

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Nucleus Software Exports Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mrs. Madhu Dusad (Acquirer) Mr. Vishnu R. Dusad Ms. Kritika Dusad Ms. Ritika Dusad M/s. Karmayogi Holdings Private Ltd. } PAC		
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(NSE) & Bombay Stock Exchange (BSE)		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition/disposal under consideration, holding of :</b>			
a) Shares carrying voting rights	2,066,248	6.38%	6.38%
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by equity shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
<b>e) Total (a+b+c+d)</b>	<b>2,066,248</b>	<b>6.38%</b>	<b>6.38%</b>
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	1,000,000	3.09%	3.09%
b) VRs acquired /sold otherwise than by shares			
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)			

*Madhu Dusad*

acquired/sold			
d) Shares encumbered / invoked/released by the acquirer.			
<b>e) Total (a+b+c+/-d)</b>	<b>1,000,000</b>	<b>3.09%</b>	<b>3.09%</b>
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	3,066,248	9.47%	9.47%
b) Shares encumbered with the acquirer			
c) VRs otherwise than by equity shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
<b>e) Total (a+b+c+d)</b>	<b>3,066,248</b>	<b>9.47%</b>	<b>9.47%</b>
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Open Market		
Date of acquisition / <del>sale of shares</del> / VR or date of receipt of intimation of allotment of shares, whichever is applicable	15 <sup>th</sup> May, 2014		
Equity share capital / total voting capital of the TC before the said acquisition/sale	32,383,724		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	32,383,724		
Total diluted share/voting capital of the TC after the said acquisition/sale	32,383,724		

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

*Mahesh Duse*

**Signature of the acquirer / seller / Authorised Signatory**

**Place: NOIDA**

**Date: 16<sup>th</sup> May 2014**