

**Date: September 30, 2024**

The Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Fax Nos. 022-26598236/237/238 SYMBOL: NUCLEUS	The Listing Department BSE Limited Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Mumbai-400001 Fax No. 022-22722061/41/39 SCRIP CODE: 531209
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Subject : Completion of Extinguishment of 4,48,018 (Four Lakh Forty-Eight Thousand and Eighteen) fully paid-up equity shares of Rs. 10/- each of Nucleus Software Exports Limited ("the Company") and reconciliation of the share capital of the Company pursuant to Buyback of Equity Shares.

Dear Sir/Ma'am,

With reference to the captioned subject, please note that the Company came up with Buyback of Shares in terms of the provisions of Securities & exchange Board of India (Buy-back of Securities) Regulations, 2018 ("**Buyback Regulations**"), public announcement for which was published on Monday, August 26, 2024 and the tendering period for which was opened on Monday, September 09, 2024 and closed on Friday, September 13, 2024. Subsequently, the payment to all shareholders whose shares have been accepted under the Buyback Offer was duly completed on Monday, September 23, 2024.

In accordance with the provisions of Regulation 11 of the Buyback Regulations, this is to inform you that the Company has extinguished 4,48,018 fully paid up Equity Shares of face value of Rs. 10/- each.

A copy of letter dated September 30, 2024 of National Securities Depository Limited confirming extinguishment of shares in demat form is enclosed as '**Annexure A**'.

A copy of certificate dated September 30, 2024 certifying the shares extinguishment in dematerialized form issued by KFin Technologies Limited ("**Registrar to Buyback**"), M/s. PI & Associates, Company Secretaries ("**Secretarial Auditor of the Company**") and the Company is enclosed in '**Annexure B**'.

In accordance with the provisions of Regulation 24(iv) of the Buyback Regulations, the following are the details of the Equity Shares bought back by the Company during the Tendering Period and extinguished:

S. No.	Particulars	No. of Equity Shares of Rs. 10/- each	Equity Share Capital (Rs.)
1.	Share Capital before extinguishment of Shares	2,67,73,324	26,77,33,240

Registered Office

33-35 Thyagraj Market, New Delhi - 110003

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2.	Equity Shares extinguished in Demat form	4,48,018	44,80,180
3.	Equity Shares extinguished in Physical form	Nil	Nil
	Share Capital after extinguishment of Shares*	2,63,25,306	26,32,53,060

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the number of Equity Shares bought back and the post-Buyback shareholding pattern as disclosed in the post Buyback Public Announcement published on Wednesday, September 25, 2024, is enclosed as '**Annexure C**'.

The above information is also being made available on the website of the Company at www.nucleussoftware.com.

The terms used but not defined in this letter shall have the same meaning as assigned in the Public Announcement and the Letter of Offer.

You are requested to take the above on your records.

For Nucleus Software Exports Limited

Poonam Bhasin
Company Secretary & Compliance Officer

Enclosure: a/a

Ref: II/CA/COM/85265/2024

September 30, 2024

Ms. Poonam Bhasin
Company Secretary
Nucleus Software Exports Ltd
33-35, Thyagraj Nagar Market
New Delhi - 110003

Sub : Buy-back (tender offer)

Madam,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; KFIN TECHNOLOGIES LIMITED , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE096B01018	NUCLEUS SOFTWARE EXPORTS LIMITED EQ	Debit	1	448,018.000	27/Sep/2024

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Vice President

**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY NUCLEUS
SOFTWARE EXPORTS LIMITED (“THE COMPANY”)**

The certificate is being issued in compliance with the requirements of Regulation 11 of Securities Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“**Buyback Regulations**”).

Pursuant to the Public Announcement dated August 23, 2024, which was published on Monday, August 26, 2024, the Letter of Offer dated September 04, 2024 and the post Buyback Advertisement dated September 24, 2024 and published on Wednesday, September 25, 2024 the tendering period for the Buyback opened on Monday, September 09, 2024 and closed on Friday, September 13, 2024 (both days inclusive) ("**Tendering Period**"). The company bought back 4,48,018 fully paid-up equity shares of the face value of Rs. 10/- each ("**Equity Shares**"), from its existing shareholders, through tender offer route at Rs. 1,615/- per Equity Share.

The following are the details of the Equity Shares bought back by the Company during the Tendering Period and extinguished on September 27, 2024:

A. EQUITY SHARES IN DEMATERISED FORM:

Name of the Depository	Name of the Depository Participant and DP ID No.	Company’s Client ID No.	Date of Extinguishment	Number of Equity Shares Extinguished
National Securities Depository Limited	Bharat Bhushan Equity Traders Limited (DP ID: IN301209)	10249683	September 27, 2024	4,48,018

B. EQUITY SHARES IN PHYSICAL FORM:

Sr. No.	Date of Extinguishment	Folio No.	Number of Equity Shares physically destroyed	Certificate Nos.	Distinctive Nos.	
					From	To
NIL						

C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED/DESTROYED (A+B)

Total number of Equity Shares extinguished/destroyed: **4,48,018 Equity Shares.**

It is certified that the above Equity Shares of the Company were extinguished in compliance with and according to the provisions of Regulation 11 of the Buyback Regulations.

For Nucleus Software Exports Limited Name: Vishnu R Dusad Designation: Managing Director DIN: 00008412	For Nucleus Software Exports Limited Name: Parag Bhise Designation: Executive Director & CEO DIN: 08719754
For PI & Associates Company Secretaries Name: Nitesh Latwal Designation: Partner Membership No. 32109	For KFin Technologies Limited Name: M Murali Krishna Designation: Vice President

Place: Noida

Date: September 30, 2024

Enclosed: Confirmation letter dated September 30, 2024 from NSDL for extinguishment of Equity Shares in the dematerialized form.



Annexure C

Pre and Post Buyback Shareholding Pattern

Category of Shareholder	Pre-Buyback#		Post Buyback*	
	Number of Equity Shares	% to existing Equity Share Capital	Number of Equity Shares	% to post Buyback Equity Share Capital
Promoters and members of the Promoter Group, and persons acting in concert (collectively "the Promoter")	1,96,14,866	73.26	1,93,74,532	73.60
Foreign Investors (including Non-Resident Indians/ FIIs / Foreign Mutual Funds)	22,32,878	8.34	69,50,774	26.40
Others (Public, Public Bodies Corporate etc.)	49,25,580	18.40		
TOTAL	2,67,73,324	100.00	2,63,25,306	100.00

(#) As on record date i.e. Tuesday, September 03, 2024.

(*) Post extinguishment of 4,48,018 (Four Lakh Forty Eight Thousand and Eighteen) Equity Shares accepted in the Buyback.

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