



NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

Corporate Office

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

T: + 91 . 120 . 4031 . 400

F: +91 . 120 . 4031 . 672

E.: nsl@nucleussoftware.com

W: www.nucleussoftware.com

Date: February 03, 2022

To,
The Manager
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

To,
The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1
'G' Block, BKC, Bandra (E), Mumbai - 400051

Subject: Completion of Extinguishment/destruction of 22,67,400 (Twenty-Two Lakh Sixty-Seven Thousand Four Hundred) (22,67,384 demat shares and 16 physical shares) 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 SEBI (Buyback of Securities) Regulations, 2018 ("**Buyback Regulations**"), public announcement for which was published on Thursday, November 18, 2021 and the tendering period for which was opened on Monday, January 03, 2022 and closed on Friday, January 14, 2022. Subsequently, the payment to all shareholders whose shares had been accepted under the Buyback Offer was duly completed on Friday, January 21, 2022.

In accordance with the provisions of Regulation 11 of the Buyback Regulations, this is to inform you that the Company has bought back 22,67,400 Equity Shares, out of which it has extinguished/destroyed 22,67,384 (Twenty-Two Lakh Sixty Seven Thousand Three Hundred and Eighty Four) fully paid up Equity Shares of face value of Rs. 10/- each in dematerialized form and 16 (Sixteen) fully paid up Equity Shares of face value of Rs. 10/- each in physical form.

A copy of the letter dated January 27, 2022 of National Securities Depository Limited confirming extinguishment of shares in demat form is enclosed herewith as **Annexure A**.

A copy of certificate dated February 03, 2022 certifying the shares extinguishment in dematerialized form and physical form issued by Kfin Technologies Private Limited ("**Registrar to Buyback**") and M/s. B S R & Associates LLP, Chartered Accountants ("**Statutory Auditors 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:

Registered Office

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

Tel.: +91.11.2462.7552 F.: +91.11.2462.0872

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S. No.	Particulars	No. of Equity Shares of Rs. 10/- each	Equity Share Capital (Rs.)
1.	Share Capital before extinguishment of Shares	2,90,40,724	29,04,07,240
2.	Equity Shares extinguished in Demat form	22,67,384	2,26,73,840
3.	Equity Shares extinguished in physical form	16	160
Share Capital after extinguishment of Shares		2,67,73,324	26,77,33,240

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

Digitally signed
by Poonam
Bhasin
Date: 2022.02.03
17:14:30 +05'30'

Poonam Bhasin
Company Secretary & Compliance Officer

Enclosure: a/a

Registered Office
33-35 Thyagraj Nagar Mkt, New Delhi - 110003
Tel.: +91.11.2462.7552 F.: +91.11.2462.0872

Ref: II/CA/COM/05047/2022

January 27, 2022

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 PRIVATE 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	2,267,384.000	27/Jan/2022

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

Yours faithfully,

Rakesh Mehta
Vice President

Digitally Signed By
Name: RAKESH MAHASUKHLAL MEHTA
Date: 27/01/2022 17:25:49
Reason: Authentication
Location: NSDL, Mumbai

STATEMENT OF EXTINGUISHMENT OF EQUITY SHARES BY NUCLEUS SOFTWARE EXPORTS LIMITED

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

Pursuant to the Public Announcement dated November 17, 2021 which was published on November 18, 2021, and the Letter of Offer dated December 24, 2021, the tendering period for the Buyback opened on January 03, 2022 and closed on January 14, 2022 (“**Tendering Period**”). The Company bought back 22,67,400 fully paid-up equity shares of the face value of INR 10/- each (“**Equity Shares**”), from its existing shareholders, through tender offer route at INR 700/- per Equity Share (22,67,384 Equity Shares being tendered in Demat mode and 16 Equity Shares being tendered in Physical mode).

The following are the details of the Equity Shares bought back by the Company during the Tendering Period and destroyed/ extinguished:

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)	10241548	January 27, 2022	22,67,384

B. EQUITY SHARES IN PHYSICAL FORM:

Sr. No.	Date of Extinguishment	Folio No.	Number of Equity Shares extinguished	Certificate Nos.		Distinctive Nos.	
				From	To	From	To
1	January 27, 2022	NSL0100615	1	61426	61426	16733397	16733397
2	January 27, 2022	NSL0100615	1	61547	61547	16740813	16740813
3	January 27, 2022	NSL0100615	1	61548	61548	16740814	16740814
4	January 27, 2022	NSL0100615	1	61549	61549	16740815	16740815
5	January 27, 2022	NSL0100615	1	72392	72392	15994851	15994851
6	January 27, 2022	NSL0100615	1	72394	72394	15994853	15994853
7	January 27, 2022	NSL0100615	1	72398	72398	15994857	15994857
8	January 27, 2022	NSL9500004	1	60961	60961	15994747	15994747
9	January 27, 2022	NSL0100365	1	72399	72399	15994858	15994858
10	January 27, 2022	NSL0008539	1	60185	60185	8070279	8070279
11	January 27, 2022	NSL0008541	1	60187	60187	8070287	8070287
12	January 27, 2022	NSL0100080	1	61427	61427	16733398	16733398
13	January 27, 2022	NSL0100361	1	72395	72395	15994854	15994854

14	January 27, 2022	NSL9500026	1	72391	72391	15994850	15994850
15	January 27, 2022	NSL0100615	1	60184	60184	8070278	8070278
16	January 27, 2022	NSL0100615	1	60960	60960	15994746	15994746
Total:			16				

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

Total number of Equity Shares extinguished/destroyed, in the dematerialized form and physical form are 22,67,400 Equity Shares.

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

<p>For Nucleus Software Exports Limited</p> <p>Vishnu Rampratap Dusad</p> <p>Digitally signed by Vishnu Rampratap Dusad Date: 2022.02.03 11:02:30 +05'30'</p> <p>Name: Vishnu R Dusad Designation: Managing Director DIN:00008412</p>	<p>For Nucleus Software Exports Limited</p> <p>Parag Bhise</p> <p>Digitally signed by Parag Bhise Date: 2022.02.03 11:03:10 +05'30'</p> <p>Name: Parag Bhise Designation: CEO & Executive Director DIN: 08719754</p>
<p>For B S R & Associates LLP <i>Chartered Accountants</i> ICAI Firm Registration No.: 116231W/W-100024</p> <p>GIRISH ARORA</p> <p>Digitally signed by GIRISH ARORA Date: 2022.02.03 15:09:43 +05'30'</p> <p>Name: Girish Arora Designation: Partner Membership No.: 098652</p>	<p>For KFin Technologies Private Limited Registrar to the Buyback</p> <p>BALAKRISHNAN VENKATARAMAN</p> <p>Digitally signed by BALAKRISHNAN VENKATARAMAN Date: 2022.02.02 18:53:02 +05'30'</p> <p>Name: Balakrishnan V Designation: Deputy Vice president</p>

Place:

Date:

Enclosed:

- (1) Confirmation letter dated January 27, 2022 from National Securities Depository Limited for extinguishment of Equity Shares in the dematerialised form.
- (2) Certificate dated January 27, 2022, from the Registrar i.e., KFin Technologies Private Limited confirming extinguishment of equity shares tendered in physical form.

**STATEMENT OF EXTINGUISHMENT OF DEMAT EQUITY SHARES BY
NUCLEUS SOFTWARE EXPORTS LIMITED**

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

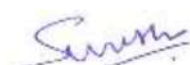
Pursuant to the Public Announcement dated November 17, 2021 which was published on November 18, 2021, and the Letter of Offer dated December 24, 2021, the tendering period for the Buyback opened on January 03, 2022 and closed on January 14, 2022 (“**Tendering Period**”). The Company bought back 22,67,400 fully paid-up equity shares of the face value of INR 10/- each (“**Equity Shares**”), from its existing shareholders, through tender offer route at INR 700/- per Equity Share (22,67,384 Equity Shares being tendered in Demat mode and 16 Equity Shares in Physical mode). The following are the details of the physical Equity Shares bought back by the Company during the Tendering Period and destroyed/ extinguished:

EQUITY SHARES IN PHYSICAL FORM:

Sr. No.	Date of Extinguishment*	Folio No.	Number of Equity Shares extinguished	Certificate Nos.		Distinctive Nos.	
				From	To	From	To
1	27.01.2022	NSL0100615	1	61426	61426	16733397	16733397
2	27.01.2022	NSL0100615	1	61547	61547	16740813	16740813
3	27.01.2022	NSL0100615	1	61548	61548	16740814	16740814
4	27.01.2022	NSL0100615	1	61549	61549	16740815	16740815
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6	27.01.2022	NSL0100615	1	72394	72394	15994853	15994853
7	27.01.2022	NSL0100615	1	72398	72398	15994857	15994857
8	27.01.2022	NSL9500004	1	60961	60961	15994747	15994747
9	27.01.2022	NSL0100365	1	72399	72399	15994858	15994858
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16	27.01.2022	NSL0100615	1	60960	60960	15994746	15994746
Total:			16				

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

**For KFin Technologies Private Limited
Registrar to the Buyback**



**Name: D Suresh Babu
Designation: Manager**

**Place: Hyderabad
Date: 27.01.2022**

KFin Technologies Private Limited
Registered & Corporate Office

Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda,
Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

CIN : U72400TG2017PTC117649