



**NUCLEUS
SOFTWARE**

NUCLEUS SOFTWARE EXPORTS LIMITED

CIN : L74899DL1989PLC034594

Registered Office: 33-35, Thyagraj Nagar Market, New Delhi-110003, India

Phone: 120-4031400, Fax: 120-4031672

Website: www.nucleussoftware.com; E-mail: investorrelations@nucleussoftware.com

Company Secretary & Compliance Officer: Ms. Poonam Bhasin

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF NUCLEUS SOFTWARE EXPORTS LIMITED.

This Post-Buyback Public Announcement ("Post-Buyback Public Announcement") is being made in accordance with Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time ("SEBI Buyback Regulations") regarding completion of the Buyback.

This Post-Buyback Public Announcement should be read in conjunction with the public announcement dated November 17, 2021 ("Public Announcement") and the letter of offer dated December 24, 2021 ("Letter of Offer") issued in connection with the Buyback. Unless specifically defined herein, capitalised terms and abbreviations used herein shall have the same meaning as ascribed to them in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- The Board of Directors of Nucleus Software Exports Limited (the "Company"), at their meeting held on September 24, 2021 (the "Board Meeting") had announced the Buyback of up to 22,67,400 (Twenty Two Lakh Sixty Seven Thousand and Four Hundred Only) fully paid-up Equity Shares of the Company having the face value of Rs. 10/- each (Rupees Ten Only) 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 "Buyback Price") payable in cash for an aggregate consideration of up to Rs. 1,58,71,80,000 (Rupees One Hundred Fifty Eight Crore Seventy One Lakh Eighty Thousand Only) ("Buyback Size") excluding any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs") and such maximum amount.
- The Buyback Offer Size represented 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 i.e. Saturday, November 27, 2021 ("Buyback").
- The Company had adopted the Tender Offer route for the purpose of Buyback. The Buyback was implemented through the "Mechanism for acquisition of shares through Stock Exchange", as provided under the SEBI Buyback Regulations and circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, issued by the Securities and Exchange Board of India ("SEBI"). For the purposes of the Buyback, National Stock Exchange of India Limited ("NSE") was the designated stock exchange.
- The Buyback Opening Date was Monday, January 03, 2022 and the Buyback Closing Date was Friday, January 14, 2022.

2. DETAILS OF THE BUYBACK

- 22,67,400 (Twenty Two Lakh Sixty Seven Thousand and Four Hundred Only) Equity Shares were bought back pursuant to the Buyback, at a price of Rs. 700/- (Rupees Seven Hundred Only) per Equity Share.
- The total amount utilized in the Buyback was Rs. 1,58,71,80,000 (Rupees One Hundred Fifty Eight Crore Seventy One Lakh and Eighty Thousand Only) excluding the transaction costs.
- The Registrar to the Buyback i.e., Kfin Technologies Private Limited ("Registrar"), considered a total of 12,869 valid bids for 30,40,726 (Thirty Lakhs Forty Thousand Seven Hundred and Twenty Six Only) Equity Shares in response to the Buyback. The details of the valid bids considered by the Registrar are as follows:

Category	Number of Equity Shares available for the Buyback	Number of valid bids	Total Equity Shares validly Tendered	Total Equity Shares accepted	Response (%)
Reserved Category for Small Shareholders	3,40,110	11,579	6,75,081	3,40,110	198.49
General Category for all other Eligible Shareholders	19,27,290	1,290	23,65,645	19,27,290	122.74
TOTAL	22,67,400	12,869	30,40,726	22,67,400	134.11

- All valid bids were considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and the Letter of Offer. The communication of acceptance / rejection will be dispatched by the Registrar on January 22, 2022 (by email), where email IDs are registered with the Company or the depositories and through Ordinary Post / Speed Post to Non email cases.
- The settlement of all valid bids was completed by NSE Clearing Limited ("Clearing Corporation") on Friday, January 21, 2022. Clearing Corporation has made direct funds pay-out to Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instruction was rejected by the Reserve Bank of India/ relevant bank(s), due to any reasons, then the amount payable to the concerned shareholder was transferred to the Shareholder Broker for onward transfer to their respective shareholders.
- Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on Friday, January 21, 2022 and valid physical shares tendered in the Buyback were accepted. The unaccepted Equity Shares have been unblocked in the account of respective Eligible Shareholders / custodians by the Clearing Corporation / National Stock Exchange of India Limited on Friday, January 21, 2022. The unaccepted physical share certificates are being dispatched to the registered address of eligible shareholders.
- The extinguishment of 22,67,400 (Twenty Two Lakh Sixty Seven Thousand and Four Hundred Only) Equity Shares accepted under the Buyback, comprising of 22,67,384 Demat Shares and 16 Physical Shares is currently under process and shall be completed in accordance with the SEBI Buyback Regulations by Thursday, January 27, 2022.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company before and after the completion of the Buyback is set forth below:

Particulars	Pre-Buyback	Post completion of the Buyback
Authorised share capital	Rs. 45,10,00,000/- (4,11,00,000 Equity Shares of Rs. 10 each and 40,00,000 Preference Shares of Rs. 10 each)	Rs. 45,10,00,000/- (4,11,00,000 Equity Shares of Rs. 10 each and 40,00,000 Preference Shares of Rs. 10 each)
Issued, subscribed and paid-up share capital	Rs. 29,04,07,240/- (2,90,40,724 Equity Shares of Rs.10/- each, fully paid)	Rs. 26,77,33,240 (2,67,73,324 Equity Shares of Rs.10/- each, fully paid)

- Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back under the Buyback are as under:

S. No.	Name of Shareholder	Number of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback equity capital of the Company
1	LSV Emerging Markets Small Cap Equity Fund LLP	1,72,483	7.61	0.64
2	Arun Jain	70,727	3.12	0.26
3	Trustline Holdings Pvt Ltd	59,432	2.62	0.22
4	B N Nagamani	49,217	2.17	0.18
5	Public Employees Retirement System of Ohio	48,079	2.12	0.18
6	Rajasthan Global Securities Private Limited	42,072	1.86	0.16
7	Sanjay Ranchhodlal Shah	40,747	1.80	0.15
8	Ashika Global Finance Private Limited	38,356	1.69	0.14
9	1729 Capital	37,102	1.64	0.14
10	Rahat Hassan Tharani	27,377	1.21	0.10
11	Aamara Capital Private Limited	24,225	1.07	0.09
12	Imran S Contractor	23,393	1.03	0.09

- The Shareholding pattern of the Company before and after completion of the Buyback is set out below:

Category of shareholder	Pre-Buyback		Post-Buyback	
	Number of Equity Shares	% to the existing Equity Share capital	Number of Equity Shares	% to the existing Equity Share capital
Promoters and members of the promoter group, and persons acting in concert (collectively "the Promoter")	1,96,27,866	67.59	1,96,18,176	73.28
Foreign Investors (including Non-Resident Indians / FIIs / Foreign Mutual Funds)	15,12,176	5.21	71,55,148	26.72
Financial Institutions / Banks / Banks & Mutual Funds promoted by Banks / Institutions	525	0.00		
Others (Public, Public Bodies Corporate, etc.)	79,00,157	27.20		
TOTAL	2,90,40,724	100.00	2,67,73,324	100.00

4. MANAGER TO THE BUYBACK

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



5. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Post-Buyback Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information. This Post-Buyback Public Announcement is issued under the authority of the Board and in terms of the resolution passed by circulation by the Buyback Committee on January 21, 2022.

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

Sd/-
Vishnu R Dusad
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)

Date: January 21, 2022
Place: Noida