

**August 22, 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 : OUTCOME OF THE MEETING OF BOARD OF DIRECTORS OF NUCLEUS SOFTWARE EXPORTS LIMITED ("THE COMPANY") IN TERMS OF REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Sir/Ma'am,

With reference to the captioned subject and pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and other applicable provisions, we wish to inform you that the Board of Directors of the Company at their meeting held today i.e., August 22, 2024 has inter-alia considered and approved the following businesses:

1. The Proposal for Buyback of up to 4,48,018 (Four Lakh Forty Eight Thousand Eighteen) fully paid equity shares of face value of Rs.10/- each ("**Equity Shares**") from the equity shareholders of the Company as on the record date, i.e. Tuesday, September 03, 2024 ("**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 ("**Buyback Regulations**") and the Companies Act, 2013 (the "**Act**") (including any statutory modification(s) or re-enactment of the Act or Buy-back Regulations, for the time being in force).

The details of proposed Buyback of Equity Shares in terms of circular issued by SEBI bearing number SEBIAIO/CFD/CFD-PoD-1P/CIR/2023/123 dated July 13, 2023 are as follows:

a) 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 up to 4,48,018 (Four Lakh Forty Eight Thousand Eighteen), Equity Shares ("**Buy Back Shares**") of face value of Rs.10/- each, comprising of 1.67% 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. 1,615/- (Rupees One Thousand Six Hundred Fifteen Only) per Equity Share

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("Buyback Price"), for an aggregate amount not exceeding Rs. 72,35,49,768/- (Rupees Seventy Two Crores Thirty Five Lakhs Forty Nine Thousand Seven Hundred Sixty Eight Only) (hereinafter referred to as the "Buy Back Size"), (being less than 10% of the total paid-up equity capital and free reserves of the Company based on Audited Standalone and Consolidated Financial Statements of the Company as on March 31, 2024).

This Buyback Size does not include any expenses incurred or to be incurred for the Buyback like transaction costs such as brokerage, filing fees, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as buyback tax, securities transaction tax, good and service tax, stamp duty, etc. ("**Transaction Cost**");

The Maximum Buyback Size represents 9.90% and 9.57% 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, for the financial year ended on March 31, 2024, respectively.

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.

b) 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.

2. The Buyback is within the statutory limit of 10% of the aggregate of the total paid-up equity share capital and free reserves of the Company based on the latest Audited Standalone and Consolidated Financial Statements of the Company as on March 31, 2024 through the Board approval route under the Section 68(2)(b) of the Act and pursuant to the proviso to Regulation 5(i)(b) of Buy-back Regulations.
3. The Board noted the intention of the Promoter and Promoter Group of the Company, to participate/ not to participate in the proposed Buyback.
4. Approved the appointment of **Corporate Professionals Capital Private Limited**, a SEBI registered Category I Merchant Banker as the Manager to the Buyback Offer, **Bharat Bhushan Equity Traders Limited** as Broker to the Buyback Offer, **KFin Technologies Limited** as Registrar to the Buyback Offer and **HDFC Bank Limited** as Escrow Agent to the Buyback Offer.

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5. Pursuant to Regulation 42(2) of Listing Regulations and Regulation 9(i) of the Buyback Regulations, as amended, it is further notified that the Company has fixed Tuesday, September 03, 2024 as the record date for the purpose of ascertaining the eligibility of shareholders for Buyback of Equity Shares. The intimation of Record Date is attached as **"Annexure II"**.
6. In terms of Regulation 5(via) of the Buy-back Regulations, the Board / Buyback Committee may, till one working day prior to the record date, increase the Buyback price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the aggregate Buyback Size.
7. Constituted a Buyback Committee (the **"Buyback Committee"**) and has inter alia delegated its powers to the Buyback Committee 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.

The meeting commenced at **09:30 AM** and concluded at **12:10 P.M.**

Kindly take note of the same in your record.

**Thanking You,
For Nucleus Software Exports Limited**

**Poonam Bhasin
Company Secretary & Compliance Officer**

Encl: as above

Annexure I

Pre-Buyback Shareholding Pattern

Category of Shareholders	Number of Shareholders	Number of Share	% of Existing Equity Share Capital
Promoter & Promoter Group			
Individual/HUF	7	76,28,984	28.49
Any Other	3	1,19,85,882	44.77
Total (A)	10	1,96,14,866	73.26
Public Shareholding			
Financial Institutions/Banks/NBFC	7	94,474	0.35
Mutual Funds	5	4,43,836	1.66
Foreign Portfolio Investors	60	14,64,229	5.47
IEPF	1	46,052	0.17
NRIS	878	2,66,018	0.99
Bodies Corporate	365	2,11,106	0.79
HUF	722	1,19,829	0.45
Clearing Members	4	301	0.00
Resident Individuals	37,189	43,29,448	16.17
Directors and their relatives	3	1,82,136	0.68
Trusts	4	1,029	0.00
Total (B)	39,238	71,58,458	26.74
Grand Total (A+B)	39,248	2,67,73,324	100.00

(*) The shareholding is considered as per the last weekly beneficiary position data furnished by the RTA/Depositories as on Friday, August 16, 2024.

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**Annexure II****Date: August 22, 2024**

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Subject : Record Date Intimation for Buyback of Equity Shares of Nucleus Software Exports Limited (“the Company”) in terms of Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 9(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

Dear Sir/Ma’am,

With reference to the captioned subject and pursuant to the provisions of Regulation 30 and 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Regulation 9(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, the Board of Directors of the Company has fixed **Tuesday, September 03, 2024**, as the **Record Date** for the purpose of determining the entitlement and the names of the equity shareholders who shall be eligible to participate in the Buyback.

This is for your information and records.

Thanking You,**Yours Faithfully****For Nucleus Software Exports Limited****Poonam Bhasin****Company Secretary & Compliance Officer****Registered Office**

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