000	3.44
6	Kritika Dusad	1,000,000	3.44	01/04/2021				
		1,000,000	3.44	31/03/2022	–	Nil movement	1,000,000	3.44

7	Yogesh Andlay	863,534	2.97	01/04/2021				
		863,534	2.97	31/03/2022	–	Nil movement	863,534	2.97
8	Nucleus Software Workshop Private Limited	600,000	2.07	01/04/2021				
		600,000	2.07	31/03/2022	–	Nil movement	600,000	2.07
9	Naveen Kumar	72,952	0.25	01/04/2021				
		72,952	0.25	31/03/2022	–	Nil movement	72,952	0.25
10	Suman Mathur	23,758	0.08	01/04/2021				
		23,758	0.08	31/03/2022	–	Nil movement	23,758	0.08
11	Card Systems Private Limited	12,000	0.04	01/04/2021				
		12,000	0.04	31/03/2022	–	9690	2310	0.01

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year, as on April 01, 2021/end of the year March 31, 2022			Increase /Decrease in share holding		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
A.	Shareholding of Directors							
1	Vishnu R Dusad	1,603,492	5.52	01/04/2021	-	Nil movement	1,603,492	5.52
		1,603,492	5.52	31/03/2022			1,603,492	5.52
2	Ravi Pratap Singh	153,977	0.52	01/04/2021	-	Nil movement	153,977	0.52
		153,977	0.52	31/03/2022			153,977	0.52
3	Ritika Dusad	1,000,000	3.44	01/04/2021	-	Nil movement	1,000,000	3.44
		1,000,000	3.44	31/03/2022			1,000,000	3.44
4	Parag Bhise	28,959	0.1	01/04/2021	-	Nil movement	28,959	0.1
		28,959	0.1	31/03/2022			28,959	0.1
5	Anurag Mantri	-	-	-	-	-	-	-
		-	-	-	-	-	-	-
B.	Shareholding of Key Managerial Personnel							
1	Poonam Bhasin	10	-	01/04/2021			10	-
		10	-	31/03/2022	-	Nil Movement	10	-

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Annexure H 7

The following Directors did not hold any shares during the FY 2021-22

1. S.M Acharya
2. Prithvi Haldea
3. Elaine Mathias
- 4.. Prof. Trilochan Sastry
5. Anurag Mantri
6. Yasmin Javeri Krishan

The following Key Managerial Personnel did not hold any shares during the FY 2021-22

Nil

Annexure H 8

V. INDEBTEDNESS – Not Applicable

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Annexure H 9

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in Rs.)

Sl. no.	Particulars of Remuneration		Name of MD/WTD/ Manager				
			Vishnu R Dusad	R P Singh	Ritika Dusad	Parag Bhise	
1	Gross salary						
	(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,500,000	11,247,473	4,589,616	22,173,601	
	(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	28,800	39,600	0	39,600	
	(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil			

2	Stock Option		Nil	Nil		Nil	
3	Sweat Equity		Nil	Nil		Nil	
4	Commission		Nil	Nil	Nil	Nil	
	-	as % of profit	Nil	Nil		Nil	
	-	Others	Nil	Nil		Nil	
5	Others		Nil	Nil		Nil	
	Employer's contribution to PF		450,000	420,000	292,956	952,103	
	Total (A)		7,978,800	11,707,073	4,882,572	23,165,304	
	Ceiling as per the Act		(being 10% of the Net Profits of the Company calculated as per Section 198 of the Companies Act 2013)				

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration		Name of Directors					Total Amount
			Prithvi Haldea	S. M. Acharya	Elaine Mathias	Prof. Trilochan Sastry	Yasmin Javeri	
1	Independent Directors							
	•	Fee for attending board committee meetings	2,860,000	2,440,000	2,840,000	1,560,000	2,660,000	
	•	Commission*	800000	800000	800000	800000	800000	
	•	Others, please specify	-	-	-	-		
	Total (1)		3,660,000	3,240,000	3,640,000	2,360,000	3,460,000	
2	Other Non-Executive Directors							
	•	Fee for attending board committee meetings	NA	NA	NA	NA	-	
	•	Commission	-	-	-	-	-	
	•	Others, please specify	-	-	-	-	-	
	Total (2)		-	-	-	-	-	

	Total (B) = (1 + 2)	3,660,000	3,240,000	3,640,000	2,360,000	3,460,000	
	Total Managerial Remuneration						
	*Overall Ceiling as per the Act	(being 1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act 2013)					

Annexure H 11

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary (Poonam Bhasin)	CFO (Anurag Mantri)	
1.	Gross salary	NA			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		4968987	14,306,822	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		---	0	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		Nil	Nil	
2.	Stock Option		Nil	Nil	
3.	Sweat Equity				
4.	Commission				
-	as % of profit		Nil	Nil	
-	others, specify...		Nil	Nil	

5.	Others, please specify				
	Employer's contribution to PF		263282	0	
	Total		5,232,469	14,306,822	

Annexure H 12

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: - Not Applicable

There were no PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES for the year ending March 31, 2022