



NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

Corporate Office

A-39, Sector-62, Noida,
Uttar Pradesh, 201307. India.

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September 24, 2021

To,
The Manager
BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai — 400 001.

To,
The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1 'G' Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

Sub: Outcome of the Board Meeting in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015.

Dear Sir/ Madam,

Further to our intimation dated September 21, 2021 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions of law, we wish to inform you that the Board of Directors of the Company at its meeting held today i.e., September 24, 2021 has *inter-alia* considered and approved the following business:

- I. The proposal for Buyback of its own fully paid equity shares of Rs. 10/- each ("**Equity Shares**") from the equity shareholders of the Company as on the record date, to be announced later ("**Record Date**"), on a proportionate basis through the Tender Offer route (hereinafter referred to as the "**Buyback**") in accordance and consonance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 ("**Buy-back Regulations**") and the Companies Act, 2013 ("**Act**") (including any statutory modification(s) or re-enactment of the Act or Buy-back Regulations, for the time being in force), subject to the shareholders' approval.

The details of proposed buy-back of shares in terms of SEBI Circular dated September 09, 2015 are as follows:

- i. **Number of securities proposed for buyback, percentage as to existing paid- up capital of the Company and Buyback price:** The Company proposes to buy-back upto 22,67,400 (Twenty Two Lakh Sixty Seven Thousand and Four Hundred) Equity Shares ("Maximum Buy Back Shares") of Rs. 10/- each, comprising of 7.81% of the total paid-up equity capital of the Company, from the equity shareholders of the Company as on the record date, at a price of Rs.700/- (Rupees Seven Hundred Only) per Equity Share ("**Maximum Buyback Offer Price**"), for an aggregate amount not exceeding Rs. 1,58,71,80,000/- (Rupees One Hundred Fifty Eight Crore Seventy One Lakh Eighty Thousand Only) (hereinafter referred to as the "Buyback ("**Maximum Buy Back Size**"), (being less than 25% of the total paid-up equity capital and free

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reserves of the Company based on both audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2021). This Maximum Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, brokerage, applicable taxes (such as income tax, buyback taxes, securities transaction tax, stamp duty and goods and service tax), advisors' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.;

The Maximum Buyback Size represents 24.90% and 24.01% of the aggregate of the total paid-up equity capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company, respectively, for last financial year ended on 31st March, 2021.

The public announcement setting out the process, timelines and other requisite details will be released in due course in accordance with the Buyback Regulations. The dates of the Buyback offer will be mentioned in the public announcement.

ii. Proposed Pre & Post Shareholding Pattern:

The pre Buyback shareholding pattern of the Company is attached as **Annexure I**. Please note that the details regarding the post-Buyback shareholding pattern have not been provided since the actual number of Equity Shares that would be bought back and category of shareholders from whom the Equity Shares will be bought back cannot be determined at this stage.

II. The Board noted the intention of the Promoters and Promoters Group of the Company, to participate/ not to participate in the proposed Buyback.

III. The Board has approved the appointment of Corporate Professionals Capital Private Limited, a SEBI registered Category I Merchant Banker as the Manager to the Buyback Offer.

IV. The Board has approved the draft postal ballot notice for approving the aforementioned Buy-Back of Equity Shares of the Company. Constituted a Buyback Committee (**the "Buyback Committee"**) and has inter alia delegated its powers to the Buyback Committee to **finalize the notice of postal ballot** and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in connection with the Buyback.



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The meeting of Board of Directors commenced at 12.30 P.M. and concluded at 3:40 P.M.

Kindly take note of the same in your record.

By order of the Board

For Nucleus Software Exports Limited

Poonam Bhasin

Company Secretary & Compliance Officer

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Annexure I

Pre Buyback Shareholding Pattern as of September 17, 2021*

Category of Shareholders	Number of Shareholders	Number of Shares	% of Existing Capital
Promoter & Promoter Group			
Individual/HUF	2	2,467,026	8.50
Any Other	9	17,160,840	59.09
Total (A)	11	19,627,866	67.59
Public			
Financial Institutions/Banks/NBFC	2	796	0.00
Mutual Funds	0	0	0
Foreign Investors (Including NRI,FII FPI, Foreign Mutual Funds, Foreign Nationals)	883	2,227,324	7.67
Others (Public, Bodies Corporate, IEPF etc.)	36,890	7,184,738	24.74
Total (B)	37,775	9,412,858	32.41
Non Promoter Non Public			
Total (C)	0	0	0
Grand Total (A+B+C)	37,786	29,040,724	100.00

**The shareholding is considered as per the last weekly beneficiary position data furnished by the RTA/Depositories as on September 17, 2021.*

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