

CARD SYSTEMS PRIVATE LIMITED
CIN: U72200DL1989PTC038452
REGD. OFFICE: NO 35, THYAGARAJ NAGAR, NEAR LODHI COLONY,
NEW DELHI- 110 003
Email id- cardsystems89@gmail.com
Contact no.-+91-9811015757

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers)

Regulations, 2011

| | | | |
|--|--|--|--|
| Name of the Target Company (TC) | Nucleus Software Exports Limited | | |
| Names of the Acquirer and Persons Acting in Concert (PAC) with the Acquirer | 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')* | | |
| Whether the Acquirer belongs to Promoter/Promoter group | Yes | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | National Stock Exchange of India Limited and BSE Limited | | |
| Details of the acquisition 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 acquisition/disposal under consideration, holding of : | | | |
| a) Shares carrying voting rights | | | |
| - Acquirer | 12,000 | 0.04 | 0.04 |
| - PACs | 39,46,126** | 13.59 | 13.59 |
| - Other Promoter & Promoter Group | 1,56,69,740 | 53.96 | 53.96 |
| b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) | Nil | NA | NA |
| c) Voting rights (VR) otherwise than by | | | |

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| | | | |
|--|--------------------|--------------|--------------|
| d) equity shares | Nil | NA | NA |
| e) 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 | NA | NA |
| f) Total (a+b+c+d) | 1,96,27,866 | 67.59 | 67.59 |
| Details of acquisition/sale | | | |
| a) Shares carrying voting rights acquired/sold | | | |
| Acquirer | | | |
| - Card Systems Private Limited | 9,690 | 0.04 | 0.04 |
| b) VRs acquired /sold otherwise than by shares | Nil | NA | NA |
| 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/sold | Nil | NA | NA |
| d) Shares encumbered/ invoked/released by the acquirer | Nil | NA | NA |
| e) Total (a+b+c+d) | 9,690 | 0.04 | 0.04 |
| After the acquisition/sale, holding of: | | | |
| a) Shares carrying voting rights | | | |
| - Acquirer | 2,310 | 0.01 | 0.01 |
| - PACs | 39,46,126 | 14.74*** | 14.74*** |
| - Other Promoter & Promoter Group | 1,56,69,740 | 58.53*** | 58.53*** |
| b) Shares encumbered with the acquirer | Nil | NA | NA |
| c) VRs otherwise than by equity shares | Nil | NA | NA |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the | | | |

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| | | | |
|--|---|--------------|--------------|
| TC (specify holding in each category) after acquisition | Nil | NA | NA |
| e) Total (a+b+c+d) | 1,96,18,176 | 73.28 | 73.28 |
| Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.) | Tendering of Shares under Buyback | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | Settlement date – January 21, 2022 | | |
| Equity share capital / total voting capital of the TC before the said acquisition/sale | 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. | | |
| Equity share capital/ total voting capital of the TC after the said acquisition/sale | 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. | | |
| Total diluted share/voting capital of the TC after the said acquisition/sale | 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. | | |

(*). Apart from the Acquirer & the PAC, 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.

(**) There is a market sale of 1,500 Equity Shares on December 06, 2017 and 2,500 Equity Shares on December 07, 2017 by Ms. Suman Mathur from the last disclosure filed under Regulation 29(2) of SEBI (SAST) Regulations, 2011.

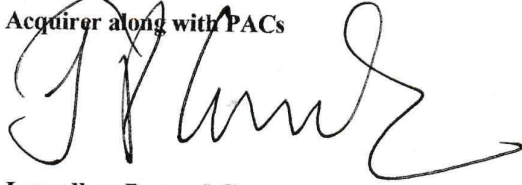
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*(**) There has been no actual acquisition of shares. The increase in % holding is consequential to Buyback of equity shares by the Target Company.*

For an on behalf of
Acquirer along with PACs



Janardhan Parasad Gaur
(Director)

Place: Delhi

Date: 25.01.2022

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Dated: 25.01.2022

To,
The Manager,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra East, Mumbai – 400051

To,
The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001

Subject: Disclosure under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (SAST) Regulations”)

Dear Sir/ Madam,

With reference to the above captioned subject, enclosed below is the disclosure under Regulation 29(2) of the SEBI (SAST) Regulations by Card Systems Private Limited (hereinafter referred to as ‘Acquirer’) along with Ms. Suman Mathur, Mr. Yogesh Andlay, Mr. Naveen Kumar, Nucleus Software Workshop Private Limited and Nucleus Software Engineers Pvt Ltd (hereinafter referred to as ‘PACs’) pursuant to buyback of shares.

Kindly take the above information on your records.

For and on behalf of
Acquirer along with PACs


Janardhan Parasad Gaur
(Director)

CC:

To,
The Compliance Officer
Nucleus Software Exports Limited
33-35, Thyagraj Nagar Market,
New Delhi – 110003, India