

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered Equity Shareholder of Nucleus Software Exports Limited as on the Record Date (as defined below) in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended. If you require any clarifications about the action to be taken, you may consult your Stock Broker (as defined below) or your Investment Consultant or the Manager to the Buyback Offer i.e., Corporate Professionals Capital Private Limited or the Registrar to the Buyback Offer, i.e., KFin Technologies Limited. Please refer to the "Definitions" section of this Letter of Offer for the definitions of capitalized terms used herein.

	<p>NUCLEUS SOFTWARE EXPORTS LIMITED CIN: L74899DL1989PLC034594 Registered Office: 33 35, Thyagraj Nagar Market, New Delhi – 110003, India Corporate Office: A 39, Sector 62, Noida, Uttar Pradesh – 201307, India Telephone No.: 120 4031400 Fax: 120 4031672 Website: www.nucleussoftware.com, Email: investorrelations@nucleussoftware.com Contact Person: Ms. Poonam Bhasin, Company Secretary & Compliance Officer</p>
<p>OFFER FOR BUYBACK OF UPTO 4,48,018 (FOUR LAKH FORTY EIGHT THOUSAND EIGHTEEN) FULLY PAID-UP EQUITY SHARES OF FACE VALUE RS. 10/- (RUPEES TEN ONLY) EACH OF NUCLEUS SOFTWARE EXPORTS LIMITED ("THE COMPANY"), REPRESENTING UPTO 1.67% OF THE TOTAL EXISTING PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY, FROM ALL THE EQUITY SHAREHOLDERS OF THE COMPANY/ BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE I.E., TUESDAY, SEPTEMBER 03, 2024, ON A PROPORTIONATE BASIS, THROUGH THE TENDER OFFER ROUTE (AS DEFINED BELOW), AT A PRICE OF RS. 1,615/- (RUPEES ONE THOUSAND SIX HUNDRED FIFTEEN ONLY) PER EQUITY SHARE FOR AN AGGREGATE AMOUNT OF UP TO RS. 72,35,49,768/- (RUPEES SEVENTY TWO CRORE THIRTY FIVE LAKH FORTY NINE THOUSAND SEVEN HUNDRED SIXTY EIGHT ONLY) EXCLUDING ANY EXPENSES INCURRED OR TO BE INCURRED FOR THE BUY BACK.</p>	
<ol style="list-style-type: none"> The Buyback (as defined below) is in accordance with Article 57 of the Articles of Association of the Company, Sections 68, 69, 70 and 179 and all other applicable provisions, if any, of the Companies Act, 2013, the SCD Rules (as defined below), to the extent applicable, and in compliance with the Buyback Regulations (as defined below) and subject to such other approvals, permissions and sanctions as may be necessary, and such other conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board (as defined below). The Buyback is within the statutory limits of 10% of the aggregate of the total paid-up equity share capital and free reserves of the Company as per the latest audited Standalone and Consolidated Financial Statements as of March 31, 2024 (the last audited balance sheet available as on the date of the Board Meeting (as defined below) recommending the proposal of the Buyback). The Buyback Size (as defined below) is 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. A copy of the Public Announcement (as defined below) and this Letter of Offer (including the Tender Form) shall also be available on the website of Securities and Exchange Board of India at www.sebi.gov.in. The Letter of Offer will also be available on the websites of the Company, the Registrar to the Buyback, the Stock Exchanges and the Manager to the Buyback Offer at, www.nucleussoftware.com, www.kfintech.com, www.bseindia.com, www.nseindia.com and www.corporateprofessionals.com respectively. The Letter of Offer will be sent to the Equity Shareholder(s)/beneficial owner(s) of Equity Shares as on the Record Date i.e., Tuesday, September 03, 2024 ("Eligible Shareholders"). The procedure for tendering and settlement is set out in paragraph 22 on page 59 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the Tender Form) is enclosed together with this Letter of Offer. For mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 22 on page 59 of this Letter of Offer. Eligible Shareholders are advised to refer to Details of the Statutory Approvals (paragraph 19 of page 50) and Note on Taxation (paragraph 23 of page 74) before tendering their Equity Shares in the Buyback. 	
<p>MANAGER TO THE BUYBACK OFFER</p>  <p>Corporate Professionals Capital Private Limited Address: D-28, South Extension Part-1, New Delhi-110049 Tel: 011-40622230/ 40622251/ 40622209; Contact Person: Ms. Anjali Aggarwal Email: mb@indiap.com Website: www.corporateprofessionals.com Investor grievance e-mail: mb@indiap.com SEBI Registration No.: INM000011435 Validity Period: Permanent CIN: U74899DL2000PTC104508</p>	<p>REGISTRAR TO THE BUYBACK OFFER</p>  <p>KFin Technologies Limited Address: Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi – 500 032, Telangana, India Tel. No.: +91 40 6716 2222/18003094001 Email: nsl.buyback@kfintech.com Investor Grievance ID: einward.ris@kfintech.com Website: www.kfintech.com Contact Person: M. Murali Krishna SEBI Registration No.: INR000000221 Validity: Permanent CIN: L72400TG2017PLC117649</p>
<p>BUYBACK PROGRAMME</p>	
<p>BUYBACK OPENS ON</p>	<p>Monday, September 09, 2024</p>
<p>BUYBACK CLOSES ON</p>	<p>Friday, September 13, 2024</p>
<p>LAST DATE AND TIME OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK</p>	<p>Friday, September 13, 2024 by 5 P.M.</p>
<p>BUYBACK ENTITLEMENT</p>	
<p>Category</p>	<p>Indicative Entitlement ratio in the Buyback*</p>
<p>Reserved Category for Small Shareholders</p>	<p>3 Equity Shares out of every 50 Equity Shares held on the Record Date</p>
<p>General Category for all other Eligible Shareholders</p>	<p>8 Equity Shares out of every 497 Equity Shares held on the Record Date</p>
<p><i>(* For further information in relation to the entitlement ratio for the Buyback in each category, see "Process and Methodology for the Buyback" on page 52 of this Letter of Offer.</i></p>	
<p>ELIGIBLE SHAREHOLDERS CAN ALSO CHECK THEIR ENTITLEMENT ON THE WEBSITE OF THE REGISTRAR TO THE BUYBACK BY FOLLOWING THE STEPS GIVEN BELOW:</p>	
<ol style="list-style-type: none"> Click on https://kosmic.kfintech.com/karisma/buybackofferv2.aspx. Select the name of the Company – Nucleus Software Exports Limited. Select holding type – "Physical" or "NSDL" or "CDSL" or "PAN". Based on the option selected above, enter your "Folio Number" or "NSDL DPID/Client ID" or "CDSL Client ID" or "PAN". Enter the security code and click on submit. Click on 'View' button. The entitlement will be provided in the pre-filled 'FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT'. 	

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1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK

Sr. No.	Activity	Day & Date
1.	Date of Board Meeting approving the proposal for the Buyback	Thursday, August 22, 2024
2.	Date of Public Announcement for the Buyback	Friday, August 23, 2024
3.	Date of publication of the Public Announcement for the Buyback in newspapers	Monday, August 26, 2024
4.	Record Date for determining the names of the Eligible Shareholders and the Buyback Entitlement	Tuesday, September 03, 2024
5.	Last date for Dispatch of Letter of Offer	Thursday, September 05, 2024
6.	Buyback Opening Date	Monday, September 09, 2024
7.	Buyback Closing Date	Friday, September 13, 2024
8.	Last date of receipt of completed Tender Forms and other specified documents including physical share certificates (if and as applicable) by the Registrar to the Buyback	Friday, September 13, 2024
9.	Last date of verification of Tender Forms by Registrar to the Buyback	Thursday, September 19, 2024
10.	Last date of intimation to the Designated Stock Exchange regarding Acceptance/ Non-acceptance of tendered Equity Shares by the Registrar to the Buyback	Friday, September 20, 2024
11.	Last date of completion of settlement of bids on the Stock Exchange	Monday, September 23, 2024
12.	Last date of dispatch of share certificate(s) by the Registrar to the Buyback unblocking/ return of unaccepted Demat Equity Shares by the Stock Exchange to Eligible Shareholders/Seller Broker	Monday, September 23, 2024
13.	Last date of payment of consideration to Eligible Shareholders who participated in the Buyback	Monday, September 23, 2024
14.	Last date of extinguishment of the Equity Shares bought back	Thursday, October 03, 2024

Note: Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buyback Regulations, the Companies Act, the SEBI Depositories Act, and the rules and regulations made thereunder.

Term	Description
Acceptance/Accept/ Accepted	Acceptance of fully paid-up Equity Shares tendered by Eligible Shareholders in the Buyback.
Act or Companies Act	The Companies Act, 2013, as amended including the rules and regulations made thereunder.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended via circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any amendments thereof.
Additional Equity Shares or Additional Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder not exceeding the Equity Shares held by such Eligible Shareholder as on the Record Date.
Articles/ AOA	Articles of Association of the Company, as amended from time to time.
Board/Board of Directors	Board of Directors of the Company (which term shall include any committee constituted and authorized by the Board pursuant to its resolution dated Thursday, August 22, 2024 to exercise its powers, in connection with the Buyback).
Board Meeting	Meeting of the Board of Directors held on Thursday, August 22, 2024, approving this Buyback Offer.
BSE	BSE Limited
Buyback or Buyback Offer or Offer	Offer by the Company to Buyback of up to 4,48,018 (Four Lakh Forty Eight Thousand Eighteen) fully paid-up Equity Shares at the Buyback Price of Rs. 1,615/- (Rupees One Thousand Six Hundred Fifteen Only) per equity share for an aggregate amount not exceeding Rs. 72,35,49,768/- (Rupees Seventy Two Crore Thirty Five Lakh Forty Nine Thousand Seven Hundred Sixty Eight Only) from Eligible

	Shareholders, through the Tender Offer route through the stock exchange mechanism in terms of the Buyback Regulations read with the SEBI Circulars, on a proportionate basis.
Buyback Committee	The Buyback Committee, comprising of Mr. Vishnu R Dusad, Managing Director, Mr. Parag Bhise, CEO & Executive Director, Mr. P C Kandpal, Independent Director and Mrs. Poonam Bhasin, Company Secretary, acting as the Secretary to the Committee was constituted and authorized for the purposes of the Buyback by the resolution dated Thursday, August 22, 2024 of the Board of Directors.
Buyback Closing Date	Friday, September 13, 2024 being the last date up to which the tendering of shares by Eligible Sellers will be allowed.
Buyback Entitlement or Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the ratio of Buyback applicable to the category, to which such Eligible Shareholder belongs.
Buyback Opening Date	Monday, September 09, 2024, being the date from which the tendering of Equity Shares by Eligible Sellers will be allowed.
Buyback Period	The period between the date of approval of buy-back at the Meeting of Board of Directors i.e., Thursday, August 22, 2024, till the date on which the payment of consideration to shareholders who have accepted the Buyback offer will be made.
Buyback Price or Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., Rs. 1,615/- (Rupees One Thousand Six Hundred and Fifteen Only) per fully paid-up Equity Share, payable in cash.
Buyback Regulations	The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 including any statutory modifications or re-enactments thereof.
Buyback Size	Number of Equity Shares proposed to be bought back i.e., up to 4,48,018 (Four Lakh Forty-Eight Thousand and Eighteen) Equity Shares multiplied by the Buyback Price i.e., Rs. 1,615/- (Rupees One Thousand Six Hundred Fifteen Only) per Equity Share, aggregating up to Rs. 72,35,49,768/- (Rupees Seventy Two Crore Thirty Five Lakh Forty Nine Thousand Seven Hundred Sixty Eight Only), excluding any expenses incurred or to be incurred for the buy back, which 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, through the tender offer route using the stock exchange mechanism, on a proportionate basis from all the Equity Shareholders/beneficial owners of the Equity Shares of the Company as on the Record Date.
Buyback Tax	Buyback Tax is defined under Clause 115QA of the Income Tax Act 1961, i.e., Tax on distributed income to shareholders. - (1) Notwithstanding anything contained in any other provision of this Act,

	in addition to the income-tax chargeable in respect of the total income of a domestic company for any assessment year, any amount of distributed income by the company on buy-back of shares from a shareholder shall be charged to tax and such company shall be liable to pay additional income-tax at the rate of twenty per cent on the distributed income.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identification Number
Clearing Corporation	NSE Clearing Limited
Companies Act	The Companies Act, 2013, together with the Rules, as amended.
“Company” or “Our Company” or “us” or “we” or “our” or “NSEL”	Nucleus Software Exports Limited unless the context states otherwise.
Company Demat Account	Demat account of the Company designated for the Buyback.
Company’s Broker	Bharat Bhushan Equity Traders Limited
Company Secretary & Compliance Officer	Ms. Poonam Bhasin
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited
Designated Stock Exchange	The designated stock exchange for the Buyback, will be National Stock Exchange of India Limited.
Director	Director(s) of the Company
DP	Depository Participant
Eligible Shareholder(s) or Eligible Person or Equity Shareholder or Eligible Sellers	Person(s) eligible to participate in the Buyback Offer and would mean all Equity Shareholders/ beneficial owners of Equity Shares of the Company as on the Record Date being Tuesday, September 03, 2024.
Equity Shares	Fully paid-up equity shares of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company.
Equity Shareholder(s)	Holder(s) of the fully paid-up Equity Shares including beneficial owner(s) thereof.
Escrow Account	The Escrow Account titled “ NSEL BUYBACK ESCROW A/C 2024 ” opened with the HDFC Bank Account.
Escrow Agent	HDFC Bank Limited
Escrow Agreement	The Escrow Agreement dated August 22, 2024 entered into between the Company, the Manager to the Buyback Offer and the Escrow Agent.
FEMA	Foreign Exchange Management Act, 1999 including the Regulations, circulars, directions and notifications issued thereunder
FII(s)/FPI(s)	Foreign Institutional Investors / Foreign Portfolio Investors
General Category	Eligible Sellers other than the Small Shareholders.
GST	Goods and Services Tax
HUF	Hindu Undivided Family
IT Act/Income Tax Act	Income-tax Act, 1961, as amended

Letter of Offer	This Letter of Offer dated September 04, 2024, filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI Buyback Regulations.
LODR Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
Management Rules	Companies (Management and Administration) Rules, 2014
Manager to the Buyback Offer/Manager	Corporate Professionals Capital Private Limited
Non-Resident Shareholders	Includes Shareholders of the Company who are NRIs, Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs), OCB and Foreign Nationals.
NRI	Non-Resident Indian
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
OCB	Erstwhile Overseas Corporate Bodies
PAN	Permanent Account Number
Promoter and Promoter Group	Promoter and promoter group as have been disclosed under the filings made by the Company under the LODR Regulations, and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Public Announcement	Public Announcement dated August 23, 2024 regarding the Buyback published on Monday, August 26, 2024 in Business Standard (English) – all editions & Business Standard (Hindi) – all editions.
Physical Form	Tender Form for Eligible Shareholders holding physical shares.
RBI	Reserve Bank of India
Record Date	Tuesday, September 03, 2024, being the date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer and Tender Form will be sent, and who are eligible to participate in the proposed Buyback in accordance with the Buyback Regulations.
Registrar	KFin Technologies Limited
Rules	Rules notified under Companies Act, 2013, as amended.
SCD Rules	The Companies (Share Capital and Debenture) Rules, 2014.
SEBI	Securities and Exchange Board of India
SEBI Circulars	Unless otherwise mentioned, the SEBI Circular regarding “Mechanism for acquisition of shares through Stock Exchange pursuant to Buyback Offer” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any amendments or statutory modifications for the time being in force.

Small Shareholder	An Eligible Shareholder, who holds Equity Shares of market value not more than Rs. 2,00,000 (Rupees Two Lakhs only), on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on the Record Date.
Stock Broker(s)/ Seller Member/ Seller Broker/ Shareholder Broker	A stock broker (who is a member of the NSE and/or BSE) of an Eligible Shareholder, through whom such Eligible Shareholder can participate in the Buyback.
Stock Exchanges	BSE and NSE being the stock exchanges where the Equity Shares of the Company are listed.
Stock Exchange Mechanism	The “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI Circular.
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Tender Form/ Form(s)	Form of acceptance-cum-acknowledgement (for Eligible Shareholders holding Equity Shares in dematerialized form/physical form) with share transfer form (i.e. form SH4) to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buyback and as enclosed in this Letter of Offer on page 86.
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the Buyback Regulations.
Tendering Period	Period of 5 (five) Working Days from the Buyback Opening Date till the Buyback Closing Date (both days inclusive).
Transaction Costs	Any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, tax deducted at source/tax collection at source, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, Stock Exchanges charges, advisors/legal fees, filing fees, Public Announcement and Letter of Offer publication expenses, advertising expenses, printing and dispatch expenses, if any and other incidental and related expenses and charges etc.
TRS	Transaction Registration Slip generated by the exchange bidding system.
United States/U.S.	The United States of America
Working Day	Working day shall have the meaning as ascribed to it under the SEBI Buyback Regulations.

Certain conventions, currency of presentation, use of financial information and stock market data

Page Numbers and Paragraph Numbers

Unless otherwise stated, all references to page numbers and paragraph numbers in this Letter of Offer are to page numbers of this Letter of Offer.

Currency and Units of Presentation

All references to “Rupee(s)”, “₹”, “Rs.” or “INR” are to Indian Rupees, the official currency of the Republic of India.

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Letter of Offer is from the audited Standalone and Consolidated Financial Statements for the fiscal years 2022, 2023 and 2024.

Our Company’s fiscal year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as “Fiscal”, “Fiscal Year” or “FY”). All data related to financials are given in Rs lakhs unless otherwise stated.

Stock Market Data

Unless stated or the context requires otherwise, stock market data included in this Letter of Offer is derived from the websites of the Stock Exchanges.

3. DISCLAIMER CLAUSE

As required under the SEBI Buyback Regulations, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback i.e., Corporate Professionals Capital Private Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and SEBI Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback i.e., Corporate Professionals Capital Private Limited, has furnished to SEBI a due diligence certificate dated September 04, 2024 in accordance with the SEBI Buyback Regulations, which reads as follows:

“We have examined various documents and materials relevant to the Buy-back, as part of the due- diligence carried out by us in connection with the finalization of the Public Announcement dated August 23, 2024, published on Monday, August 26, 2024 (the “Public Announcement”) and the Letter of Offer dated September 04, 2024 (“Letter of Offer”). On the basis of such examination and the discussions with the Company, we hereby state that:

- a) The Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buy-back Offer;*
- b) All the legal requirements connected with the said Buy-back including the Securities & Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;*
- c) The disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the eligible shareholders of the Company to make a well-informed decision in respect of the captioned Buyback; and*
- d) Funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended.”*

The filing of this Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoters, members of the Promoter Group and Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation, and in

the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the Promoters and members of the Promoter Group and Board of Directors and the Company shall be liable for penalty, as may be applicable in terms of the provisions of the Companies Act and the SEBI Buyback Regulations.

The Promoters and members of the Promoter Group and the Board of Directors declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

3.1. Disclaimer for U.S. Persons:

The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons as defined in regulations of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

3.2. Disclaimer for persons in foreign countries other than the United States of America:

This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation which would subject the Company or the Manager to the Buyback to any new or additional requirements or registrations. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions.

3.3. Important Notice to all Equity Shareholders

This Letter of Offer has been prepared for the purposes of compliance with the SEBI Buyback Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.

This Letter of Offer does not and will not in any way constitute an offer to sell, or an invitation to sell, any securities, in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. The Letter of Offer shall be dispatched to all Eligible Shareholders through electronic means as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted

to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Potential users of the information are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

3.4. **Forward Looking Statements:**

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘believe’, ‘aim’, ‘anticipate’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will continue’, ‘will pursue’, or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter-alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances,

- (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and
- (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buyback has been authorised and approved (subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws) by the Board of Directors at its meeting held on Thursday, August 22, 2024.

The relevant extracts of the resolution of the Board of Directors are set out below:

***"RESOLVED THAT** in accordance with Article 57 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 179 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), applicable provisions of the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules"), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended ("**the Buyback Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and subject to such approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies, Delhi (the "**ROC**"), BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**"), lenders of the Company and/ or other authorities, institutions or bodies (together with SEBI, RBI, ROC, BSE and NSE, the "**Appropriate Authorities**"), as may be necessary, and subject to such conditions, alterations, amendments and/or modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which expression includes any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) ("**Buyback Committee/Committee**") the consent of the Board of Directors of the Company be and is hereby accorded for the Buyback of up to 4,48,018 (Four Lakh Forty Eight Thousand Eighteen) Equity Shares ("**Buy Back Shares**") of face value of Rs.10/- each (representing 1.67% of the of the total existing paid-up Equity Share capital of the Company), at a price of Rs. 1,615/- (Rupees One Thousand Six Hundred and Fifteen Only) per fully paid up Equity Share payable in cash ("**Buyback Price**") for a maximum amount not exceeding Rs. 72,35,49,768/- (Rupees Seventy Two Crores Thirty Five Lakhs Forty Nine Thousand Seven Hundred Sixty Eight Only), excluding transaction costs, viz. tax payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, tax deducted at source/ tax collection at source, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, stock exchange charges, advisors/legal fees, printing and dispatch expenses, if any, public announcement and letter of offer publication expenses, advertising expenses, and other incidental and related expenses and charges thereto ("**Transaction Costs**") (hereinafter referred to as "**Buyback Size**") representing 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 (which is within the statutory limit of 10% of the total paid-up capital and free reserves of the Company, based on the Audited Standalone and Consolidated Financial Statements of the Company, as per the provisions of the Companies Act and Buyback Regulations), from all the shareholders/ beneficial owners of the Equity Shares of the Company (except any shareholders/beneficial owners who*

may be specifically prohibited under the applicable laws by Appropriate Authorities), including promoters (as defined under Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, and to be referred as “Promoters”) and members of the promoter group, as on a record date i.e. Tuesday, September 03, 2024 (“Record Date”) through the “tender offer” route, on a proportionate basis as prescribed under the Buyback Regulations (hereinafter referred to as the “Buyback”);

RESOLVED FURTHER THAT the Buyback is less than 10% of the total paid up equity capital and free reserves of the Company based on its Audited Standalone and Consolidated Financial Statements, for the financial year ended on March 31, 2024;

RESOLVED FURTHER THAT the Buyback Size does not include any transaction costs viz. tax payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, tax deducted at source/ tax collection at source, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, stock exchange charges, advisors/legal fees, printing and dispatch expenses, if any, public announcement and letter of offer publication expenses, advertising expenses, and other incidental and related expenses and charges thereto;

RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from the shareholders on a proportionate basis under the Tender Offer route, provided that 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of small shareholders as defined in the Buyback Regulations (“Small Shareholders”) as on the Record Date, whichever is higher, shall be reserved for Small Shareholders, as defined in the Buyback Regulations;

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender Offers under Takeovers, Buyback and Delisting” as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including any amendments or statutory modifications for the time being in force (“SEBI Circulars”) or such other circulars or notifications, as may be applicable thereof and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same;

RESOLVED FURTHER THAT the Company shall implement the Buyback out of its free reserves and/or Securities Premium account and/or such other sources as may be permitted by applicable law and that the Buyback shall be through the Tender Offer route in such manner as may be prescribed under the Act and the Buyback Regulations and on such terms and conditions as the Board may deem fit;

RESOLVED FURTHER THAT as required under the proviso to Section 68(6) of the Act read with Regulation 8 of the Buyback Regulations, the draft of the affidavit for Declaration of Solvency along with annexure on the Statement of Assets and Liabilities as on March 31, 2024 be and is hereby approved and that Mr. Vishnu R Dusad, Managing Director, Mr. Parag Bhise, CEO and Executive Director, Mr. Surya Prakash Kanodia, CFO and/or Mrs. Poonam Bhasin, Company Secretary be and are hereby authorized

jointly to sign the same, for and on behalf of the Board and file the same with the RoC and the SEBI and/or other concerned authorities, as may be necessary, in accordance with the applicable laws;

RESOLVED FURTHER THAT *the Board/Buyback Committee be and is hereby authorized to, inter alia, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size till one working day prior to the record date;*

RESOLVED FURTHER THAT *the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended) (the “Listing Regulations”) and under the Securities Contracts (Regulation) Rules, 1957, as amended.*

RESOLVED FURTHER THAT *all of the shareholders of the Company will be eligible to participate in the Buyback including promoters and promoter group of the Company and their associates who hold Equity Shares as on the Record Date, persons in control (including such persons acting in concert) who hold Equity Shares as on the Record Date, except the Promoters & Promoter Groups who have intimated to not to participate in the proposed buyback;*

RESOLVED FURTHER THAT *the Buyback from non-resident Indians, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors, Foreign Portfolio Investors and members of foreign nationality, if any, shall be subject to such approvals, if any and to the extent necessary or required from concerned authorities and not limited to approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, Income Tax Act, 1961 and rules and regulations framed there under, if any;*

RESOLVED FURTHER THAT *the Company has complied and shall continue to comply with Section 70 of the Companies Act 2013 (the Act), wherein:*

1. *It shall not directly or indirectly purchase its own shares:
 - i. *through a subsidiary company including its own subsidiary companies, if any; or*
 - ii. *through any investment company or group of investment companies;**
2. *There are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any member, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years; and*
3. *The Company is in compliance with the provisions of Sections 92,123,127 and 129 of the Act.*

RESOLVED FURTHER THAT *nothing contained hereinabove shall confer any right on the part of any member to offer, or any obligation on the part of the Company or the Board of Directors to Buyback any shares and/or impair any power of the Company or the Board of Directors to terminate any process in relation to such Buyback if so permissible by law;*

RESOLVED FURTHER THAT *the Company shall earmark adequate sources of funds for the purpose of the Buyback;*

RESOLVED FURTHER THAT the Board hereby confirms that:

1. All the Equity Shares for Buyback are fully paid-up;
2. That the Company shall not issue any Equity Shares or any specified securities including by way of bonus till the expiry of the Buyback period;
3. As per provisions of Regulation 24(1)(f) of Buyback Regulations, the Company shall not raise further capital for a period of one year or such further period as may be prescribed, from the expiry of Buyback period except in discharge of its subsisting obligations;
4. The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable, as applicable;
5. That the Company shall not Buyback its shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
6. That there are no defaults (either in past or subsisting) in the repayment of Deposits or interest payment thereon, redemption of debentures or interest payment thereon, or preference shares or payment of dividend due to any member or repayment of term loans or interest payable thereon to any financial institutions or banks.
7. That the Company shall not withdraw the Buyback Offer after the public announcement of the offer of the Buyback is made;
8. That funds borrowed from Banks and Financial Institutions whether secured or unsecured will not be used for the Buyback;
9. That the aggregate amount of the Buyback i.e. up to Rs. 72,35,49,768/- (Rupees Seventy Two Crores Thirty Five Lakhs Forty Nine Thousand Seven Hundred Sixty Eight Only) does not exceed 10% of the aggregate of total paid-up equity capital and free reserves based on the Audited Standalone and Consolidated Financial Statements of the Company, for the financial year ended on March 31, 2024.
10. That the maximum number of shares proposed to be purchased under the Buyback i.e. up to 4,48,018 (Four Lakh Forty Eight Thousand Eighteen) does not exceed 25% of the total number of shares in the paid-up equity capital of the Company as on March 31, 2024.
11. The Company shall not make any offer of Buyback within a period of one year reckoned from the date of expiry of the Buyback period;
12. That the Buyback shall be completed within a period of one year from the date of passing of this Board Resolution;
13. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act and no public announcement of the Buyback shall be made during the pendency of any such Scheme;
14. That the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall be less than or equal to 2:1 of its paid-up share capital and free reserves based on the Audited Standalone and Consolidated Financial Statements of the Company, for the financial year ended on March 31, 2024 as prescribed under the Companies Act and the Buyback Regulations;
15. That the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;

16. That the company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act;
17. That the Company will ensure consequent reduction of its share capital post Buyback, and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;
18. That the consideration for the Buyback shall be paid by the Company only in cash;
19. That the Company shall transfer from its free reserves, current surplus and/or cash and cash equivalents and/or internal accruals and/or liquid resources and/or such other permissible sources of funds (and not from any borrowed funds) as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent unaudited/ audited financial statements;
20. That the Buyback shall not result in delisting of the Equity Shares or other specified securities from National Stock Exchange of India Limited and BSE Limited ("**Stock Exchanges**");
21. That the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations;
22. That as per Regulation 24(i)(e) of the Buyback Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the Board Meeting till the closing of the Buyback offer;
23. That the Company has not completed a buyback of any of its securities during the period of one year immediately preceding the date of this Board Meeting;
24. That as per Regulation 5 (c) and Schedule I (xii) of the Buyback Regulations, there is no breach of any covenants of the loans taken;
25. That the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buy-Back Regulations and the Companies Act is earlier.

RESOLVED FURTHER THAT as required by clause (x) of Schedule I of the Buyback Regulations, the Board do hereby confirm that they have made full enquiry into the affairs and prospects of the Company and have formed the opinion:

1. That immediately following the date of Board Meeting held on Thursday, August 22, 2024, there will be no grounds on which the Company can be found unable to pay its debts;
2. That as regards the Company's prospects for the year immediately following the date of the Board Meeting held on Thursday, August 22, 2024 and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting;
3. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent notified and in force).
4. the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall be less than or equal to 2:1 of its paid-up capital and free reserves based on the standalone or

consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount, as prescribed under the Companies Act, 2013 and the SEBI Buy-Back Regulations.

RESOLVED FURTHER THAT a Buyback Committee be and is hereby constituted comprising of Mr. Vishnu R Dusad, Managing Director, Mr. Parag Bhise, CEO & Executive Director, Mr. P C Kandpal, Independent Director and Mrs. Poonam Bhasin, Company Secretary who shall act as the Secretary of the Buyback Committee and the powers of the Board in respect of the Buyback be delegated to the Committee ("***Buyback Committee***");

RESOLVED FURTHER THAT the Buyback Committee shall dissolve post completion of Buyback.

RESOLVED FURTHER THAT the Buyback Committee be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buyback, including, but not limited to, the following:

1. *The initiation of all necessary actions for preparation and filing of Public Announcement, the Letter of Offer and other related documents;*
2. *Preparation of and making any corrections, amendments, deletions, additions to the Public Announcement, Letter of Offer, Declaration of Solvency and related documents with the SEBI, ROC, the stock exchanges and other appropriate authority(ies), if any;*
3. *Finalizing the terms of Buyback such as the entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the Buyback;*
4. *Appointing printers, advertisement agency, and other advisors, consultants or representatives and settlement of the remuneration for all such intermediaries/agencies/persons, including the payment of commission, brokerage, fee, charges etc. and enter into agreements/letters in respect thereof;*
5. *Making of all applications to the appropriate authorities for their requisite approvals;*
6. *Giving any information, explanation, declarations and confirmation in relation to the Public Announcement, Letter of Offer as may be required by the relevant authorities;*
7. *Earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;*
8. *The opening, operation and closure of Escrow Account and Special Account in accordance with the escrow agreement to be executed by the Company in this regard;*
9. *The opening, operation and closure of demat Escrow Account in accordance with the escrow agreement to be executed by the Company with the depository participants;*
10. *To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;*
11. *To make all applications to the appropriate authority(ies) for their requisite approvals including for approvals as may be required from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, if any;*
12. *To sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company (if required) on relevant documents required to be executed for the Buyback of shares and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the*

implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other appropriate authorities;

- 13. To deal with stock exchanges (including their clearing corporations), where the Equity Shares of the Company are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 and SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 as amended via SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any amendments thereof;*
- 14. Extinguishment of share certificates and filing of Certificate of extinguishment as required to be filed in connection with the Buyback on behalf of the Board;*
- 15. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper; and*
- 16. To Sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buyback but not limited to certified copies of all resolutions passed by the Board in connection with the Buyback;*
- 17. Obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;*
- 18. Appointing and finalizing the terms of designated stock exchange, merchant bankers, brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;*
- 19. To determine, finalize and pay tax on Buyback;*
- 20. Amend the price in accordance with Regulation 5 (via) of the SEBI Buyback Regulations; and*
- 21. Delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors.*

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members (including at least one director of the Company), either present in person or through video conferencing, and Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and may approve the above resolutions including by way of circular resolutions;

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, National Stock Exchange of India Limited be and is hereby appointed as the Designated Stock Exchange for the purpose of the buyback;

RESOLVED FURTHER THAT Mrs. Poonam Bhasin, Company Secretary of the Company be and is hereby nominated as Compliance Officer for the purpose of compliance of legal requirements of proposed buyback and redressal of investors' grievances and KFin Technologies Limited, Registrar to the Buyback be and is hereby designated as the investors service centre, as required under regulation 24(iii) of the Buyback Regulations;

RESOLVED FURTHER THAT in compliance with the Buyback Regulations and Companies Act, **Corporate Professionals Capital Private Limited** be and is hereby appointed as the Merchant Banker and the Manager to the Buyback for the proposed buyback;

RESOLVED FURTHER THAT in compliance with the Buyback Regulations and Companies Act, **Bharat Bhushan Equity Traders Limited** be and is hereby appointed as the Broker for the proposed Buyback to inter alia carry out the activities as brokers under the Buyback Regulations, on terms and conditions as may be mutually decided;

RESOLVED FURTHER THAT in compliance with the Buyback Regulations and Companies Act, **KFin Technologies Limited** be and is hereby appointed as the Registrar for the proposed Buyback;

RESOLVED FURTHER THAT, the Board hereby takes on record the report dated August 22, 2024 issued by M/s ASA & Associates LLP, (Firm Registration Number- 009571N/N500006) Chartered Accountants, the statutory auditor of the Company, as required under clause (xi) of Schedule I of the Buyback Regulations;

RESOLVED FURTHER THAT an escrow account be opened with HDFC Bank Limited (“**Escrow Agent**”) for the purpose of the Buyback and the Company shall in accordance with the provisions of the Buyback Regulations, as and by way of security, for the performance of its obligations under the Buyback Regulations, enter into an escrow arrangement and agreements with the Escrow Agent and the manager to the Buyback and before the opening of the Buyback, deposit in the Escrow Account requisite amount in accordance with Regulation 9(xi) of the Buyback Regulations and the manager to the Buyback be and is hereby authorized to operate the Escrow Account in accordance with the Buyback Regulations;

RESOLVED FURTHER THAT in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the monies deposited in the escrow account in full or in part shall be forfeited and distributed pro rata amongst the shareholders who accepted the offer and balance if any shall be utilized for investor protection in accordance with Buyback Regulations;

RESOLVED FURTHER THAT no information/ material likely to have a bearing on the decision of the investors has been/shall be suppressed/ withheld and/or incorporated in the manner that would amount to misstatement/ mis-representation and in the event of it transpiring at any point of time that any information material has been suppressed/ withheld and/ or amounts to mis-statement/ mis-representation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and Buyback Regulations;

RESOLVED FURTHER THAT Intention letters received from the members of Promoters and Promoter Group of the Company be and are taken on record with regard to participation in the proposed buyback offer by the Company.

RESOLVED FURTHER THAT approval of the Board be and is hereby accorded for fixing Tuesday, September 03, 2024 as the Record Date for the purpose of determining the entitlement and the names of

the Eligible Shareholders / Beneficial Owners to whom the letter of offer will be sent and will be eligible to participate in the Buyback offer of the Company.

RESOLVED FURTHER THAT *the Company shall maintain a register of shares bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.*

RESOLVED FURTHER THAT *for the purpose of giving effect to this resolution, Mr. Vishnu R Dusad, Managing Director, Mr. Parag Bhise CEO & Executive Director, Mr. Surya Prakash Kanodia, Chief Financial Officer or Mrs. Poonam Bhasin, Company Secretary of the Company be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;*

RESOLVED FURTHER THAT *Mr. Vishnu R Dusad, Managing Director, Mr. Parag Bhise CEO & Executive Director , Mr. Surya Prakash Kanodia, Chief Financial Officer or Mrs. Poonam Bhasin, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the members of the Company for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and 'Certificate of Extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, Reserve Bank of India, BSE Limited, National Stock Exchange of India Limited, ROC, Depositories and/or other authorities;*

RESOLVED FURTHER THAT *any actions taken so far in connection with the Buyback by the officers of the Company be and are hereby ratified, confirmed and approved.*

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

5.1. In accordance with the provisions of Regulation 7(i) of the SEBI Buyback Regulations, the Company has made a Public Announcement dated August 23, 2024 for the Buyback which was published on Monday, August 26, 2024 in the newspapers mentioned below (each with wide circulation), which is within 2 (two) Working Days from the date of Board Resolution approving the Buyback on Thursday, August 22, 2024:

Name of the Newspaper	Newspaper's Language	Editions
Business Standard	English	All Editions
Business Standard	Hindi	All Editions

- 5.2. The Company will publish further notices or corrigenda to or relating to the Public Announcement, if any, in the abovementioned newspapers.
- 5.3. A copy of the Public Announcement is available on the website of SEBI at www.sebi.gov.in, website of the Company at www.nucleussoftware.com, website of NSE at www.nseindia.com, BSE at www.bseindia.com and the Manager to the Buyback at www.corporateprofessionals.com.

6. DETAILS OF THE BUYBACK

- 6.1. Pursuant to the resolution passed by the Board of Directors of the Company on Thursday, August 22, 2024, the Company, hereby, announces the buyback of up to 4,48,018 (Four Lakh Forty Eight Thousand Eighteen) Equity Shares (representing 1.67% of the total number of Equity Shares in the Equity Share Capital of the Company as on the date of the Board Meeting and in the total paid-up equity capital of the Company as on March 31, 2024) from the shareholders/ beneficial owners of Equity Shares of the Company as on the Record Date, being Tuesday, September 03, 2024, on a proportionate basis, through the “**tender offer**” process as prescribed under the SEBI Buyback Regulations, at a price of Rs. 1,615/- (Rupees One Thousand Six Hundred Fifteen Only) per Equity Share, payable in cash, for an aggregate maximum amount of Rs. 72,35,49,768/- (Rupees Seventy Two Crores Thirty Five Lakhs Forty Nine Thousand Seven Hundred Sixty Eight Only). The Buyback Offer Size and the Buyback Offer Price does not include the Transaction Costs. The Buyback Offer 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, respectively, for the financial year ended on March 31, 2024, which is within the statutory limits of 10% of the aggregate of the fully paid-up capital and free reserves of the Company based on the Audited Standalone & Consolidated Financial Statement as of March 31, 2024, whichever sets out a lower amount, as per Regulation 4(i) of the SEBI Buyback Regulations.
- 6.2. The Buyback is less than 10% of the total paid up equity share capital and free reserves of the Company as per the latest audited Standalone & Consolidated financial statements of the Company as on March 31, 2024, permitted through the board approval route as per the provisions of the Companies Act and SEBI Buyback Regulations. The Buyback is pursuant to Article 57 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act and the relevant rules made thereunder including the Share Capital and Debentures Rules, the Companies (Management and Administration) Rules, 2014, to the extent applicable, and the provisions of the SEBI Buyback Regulations read with SEBI Circulars and SEBI Listing Regulations, the Foreign Exchange Management Act, 1999 and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by SEBI, Registrar of Companies at NCT of Delhi & Haryana, the Stock Exchanges and/or other authorities while granting

such approvals, permissions, sanctions and exemptions, which may be agreed by the Board. There has been no breach of any covenants of the loans taken by the Company in accordance with Regulation 5(i)(c) and clause (xii) of Schedule I of the SEBI Buyback Regulations.

- 6.3. The Equity Shares are listed on NSE and BSE. The Buyback shall be undertaken on a proportionate basis from the Eligible Shareholders of the Equity Shares of the Company as on the Record Date through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by Securities and Exchange Board of India in the SEBI Circulars in terms of Regulation 9(vii) of SEBI Buyback Regulations and such other circulars as may be applicable, including any further amendments thereof. In this regard, the Company will request NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, NSE will be the designated stock exchange.
- 6.4. The Buyback from the Eligible Shareholders who are Non-Resident Shareholders, shall be subject to such approvals, if any and to the extent necessary or required from the concerned authorities, including approvals from the RBI under the FEMA and that such approvals shall be required to be taken by such Non-Resident Shareholders.
- 6.5. Further, under the Act and Regulation 4 of the SEBI Buyback Regulations, the number of Equity Shares that can be bought back during a financial year shall not exceed 25% of the total number of outstanding Equity Shares of the Company. Accordingly, the number of Equity Shares that can be bought back during a financial year cannot exceed 66,93,331 Equity Shares, being 25% of the total number of outstanding Equity Shares of the Company, i.e., 2,67,73,324 Equity Shares. Since the Company proposes to Buy-back of up to 4,48,018 Equity Shares, the same is within the aforesaid limit.
- 6.6. The Buyback price is Rs. 1,615/- (Rupees One Thousand Six Hundred Fifteen Only). The Buyback Price has been arrived at after considering various factors including, but not limited to the earnings per share, price earnings ratio, impact on the net worth of the Company, the trends in the volume weighted average prices and the closing price of the Equity Shares at NSE and BSE where the Equity Shares are listed and other financial parameters.
- 6.7. In terms of the SEBI Buyback Regulations, under the Tender Offer process, Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the details of the Promoter and Promoter Group who have expressed their intention to participate and details of their maximum participation in the Buy-back are given in paragraph 7 hereinafter.
- 6.8. The Buyback would involve reservation for Small Shareholders which will be 15% of the number of Equity Shares that the Company proposes to Buyback, or their entitlement, whichever is higher.
- 6.9. **Details of Shareholding**

The aggregate shareholding of the i) Promoters and the Members of the Promoter Group and persons who are in control of the Company, ii) directors/ trustees/ partners of the Promoters, promoter group companies /entities where the Promoter is a company/entity, and iii) Directors and Key Managerial Personnel, as on the date of the Public Announcement is as follows:

6.9.1. Aggregate shareholding of the Promoters and the members of the Promoter Group and persons in control of the Company in the Company as on the date of the Public Announcement i.e., Friday, August 23, 2024, is as follows:

Sr. No.	Name of the Shareholders	No. of Shares held	% of shareholding
Promoters			
(1)	Vishnu R Dusad	16,03,492	5.99
(2)	Yogesh Andlay	8,63,534	3.23
Members of Promoter Group			
(3)	Nucleus Software Workshop Private Limited	6,00,000	2.24
(4)	Nucleus Software Engineers Private Limited	23,85,882	8.91
(5)	Karmayogi Holdings Private Limited	90,00,000	33.62
(6)	Naveen Kumar	71,952	0.27
(7)	Suman Mathur	23,758	0.09
(8)	Madhu Dusad	30,66,248	11.45
(9)	Kritika Dusad	10,00,000	3.74
(10)	Ritika Dusad	10,00,000	3.74
(11)	Card Systems Private Limited	0	0.00
Total		1,96,14,866	73.26

6.9.2. Aggregate shareholding in NSEL of the Directors of such companies which are a part of the Promoter and Promoter Group, as on the date of the Public Announcement i.e., Friday, August 23, 2024:

Sr. No.	Name of the Shareholders	Designation	No. of Shares held	% of Shareholding
1	Vishnu R Dusad	Director of Karmayogi Holdings Private Limited	16,03,492	5.99
2	Ritika Dusad	Director of Karmayogi Holdings Private Limited	10,00,000	3.74
3	Kritika Dusad	Director of Karmayogi Holdings Private Limited	10,00,000	3.74
4	Madhu Dusad	Managing Director of Karmayogi Holdings Private Limited	30,66,248	11.45
5	Yogesh Andlay	Managing Director of Nucleus Software Engineers Private Limited	8,63,534	3.23
6	Suman Mathur	Director of Nucleus Software Engineers Private Limited	23,758	0.09

Total	75,57,032	28.24
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6.9.3. Aggregate shareholding of the Directors of the Company (“**Directors**”) and Key Managerial Personnel (“**KMPs**”) of the Company as on the date of the Public Announcement i.e., Friday, August 23, 2024:

Sr. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of Shareholding
(1)	Vishnu R Dusad	Managing Director	16,03,492	5.99
(2)	Ritika Dusad	Whole Time Director	10,00,000	3.74
(3)	Parag Bhise	Whole Time Director & Chief Executive Officer	28,959	0.11
(4)	Anurag Mantri	Whole Time Director & Chief Operating Officer	Nil	0.00
(5)	Yasmin Javeri Krishan	Independent Director	Nil	0.00
(6)	Siddhartha Mahavir Acharya	Independent Director	Nil	0.00
(7)	Elaine Mathias	Independent Director	Nil	0.00
(8)	Shekar Viswanathan	Independent Director	Nil	0.00
(9)	Prakash Chandra Kandpal	Independent Director	Nil	0.00
(10)	Surya Prakash Kanodia	Chief Financial Officer	Nil	0.00
(11)	Poonam Bhasin	Company Secretary	10	0.00
Total			26,32,461	9.84

6.10. No Equity Shares or other specified securities of the Company have been purchased or sold by any of the (a) Promoters and the members of the Promoter Group and persons in control of the Company; (b) directors/ trustees/partners of the Promoters, promoter group companies /entities where the Promoter is a company, (c) Directors and Key Managerial Personnel during a period of (12) twelve months preceding the date of the Public Announcement other than:

6.10.1. Aggregate of shares purchased or sold by the Promoter and Promoter Group and persons who are in control:

Sr. No.	Name of Shareholder	No. of Shares Acquired/(Sold)	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
1	Naveen Kumar	(1,000)	Sale	1,422.14	June 28, 2024	1,401.00	June 26, 2024

6.10.2. Aggregate shares purchased or sold by the Directors of such companies which are part of the Promoter and Promoter Group:

Sr. No.	Name of the Shareholder	No. of Shares Acquired/ (Sold)	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Not Applicable							

6.10.3. Aggregate shares purchased or sold by the Directors and Key Managerial Personnel of the Company:

Sr. No.	Name of the Shareholder	No. of Shares Acquired/ (Sold)	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Not Applicable							

7. INTENTION OF THE PROMOTERS AND MEMBERS OF THE PROMOTERS GROUP TO PARTICIPATE IN THE BUYBACK

7.1 In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group and persons in control of the Company have an option to participate in the Buyback. In this regard, following persons belonging to the Promoter and Promoter Group and persons in control of the Company have expressed their intention to participate in the Buyback vide their letters dated August 20, 2024 and may tender up to an aggregate maximum of 9,60,000 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. Please see below the maximum number of Equity Shares proposed to be tendered by each of the Promoter and Promoter Group as well as persons in control of the Company:

Sr. No.	Name of the Promoter/Promoter Group	No. of Equity Shares held as on the date of Board Meeting	Maximum no. of Equity Shares which may be offered
(1)	Vishnu R Dusad	16,03,492	56,000
(2)	Yogesh Andlay	8,63,534	50,000
(3)	Nucleus Software Workshop Private Limited	6,00,000	2,00,000
(4)	Nucleus Software Engineers Private Limited	23,85,882	2,00,000
(5)	Karmayogi Holdings Private Limited	90,00,000	3,16,000
(6)	Naveen Kumar	71,952	20,000
(7)	Suman Mathur	23,758	10,000
(8)	Madhu Dusad	30,66,248	1,08,000

(9)	Kritika Dusad	10,00,000	NIL
(10)	Ritika Dusad	10,00,000	NIL
(11)	Card Systems Private Limited	NIL	NIL
Total		1,96,14,866	9,60,000

7.2 The details of the date and price of acquisition of the Equity Shares of the Promoter and Promoter Group who intended to tender their shares are set out below:

7.2.1 Vishnu R Dusad*

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (Rs.)	Nature of Transaction	Issue/Acquisition Price/Sale Price	Transaction Value (Rs.)	Cumulative Equity Shares
1.	01-04-2015	16,03,492	-	Opening Balance	-	-	16,03,492
Total		16,03,492					16,03,492

7.2.2 Yogesh Andlay*

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (Rs.)	Nature of Transaction	Issue/Acquisition Price/Sale Price	Transaction Value (Rs.)	Cumulative Equity Shares
1.	01-04-2015	8,63,534	-	Opening Balance	-	-	8,63,534
Total		8,63,534					8,63,534

7.2.3 Nucleus Software Workshop Private Limited*

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (Rs.)	Nature of Transaction	Issue/Acquisition Price/Sale Price	Transaction Value (Rs.)	Cumulative Equity Shares
1.	01-04-2015	6,00,000	-	Opening Balance	-	-	6,00,000
Total		6,00,000					6,00,000

7.2.4 Nucleus Software Engineers Private Limited*

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (Rs.)	Nature of Transaction	Issue/Acquisition Price/Sale Price	Transaction Value (Rs.)	Cumulative Equity Shares
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1.	01-04-2015	23,85,882	-	Opening Balance	-	-	23,85,882
	Total	23,85,882					23,85,882

7.2.5 Karmayogi Holdings Private Limited*

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (Rs.)	Nature of Transaction	Issue/Acquisition Price/Sale Price	Transaction Value (Rs.)	Cumulative Equity Shares
1.	01-04-2015	90,00,000	-	Opening Balance	-	-	90,00,000
	Total	90,00,000					90,00,000

7.2.6 Naveen Kumar*

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (Rs.)	Nature of Transaction	Issue/Acquisition Price/Sale Price	Transaction Value (Rs.)	Cumulative Equity Shares
1	01-04-2015	72,952	-	Opening Balance	-	-	72,952
2	26-06-2024	(100)	10	Sale	1,401.04	1,40,523.60	72,852
3	27-06-2024	(100)	10	Sale	1,401.00	1,40,100.00	72,752
4	28-06-2024	(800)	10	Sale	1,422.14	11,37,711.50	71,952
	Total	71,952					71,952

7.2.7 Suman Mathur*

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (Rs.)	Nature of Transaction	Issue/Acquisition Price/Sale Price	Transaction Value (Rs.)	Cumulative Equity Shares
1.	01-04-2015	27,758	-	Opening Balance	-	-	27,758
2.	06-12-2017	(1,500)	10	Sale	531.14	7,96,709	26,258
3.	07-12-2017	(2,500)	10	Sale	538.87	13,47,170	23,758
	Total	23,758					23,758

7.2.8 Madhu Dusad*

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (Rs.)	Nature of Transaction	Issue/Acquisition Price/Sale Price	Transaction Value (Rs.)	Cumulative Equity Shares
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1.	01-04-2015	30,66,248	-	Opening Balance	-	-	30,66,248
	Total	30,66,248					30,66,248

**Note: Since specific details of acquisition/sale of equity shares prior to April 01, 2015 are not available, aggregate shareholding as on April 01, 2015 is provided.*

Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregate shareholding and voting rights of the Promoters and members of the Promoter Group and persons in control of the Company, may change from the existing shareholding of the total equity capital and voting rights of the Company. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their entitlement, the aggregate shareholding of the Promoters and members of the Promoter Group of the Company, post Buyback will increase to 73.43% of the post Buyback equity share capital of the Company. The Promoters and members of the Promoter Group and persons in control of the Company are already in control over the Company and therefore any further increase in the voting rights of the Promoters and members of the Promoter Group and persons in control will not result in any change in control of the Company. Please refer to paragraph 10 of this Letter of Offer for further details regarding shareholding (pre and post buyback) of the Promoter and members of the Promoter Group and the Public shareholding in the Company.

The Promoter and Promoter Group hold 73.26% of the paid-up Equity Share capital of the Company. Post the Buyback, the public shareholding of the Company shall not fall below the minimum level as required under Regulation 38 of the SEBI Listing Regulations, and the provisions contained under Rule 19 (2) (b) and Rule 19A of the Securities Contract (Regulation) Rules, 1957 read with SEBI circular dated February 22, 2018. The Promoter and promoter group of the Company vide their letter dated September 04, 2024 have undertaken and confirmed that in case, post Buyback their shareholding goes beyond 75%, they will reduce their shareholding in compliance with SEBI Listing Regulation, within the time period prescribed under Rule 19A of Securities Contract (Regulation) Rules, 1957 (“SCRR”) to ensure compliance with the minimum public shareholding prescribed under the SCRR.

8. AUTHORITY OF THE BUY BACK

The Buyback is being undertaken in accordance with Article 57 of the Articles of Association, Sections 68, 69, 70 and other applicable provisions of the Companies Act, and applicable rules thereunder, including the Share Capital and Debentures Rules and the Companies (Management and Administration) Rules, 2014, to the extent applicable, and the SEBI Buyback Regulations and SEBI Listing Regulations.

This Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, from time to time from regulatory and/or statutory authorities as required under applicable laws, including but not limited to SEBI, RBI, BSE and NSE. The Buyback has been authorised by the resolution of the Board of Directors passed at their meeting held on Thursday, August 22, 2024.

9. NECESSITY OF THE BUYBACK

The current Buyback is a capital allocation decision taken with the objective of seeking a fairer valuation of the Company's stock while improving the Company's Return on Equity and increasing shareholder value in the longer term. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash needs of the Company in the medium term and thereby returning surplus funds to the equity shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost-efficient manner. The Buyback is being undertaken for the following reasons:

- 9.1. The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- 9.2. The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Buyback Size for small shareholders. The Company believes that this reservation of up to 15% for small shareholders would benefit a large number of public shareholders, who would get classified as “**Small Shareholders**” as defined in the Buyback Regulations;
- 9.3. The Buyback would help in improving financial ratios like earnings per share and return on equity, by reducing the equity base of the Company; and
- 9.4. The Buyback gives an option to the Eligible Sellers to either choose to participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback or choose not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment as a result of decrease in the paid-up Equity Share Capital.

10. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

- 10.1. The Company believes that the Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full participation and acceptance in the Buyback from all the Eligible Shareholders up to their Buyback Entitlement, the funds deployed by the Company towards the Buyback would be up to an aggregate maximum amount of Rs. 72,35,49,768/- (Rupees Seventy-Two Crore Thirty Five Lakh Forty Nine Thousand Seven Hundred Sixty Eight Only) which excludes the Transaction Costs.
- 10.2. The Company believes that the Buyback will not in any manner impair its ability to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is being undertaken, inter alia, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, expected to contribute to the overall enhancement of the shareholder value and result in an increase in the return on equity of the Company.

- 10.3. In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group and Person in control of the Company have an option to participate in the Buyback. The Promoters and certain members of the Promoter Group have expressed their intention vide their respective letters dated August 20, 2024 of participating in the Buyback. For further details, see **“Intention of the Promoters and members of the Promoter Group to Participate in the Buyback”** on page 26 of this Letter of Offer. Assuming participation in the Buyback is to the extent of 100% (full acceptance) from all the other Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoters and members of the Promoter Group and persons in control of the Company after the completion of the Buyback shall increase to 73.43% of the post-Buyback total paid-up Equity Share capital of the Company from 73.26% of the pre-Buyback total paid-up Equity Share capital of the Company (as on the date of the Public Announcement) and the aggregate shareholding of the public in the Company shall change to 26.57% of the post Buyback total paid-up Equity Share capital of the Company from 26.74 % of the pre-Buyback total paid-up Equity Share capital of the Company (as on the date of the Public Announcement i.e. Friday, August 23, 2024).
- 10.4. The Buyback is not expected to result in a change in control or otherwise affect the existing management structure of the Company.
- 10.5. Consequent to the Buyback and based on the number of Equity Shares bought back from the non-resident shareholders (including FPIs), Indian financial institutions, banks, mutual funds and other shareholders, the shareholding under each category may undergo a change. The FIIs/FPIs are advised to ensure that their investment in the Company continues to be within the limit prescribed under applicable laws, post completion of the Buyback.
- 10.6. As required under Section 68(2)(d) of the Companies Act, 2013, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid up equity share capital and free reserves post completion of the Buyback, even if the response to the Buyback is to the extent of 100% (full acceptance), on the basis of audited Standalone and Consolidated financial statements as of March 31, 2024, whichever sets out a lower amount.
- 10.7. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoters and their associates, have not dealt in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and Promoter Group) from the date of the Board Meeting approving the proposal for Buyback (i.e., Thursday, August 22, 2024) till the date of this Letter of Offer and shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and Promoter Group) from the date of this Letter of Offer till the closing of the Buyback.
- 10.8. In compliance with the provisions of Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback Period except in the discharge of subsisting obligations such as conversion of warrants, stock options, sweat equity or conversion of preference shares or debentures into Equity Shares. Further,

as per Regulation 24(i)(b) of the SEBI Buyback Regulations, the Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus issue from the date of resolution passed by the Board of Directors approving the Buyback i.e. Thursday, August 22, 2024 till the expiry of the Buyback Period, in accordance with the Companies Act, 2013 and the SEBI Buy-back Regulations. The Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as the conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

- 10.9. There are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company.
- 10.10. The Company is not undertaking the Buyback so as to delist its shares from the Stock Exchanges.
- 10.11. There has been no breach of any covenants of the loans taken by the Company in accordance with Regulation 5(i)(c) and clause (xii) of Schedule I of the SEBI Buyback Regulations.
- 10.12. The Company has complied with and are in compliance with Regulation 5(viii) of the SEBI Buyback Regulations read with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- 10.13. Salient financial parameters consequent to the Buyback based on the latest audited standalone and consolidated financial statements as on March 31, 2024, of the Company, are set forth below:

Standalone:

Particulars	Pre-Buyback	Post Buyback
Net Worth (INR Lakhs)	74,906	67,671
Return on Net Worth/ Return on Equity (%)	24.82%	27.48%
Basic Earnings per Share - Basic (Rs.)	69.45	70.62
Book value per Share/ NAV per Share (Rs.)	279.98	257.06
P/E based on PAT as per the latest audited financial result (Rs. 1,184.45/-) - As per BSE	17.03	16.74
P/E based on PAT as per the latest audited financial result (Rs. 1,184.90) - As per NSE	17.06	16.78
Debt-Equity Ratio	-	-

Consolidated:

Particulars	Pre-Buyback	Post Buyback
Net Worth (INR Lakhs)	77,744	70,509
Return on Net Worth/ Return on Equity (%)	24.65%	27.17%
Basic Earnings per Share - Basic (Rs.)	71.56	72.77
Book value per Share/ NAV per Share (Rs.)	290.38	267.84
P/E based on PAT as per the latest audited financial result (Rs. 1,182.45) - As per BSE	16.52	16.25
P/E based on PAT as per the latest audited financial result (Rs. 1,184.90) - As per NSE	16.56	16.28
Debt-Equity Ratio	-	-

- a. *Net Worth = Paid-up Share Capital + all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off (but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation), based on Consolidated audited financials of the Company as on March 31, 2024.*

The Post Buyback numbers are calculated by reducing the net worth by the proposed buy-back of Rs. 72,35,49,768/- (assuming full acceptance of Equity Shares in the Buyback Offer in the ratio of Buyback) and existing number of Equity Shares by 4,48,018 without factoring in any other impact to the net worth including applicable taxes or expenses in relation to Buyback.

- b. *Return on Net worth = Profit after Tax/ Net worth; based on Consolidated audited financials for the year ended on March 31, 2024.*
- c. *Earnings per share = Profit after Tax /Weights Average No. of Equity Shares; based on the Consolidated audited financials for the year ended March 31, 2024.*
- d. *Book Value per Share = Net worth / No. Equity Share outstanding at the end of Financial Year; Net worth based on the Consolidated audited financials as on March 31, 2024.*
- e. *P/E ratios based on the closing market price as on March 28, 2024 (being last trading day for the Financial Year 2023-24) i.e. 1,182.45/- (BSE) and Rs. 1,184.90/- (NSE), Earnings per Share based on Consolidated audited financials for the financial year 2023-24.*
- f. *Debt-Equity ratio = Total Debt / Net worth based on the Consolidated audited financials as on March 31, 2024*

11. BASIS OF CALCULATING THE BUYBACK OFFER PRICE

- 11.1 The Equity Shares of the Company are proposed to be bought back at a price of Rs. 1,615 /- (Rupees One Thousand Six Hundred Fifteen Only) per Equity Share (“**Buyback Price**”).
- 11.2 The said Buyback Price has been arrived at after considering various factors, including but not limited to the trends in the Volume Weighted Average Prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, impact on other financial parameters and the possible impact of Buyback on the earnings per share.
- 11.3 The Buyback Offer Price represents:
- Premium of 17.90% and 18.78 % over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding Monday, August 19, 2024, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback (“**Intimation Date**”).
 - Premium of 17.88% and 18.74 % over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for 90 Trading Days preceding the Intimation Date.
 - Premium of 34.24% and 34.09% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Friday, August 16, 2024, being the day preceding the Intimation Date.
 - Premium 37.44% and 37.29 % over the closing price of the Equity Shares on NSE and BSE, respectively, as on Monday, August 19, 2024, being the day of Intimation to Stock Exchanges.
 - Premium of 5.96% and 6.22% over the closing price of the Equity Shares on NSE and BSE, respectively, as on 1 (One) day prior to the Board Meeting i.e., Wednesday, August 21, 2024.

As required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice it paid up equity share capital and free reserves post completion of the Buyback, even if the response to the Buyback is to the extent of 100% (full acceptance), on the basis of Standalone & Consolidated financial statements as of March 31, 2024.

12. SOURCES OF FUNDS FOR THE BUYBACK

- 12.1. Assuming full acceptance, the funds that would be utilised by the Company for the purpose of the Buyback of up to 4,48,018 (Four Lakh Forty-Eight Thousand Eighteen) Equity Shares at a price of Rs. 1,615/- (Rupees One Thousand Six Hundred Fifteen Only) per Equity Share aggregating maximum amount of Rs. 72,35,49,768 /- (Rupees Seventy Two Crore Thirty Five Lakh Forty Nine Thousand Seven Hundred Sixty Eight only) excluding the Transaction Costs which 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, respectively, for the financial year ended on March 31, 2024, which is within the prescribed limit of 25%, as per Regulation 4(i) of the SEBI Buyback Regulations.
- 12.2. The Buyback is less than 10% of the total paid up equity share capital and free reserves of the Company as per the latest Standalone & Consolidated audited financial statements of the Company

as on March 31, 2024, whichever sets out a lower amount, permitted through the Board approval route as per the provisions of the Companies Act and SEBI Buyback Regulations.

- 12.3. The funds required for implementation of the proposed Buyback will be sourced from free reserve (retained earnings) of the Company and/or such other source as may be permitted by SEBI Buyback Regulations or the Companies Act. The Company shall transfer from its free reserves, current surplus and/ or cash and cash equivalents and/or internal accruals and/or liquid resources and/or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and details of such transfer shall be disclosed in its subsequent unaudited/ audited financial statements. The funds borrowed, if any, from banks and financial institutions shall not be used for the Buyback.
- 12.4. This Buyback is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buyback, being a reduction in the current investments (held in the form of fixed deposits) that the Company could have otherwise earned on the funds deployed.

13. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- 13.1. In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has appointed HDFC Bank Limited having its registered office at HDFC Bank House, Senapati Bapat Marg, Lower Parel, Mumbai Maharashtra 400013 as the Escrow Bank for Buyback and an Escrow Agreement dated August 22, 2024 has been entered into amongst the Company, Manager to the Buyback and Escrow Bank.
- 13.2. In accordance with the SEBI Buyback Regulations and pursuant to the Escrow Agreement, the Company has opened an Escrow Account with the Escrow Bank in the name and style “**NSEL BUYBACK ESCROW A/C 2024**” bearing account number **57500001570970** with the Escrow Bank. In accordance with the Regulation 9(xi) of the SEBI Buyback Regulations, the Company has deposited a sum of Rs. 18,08,87,442/- (Rupees Eighteen Crore Eight Lakh Eighty Seven Thousand Four Hundred and Forty Two Only) in the form of cash in the Escrow Account, which is 25% of the Buyback Offer Size till Rs. 100 crores, within two working days from the date of Public Announcement in accordance with the SEBI Buyback Regulations. In accordance with the SEBI Buyback Regulations, the Manager to the Buyback is empowered under the Escrow Agreement to operate the Escrow Account.

14. FIRM FINANCIAL ARRANGEMENT

- 14.1. **SPMG & Company**, Chartered Accountants through their partner **Mr. Vinod Gupta** have issued a certificate dated August 23, 2024, certifying that the Company has adequate and firm financial resources to fulfil its obligations under the Buyback. The contact details of Chartered Accountants are set forth below:

Name: SPMG & Company

Address: 209-A, 17A/55, 2nd Floor, Triveni Plaza Building, W.E.A., Karol Bagh, New Delhi – 110005, India

Contact Person: Mr. Vinod Gupta

Tel No.: +91-9810150528, 011-41626498

Email ID: vinodgupta.spmg@gmail.com, vinod@spmgindia.com

ICAI Firm Registration No.: 0509249C

Membership No.: 090687

- 14.2. Based on the aforementioned certificate, the Manager to the Buyback confirms that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the SEBI Buyback Regulations.

15. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 15.1. The present capital structure of the Company as on the date of this Letter of Offer is set out below:

Particulars	Present Amount (in Rs.)
Authorised Share Capital (4,51,00,000 Equity Shares of Rs. 10 each fully paid up)	45,10,00,000
Issued Share Capital (2,67,73,324 Equity Shares of Rs. 10 each fully paid up)	26,77,33,240
Subscribed and Paid-Up Share Capital (2,67,73,324 Equity Shares of Rs. 10 each fully paid up)	26,77,33,240

- 15.2. Assuming full acceptance in the Buyback, the issued, subscribed and paid-up equity share capital of the Company after the completion of the Buyback Offer would be as set out below:

Particulars	Post amount completion of the Buyback* (in Rs.)
Authorised Share Capital (4,51,00,000 equity shares of Rs. 10 each fully paid up)	45,10,00,000
Issued Share Capital (2,63,25,306 equity shares of Rs. 10 each fully paid up)	26,32,53,060
Subscribed and Paid-Up Share Capital (2,63,25,306 equity shares of Rs. 10 each fully paid up)	26,32,53,060

(*) Assuming full acceptance in the Buyback of 4,48,018 Equity Shares. The post-Buyback issued, subscribed and paid-up share capital may differ depending upon the actual number of Equity Shares bought back.

- 15.3. As on the date of this Letter of Offer:
- all Equity Shares are fully paid-up and there are no partly-up shares or calls-in-arrears;
 - there are no outstanding preference shares or convertible securities;

- c. it shall not issue, including through a bonus issue, Equity Shares or any other specified securities, until the expiry of Buyback Period in accordance with Regulation 24(i)(b) of the SEBI Buyback Regulations;
- d. no scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company; and
- e. The Company does not has any locked- in Equity Shares, which the Company shall not Buyback till the pendency of the lock in or till the shares become transferable.

15.4. The shareholding pattern of the Company, as on the Record Date, i.e., Tuesday, September 03, 2024 (pre-Buyback) and post-Buyback (assuming full acceptance of 4,48,018 Equity Shares in the Buyback) is set forth below:

Category of Shareholder	Pre -Buyback		Post-Buyback	
	No. of Equity Shares	% to the existing Equity Share Capital	No. of Equity Shares	% to the post-Buyback Equity Share Capital
Promoters and members of the Promoter Group, and persons acting in concert (collectively “the Promoter”)	1,96,14,866	73.26	1,93,31,287	73.43
Foreign Investors (including Non-Resident Indians/ FIIs / Foreign Mutual Funds)	22,32,878	8.34	69,94,019	26.57
Others (Public, Public Bodies Corporate etc.)	49,25,580	18.40		
TOTAL	2,67,73,324	100.00	2,63,25,306	100.00

15.5. Assuming full acceptance of the Buyback, the issued, subscribed and paid-up Equity Share capital of the Company would be as fully set out in paragraph 15.2 of this Letter of Offer.

15.6. Please refer to paragraph 15.5 of this Letter of Offer for details regarding shareholding (pre and post buyback) of the Promoter and Promoter Group in the Company. For details regarding the shareholding of Promoters and Promoter Group, directors/ trustees/ partners of the Promoters, promoter group companies /entities where the Promoter is a company/entities and shareholding of Directors/Key Managerial Personnel as on date of the Public Announcement, please refer to paragraphs 6.9 of this Letter of Offer. Please refer to paragraph 6.10 of this Letter of Offer for details regarding Equity Shares or other specified securities in the Company that were either purchased or sold by during a period of 12 months preceding the date of the Public Announcement by Promoters and the Members of the Promoter Group and persons in control of the Company; directors/ trustees/ partners of the Promoters, promoter group companies /entities where the Promoter is a company and Directors and Key Managerial Personnel.

16. BRIEF INFORMATION ABOUT THE COMPANY

16.1. Nucleus Software Exports Limited, with Corporate Identity Number L74899DL1989PLC034594, was incorporated on January 09, 1989, with a certificate of incorporation granted by the Registrar of Companies, Delhi. The Company is listed on NSE (Symbol: NUCLEUS) and BSE (Scrip Code: 531209). The Company is having its registered office at 33-35, Thyagraj Nagar Market, New Delhi, Delhi, 110003 and the Corporate office of the Company is situated at A-39, Sector-62, Noida – 201307, Uttar Pradesh. The ISIN number of the Company is INE096B01018.

Nucleus Software delivers disruptive Fintech Solutions to 200+ Banks and Financial Institutions across 50+ countries supporting Retail, Corporate & SME Finance, Islamic Finance, Automotive Finance, Captive Automotive Finance, Cash Management, Mobile & Internet Banking, Transaction Banking and more.

The Company's Flagship Products FinnOne Neo® and FinnAxia® are backed by 3 decades of BFSI domain expertise and an inbuilt AI powered platform to realize the digital transformation goals of FIs worldwide.

1. FinnOne Neo®: The next-generation digital lending platform, designed to revolutionize the lending process. FinnOne Neo® is built on an advanced technology platform, empowering financial institutions to streamline their lending operations, enhance customer experiences, and drive business growth.
2. FinnAxia®: An integrated global transaction banking suite, trusted by banks worldwide to optimize their transaction banking processes. With FinnAxia®, financial institutions can efficiently manage their cash management, trade finance, liquidity management, and other transaction banking activities on a single platform, thereby improving operational efficiency, visibility, and enhancing client relationships.
3. PaySe™: The world's first online and offline digital payment solution, created with the vision to democratize money. This innovative payment solution offers users a seamless and convenient way to conduct digital transactions, both online and offline, facilitating financial inclusion and empowering individuals and businesses.
4. Nucleus Software Services: Our comprehensive suite of services is tailored to assist banks and financial institutions in their digital transformation journey and maintain an optimal technology infrastructure. Through Nucleus Software Services, we offer a holistic approach to digital transformation, enabling organizations to deliver seamless customer experiences, achieve operational and cost efficiencies, and gain actionable insights to drive strategic decision-making.

The Company operates through integrated and well-networked subsidiaries in India, Japan, Netherlands, Singapore, USA, Australia and South Africa. Since 1995, product development has

been forte, and the Company has chosen to exclusively develop products and further add value through dedicated Research and Development initiatives.

- 16.2. For the Financial years ended on March 31, 2024; March 31, 2023 and March 31, 2022 the Company recorded, on a Standalone & Consolidated basis revenue from operations and total income as follows:

Standalone:

(Rs. Lakhs)

Particulars	Revenue from Operations	Total Income
Year Ended 31 March 2024	76,612	81,559
Year Ended 31 March 2023	58,473	61,889
Year Ended 31 March 2022	44,806	48,213

Consolidated:

(Rs. Lakhs)

Particulars	Revenue from Operations	Total Income
Year Ended 31 March 2024	82,645	87,735
Year Ended 31 March 2023	63,446	66,852
Year Ended 31 March 2022	49,719	53,185

- 16.3. For the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 the Company recorded, on a Standalone and Consolidated basis, Profit after Tax (PAT) as follows:

Standalone:

(Rs. Lakhs)

Particulars	PAT
Year Ended 31 March 2024	18,595
Year Ended 31 March 2023	13,037
Year Ended 31 March 2022	4,210

Consolidated:

(Rs. Lakhs)

Particulars	PAT
Year Ended 31 March 2024	19,160
Year Ended 31 March 2023	12,779
Year Ended 31 March 2022	4,091

- 16.4. Details of the listing of the equity shares of the Company on the Stock Exchanges is set forth below:

Name of the Stock Exchange	Date of Listing	Whether continues to be Listed
BSE	November 09, 1995	Yes
NSE	December 19, 2002	Yes

16.5. The Equity Shares are currently traded in compulsory dematerialised mode under the trading code(s) **NUCLEUS** at NSE and **531209** at BSE. The ISIN of the Equity Shares is **INE096B01018**.

16.6. The following table sets forth the history of the Equity Share capital of the Company since incorporation:

Date of Issue/ Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of consideration (Cash/ Other than Cash)	Cumulative Number of Equity Shares	Cumulat ive Paid- up share capital (₹)	Reason of Allotment
January 9, 1989	30	10/-	10/-	Cash	30	300	Subscribers to Memorandum
May 5, 1989	6,000	10/-	10/-	Cash	6,030	60,300	Pre IPO Further Issue
December 9, 1993	8,040	10/-	10/-	Cash	14,070	1,40,700	
July 20, 1994	530	10/-	10/-	Cash	14,600	1,46,000	
September 24, 1994	8,76,000	10/-	-	Other than Cash	8,90,600	89,06,000	Bonus Issue
October 3, 1994	1,20,400	10/-	10/-	Cash	10,11,000	1,01,10,000	Pre IPO Further Issue
December 27, 1994	5,76,270	10/-	-	Other than Cash	15,87,270	1,58,72,700	Bonus Issue
December 28, 1994	1,12,730	10/-	10/-	Cash	17,00,000	1,70,00,000	Pre IPO Further Issue
October 10, 1995	11,68,900	10/-	50/-	Cash	28,68,900	2,86,89,000	IPO*
October 10, 1995	5,32,500	10/-	60/-	Cash	34,01,400	3,40,14,000	IPO*
April 24, 2001	2,800**	10/-	10/-	-	33,98,600	3,39,86,000	Forfeiture of Shares
June 22, 2001	18,75,500	10/-	103.15/-	Cash	52,74,100	5,27,41,000	Further Issue
October 22, 2001	26,37,050	10/-	-	Other than Cash	79,11,150	7,91,11,500	Bonus Issue
July 26, 2003	28,800	10/-	24/-	Cash	79,39,950	7,93,99,500	ESOP
January 17, 2004	91,456	10/-	24/-	Cash	80,31,406	8,03,14,060	ESOP
July 22, 2004	14,000	10/-	24/-	Cash	80,45,406	8,04,54,060	ESOP
August 10, 2004	80,45,406	10/-	-	Other than Cash	1,60,90,812	16,09,08,120	Bonus Issue
July 8 2005	2,000	10/-	170/-	Cash	1,60,92,812	16,09,28,120	ESOP

October 17, 2005	12,000	10/-	170/-	Cash	1,61,04,812	16,10,48,120	ESOP
July 8, 2006	11,500	10/-	170/-	Cash	1,61,16,312	16,11,63,120	ESOP
March 30, 2007	4,000	10/-	170/-	Cash	1,61,20,312	16,12,03,120	ESOP
March 30, 2007	40,000	10/-	135.23/-	Cash	1,61,60,312	16,16,03,120	ESOP
July 31, 2007	5,700	10/-	24/-	Cash	1,61,66,012	16,16,60,120	ESOP
July 31, 2007	16,000	10/-	307/-	Cash	1,61,82,012	16,18,20,120	ESOP
July 31, 2007	300	10/-	250/-	Cash	1,61,82,312	16,18,23,120	ESOP
August 8, 2007	1,61,82,312	10/-	-	Other than Cash	3,23,64,624	32,36,46,240	Bonus Issue
October 28, 2007	1,200	10/-	250/-	Cash	3,23,65,824	32,36,58,240	ESOP
October 28, 2007	1,200	10/-	-	Other than Cash	3,23,67,024	32,36,70,240	Bonus Issue
July 20 2008	1,500	10/	250/-	Cash	3,23,68,524	32,36,85,240	ESOP
July 20 2008	1,500	10/	-	Other than Cash	3,23,70,024	32,37,00,240	Bonus Issue
April 24, 2010	6,250	10/-	146/-	Cash	3,23,76,274	32,37,62,740	ESOP
April 24, 2010	6,250	10/-	-	Other than Cash	3,23,82,524	32,38,25,240	Bonus Issue
October 21, 2012	930	10/-	144/-	Cash	3,23,83,454	32,38,34,540	ESOP
October 21, 2012	180	10/-	144/-	Cash	3,23,83,634	32,38,36,340	ESOP
November 11, 2013	90	10/-	144/-	Cash	3,23,83,724	32,38,37,240	ESOP
September 14, 2017	(33,43,000)	10/-	350/-	Cash	2,90,40,724	29,04,07,240	Buyback of Shares
January 21, 2022	(22,67,400)	10/-	300/-	Cash	2,67,73,324	26,77,33,240	Buyback of Shares

** The Company came out with Initial Public Offering in year 1995 at issue Price of Rs. 50/- per share for Domestic Investors and Rs.60/- per share for Non-Resident Investors.*

***Forfeited*

16.7. The following table sets forth details regarding the Board of the Directors as on the date of the Public Announcement:

Name, Age, Qualification, Occupation & DIN of the Director	Designation	Date of Appointment /Reappointment	Other directorships (in other companies) and designated partnerships in LLPs
<p>Mr. Vishnu Rampratap Dusad</p> <p>Age: 67 Years</p> <p>Qualification: B. Tech, master's in systems and technologies</p> <p>Occupation: Business</p> <p>DIN: 00008412</p>	<p>Managing Director (Promoter Group)</p>	<p>Appointed on January 09, 1989</p>	<ol style="list-style-type: none"> 1. Nucleus Software Limited 2. Karmayogi Holdings Private Limited 3. Indian Software Product Industry Round Table Foundation 4. Nucleus Software Solutions Pte. Ltd. (Singapore) 5. Nucleus Software Inc. (USA) 6. Nucleus Software Kabushiki Kaisha (Japan) 7. Nucleus Software Netherlands B.V. 8. Nucleus Software Australia Pty Limited 9. Nucleus Software South Africa (Pty) Ltd.
<p>Ms. Elaine Mathias</p> <p>Age: 70 Years</p> <p>Qualification: CA & CMA</p> <p>Occupation: Retired from Service</p> <p>DIN: 06976868</p>	<p>Non-Executive Independent Director</p>	<p>Appointed on September 20, 2014</p>	<p>None</p>
<p>Mr. Siddhartha Mahavir Acharya</p> <p>Age: 75 Years</p> <p>Qualification: Master's in economics</p> <p>Occupation: Retired from Service</p> <p>DIN: 00545141</p>	<p>Non-Executive Independent Director</p>	<p>Appointed on March 19, 2016</p>	<p>None</p>
<p>Dr. Ritika Dusad</p> <p>Age: 34 Years</p> <p>Qualification: P. HD in Physics</p>	<p>Executive Director (Promoter Group)</p>	<p>Appointed on July 20, 2016</p>	<ol style="list-style-type: none"> 1. Karmayogi Holdings Private Limited

<p>Occupation: Business</p> <p>DIN: 07022867</p>			
<p>Mr. Parag Bhise</p> <p>Age: 59 Years</p> <p>Qualification: Master in Computer Application and MBA</p> <p>Occupation: Service</p> <p>DIN: 08719754</p>	<p>Executive Director & CEO</p>	<p>Appointed on March 16, 2020</p>	<ol style="list-style-type: none"> 1. Nucleus Software Limited 2. Nucleus Software Kabushiki Kaisha (Japan)
<p>Mr. Anurag Mantri</p> <p>Age: 54 Years</p> <p>Qualification: Master in Statistics and Computer Science</p> <p>Occupation: Service</p> <p>DIN: 09002894</p>	<p>Executive Director & COO</p>	<p>Appointed on December 19, 2020</p>	<ol style="list-style-type: none"> 1. Nucleus Software Limited 2. Nucleus Software Kabushiki Kaisha (Japan)
<p>Ms. Yasmin Javeri Krishan</p> <p>Age: 64 Years</p> <p>Qualification: CA and MBA</p> <p>Occupation: Retired from Service</p> <p>DIN: 09002894</p>	<p>Non-Executive Independent Director</p>	<p>Appointed on July 30, 2020</p>	<ol style="list-style-type: none"> 1. Nucleus Software Solutions Pte. Ltd.
<p>Mr. Shekhar Viswanathan</p> <p>Age: 68 Years</p> <p>Qualification: Chartered Accountant & Bachelors in Economics</p>	<p>Non-Executive - Independent Director</p>	<p>Appointed on February 12, 2024</p>	<ol style="list-style-type: none"> 1. ASM Technologies Limited 2. Jay Bharat Maruti Limited 3. Brakes India Private Limited 4. Nettur Technical Training Foundation 5. ANA ARC Private Limited 6. Reconnect Energy Solutions Limited

Occupation: Retired from Service DIN: 01202587			7. ASM Digital Engineering Private Limited
Mr. Prakash Chandra Kandpal Age: 61 Years Qualification: Master's in economics & Executive MBA Program Occupation: Retired from Service DIN: 06452437	Non-Executive - Independent Director	Appointed on February 12, 2024	1. HDFC Pension Management Company Limited 2. Social Worth Technologies Private Limited 3. TATA AIG General Insurance Company Limited 4. Earlsalary Services Private Limited

16.8. The details of changes in the Board of Directors during the last 3 (three) years from the date of the Public Announcement i.e. Friday, August 23, 2024:

Name of the Director	Appointment/Resignation	Effective Date	Reasons
Mr. Shekar Viswanathan	Appointment	February 12, 2024	-
Mr. Prakash Chandra Kandpal	Appointment	February 12, 2024	-
Mr. Prithvi Haldea	Resignation	July 25, 2024	Retirement
Prof. Trilochan Sastry	Resignation	July 25, 2024	Retirement
Mr. Ravi Pratap Singh	Resignation	July 25, 2024	Retirement

16.9. The Buyback will not result in any benefit to any directors of the Company, Promoters and Members of the Promoter Group, and persons in control of the Company except to the extent of their participation in the Buyback, as applicable, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the equity share capital post Buyback.

17. FINANCIAL INFORMATION ABOUT THE COMPANY

17.1. The selected financial information, as extracted from the Standalone & Consolidated audited financial statements of the Company for the last three financial years ended as on March 31, 2024, March 31, 2023, and March 31, 2022, are detailed below:

Standalone:

(Rs. In Lakh)

Particulars	Audited (IND-AS)
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	For the year ended on March 31, 2024	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Revenue from Operations	76,612	58,473	44,806
Other Income	4,947	3,416	3,407
Other gain/(loss)	-	-	-
Total Income	81,559	61,889	48,213
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	55,259	42,767	41,165
Interest Expense (Finance Cost)	72	77	39
Depreciation & Amortisation	1,316	1,706	1,323
Exceptional Items	-	-	-
Profit Before Tax	24,912	17,339	5,686
Provision for Tax (including Deferred Tax)	6,317	4,302	1,476
Profit After Tax	18,595	13,037	4,210
Paid-up equity share capital	2,677	2,677	2,677
Reserves & Surplus (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	72,229	56,112	44,255
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	74,906	58,789	46,932
Non-current Borrowings	-	-	-
Current Borrowings (including Current Portion of Long-Term Borrowings)	-	-	-
Total debt	-	-	-

Consolidated:

(Rs. In Lakh)

Particulars	Audited (IND-AS)		
	For the year ended on March 31, 2024	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Revenue from Operations	82,645	63,446	49,719
Other Income	5,090	3,406	3,466
Other gain/(loss)	-	-	-
Total Income	87,735	66,852	53,185
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	60,605	47,769	46,016
Interest Expense (Finance Cost)	95	102	81
Depreciation & Amortisation	1,455	1,873	1,538
Exceptional Items	-	-	-
Profit Before Tax	25,580	17,108	5,550
Provision for Tax (including Deferred Tax)	6,420	4,329	1,459
Profit After Tax	19,160	12,779	4,091
Paid-up equity share capital	2,677	2,677	2,677
Reserves & Surplus (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	75,067	58,389	46,683
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)	77,744	61,066	49,360
Non-current Borrowings	-	-	-
Current Borrowings (including Current Portion of Long-Term Borrowings)	-	-	-
Total debt	-	-	-

Key financial ratios on Standalone & Consolidated basis are as under:

Standalone:

Key Ratios	Audited (IND-AS)		
	For the year ended on March 31, 2024	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Basic Earnings per equity share (in INR)	69.45	48.69	14.70
Diluted Earnings per equity share (in INR)	69.45	48.69	14.70
Book value per equity share (in INR)	279.78	219.61	175.32
Total Debt / Equity Ratio	-	-	-
Return on net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off) (%)	24.82	22.18	8.97
Total debt/ net worth	-	-	-

Consolidated:

Key Ratios	Audited (IND-AS)		
	For the year ended on March 31, 2024	For the year ended on March 31, 2023	For the year ended on March 31, 2022
Basic Earnings per equity share (in INR)	71.56	47.73	14.28
Diluted Earnings per equity share (in INR)	71.56	47.73	14.28
Book value per equity share (in INR)	290.38	228.09	184.36
Total Debt / Equity Ratio	-	-	-
Return on net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off) (%)	24.65	20.93	8.29

Total debt/ net worth	-	-	-
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The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per share (INR)	Net Profit attributable to equity shareholders/ Weighted average number of equity shares outstanding
Diluted Earnings per share (INR)	Net Profit attributable to equity shareholders (adjusted for dilutive impact) / Weighted average number of equity shares outstanding (adjusted for dilutive impact)
Book value per share (INR)	(Paid up equity share capital + other Equity) / Total number of Equity Shares outstanding at the end of Financial Year/ period
Total Debt-Equity Ratio	Total debt / Net worth
Return on Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off) (%)	Net Profit After Tax / Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)

17.2. The Company hereby declares that it will comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, if it becomes applicable, in connection with the Buyback.

17.3. The Company hereby also declares that it has complied with and will comply with Sections 68, 69 and 70 of the Companies Act and all other provisions of the Companies Act, as may be applicable to the Buyback.

18. STOCK MARKET DATA

18.1. The Equity Shares are currently listed and traded on NSE & BSE. The Equity Shares are currently traded in compulsory dematerialised mode under the trading code(s) 531209 at BSE and NUCLEUS at NSE. The ISIN of the Equity Shares is INE096B01018.

18.2. The high, low and average market prices in preceding three fiscal years and the monthly high, low and average market prices for the six months preceding the date of the Public Announcement, i.e., Friday, August 23, 2024 and the corresponding volumes on NSE & BSE are given below:

NSE

Date	High	Date of High	No. of Equity Shares traded on that date	Low (Rs.)	Date of Low	No. of Equity Shares traded on that date	Average Price (Rs.)	Total Volume of Equity Shares traded in the period (No. of Equity Shares)
Preceding Three Years								

2023-24	1,822.95	January 20, 2024	24,723	574.65	April 25, 2023	83,665	1,040.60	2,78,13,125
2022-23	668.85	March 23, 2023	5,20,049	351.35	June 21, 2022	11,830	523.59	1,89,01,256
2021-22	766.00	July 02, 2021	14,47,082	402.10	March 29, 2022	78,195	600.59	3,06,42,537
Preceding Six Months								
July 2024	1,645.00	July 19, 2024	3,61,388	1,370.00	July 10, 2024	36,041	1,497.60	14,92,308
June 2024	1,523.40	June 25, 2024	1,22,563	1,104.10	June 04, 2024	1,48,614	1,307.29	12,25,093
May 2024	1,474.70	May 23, 2024	2,46,257	1,140.00	May 31, 2024	31,748	1,316.19	10,66,502
April 2024	1,477.60	April 29, 2024	74,253	1,200.05	April 01, 2024	20,593	1,367.72	15,03,947
March 2024	1,430.00	March 02, 2024	2,963	1,155.15	March 20, 2024	17,285	1,248.96	5,05,646
February 2024	1,729.90	February 07, 2024	17,489	1,262.80	February 16, 2024	1,08,815	1,348.78	6,40,848

Source: www.nseindia.com

BSE

Date	High	Date of High	No. of Equity Shares traded on that date	Low (Rs.)	Date of Low	No. of Equity Shares traded on that date	Average Price (Rs.)	Total Volume of Equity Shares traded in the period (No. of Equity Shares)
Preceding Three Years								
2023-24	1830.00	January 20, 2024	4,528	574.90	April 25, 2023	4,162	1,066.23	29,54,174
2022-23	668.15	March 23, 2023	21,622	355.10	June 21, 2022	993	517.00	14,44,763
2021-22	765.35	July 02, 2021	1,18,109	403.55	March 29, 2022	3,282	589.44	26,73,866
Preceding Six Months								
July 2024	1,644.95	July 19, 2024	35,784	1,368.95	July 10, 2024	1,626	1,497.80	1,42,668
June 2024	1,512.00	June 25, 2024	5,236	1,101.55	June 04, 2024	7,713	1,299.43	1,10,005
May 2024	1,460.00	May 23, 2024	21,979	1,144.00	May 31, 2024	5,444	1,315.50	1,15,598

April 2024	1,475.00	April 29, 2024	5,038	1,198.10	April 01, 2024	2,186	1,362.67	1,40,582
March 2024	1,432.30	March 02, 2024	286	1,152.00	March 20, 2024	3,822	1,247.46	65,109
February 2024	1,717.70	February 07, 2024	1,567	1,253.15	February 16, 2024	26,283	1,364.82	1,02,216

Source: www.bseindia.com

18.3. The proposal for the Buyback was approved at the Board Meeting, for which the intimation was sent to the Stock Exchanges on August 19, 2024. The closing market price of the Equity Shares on NSE & BSE during this period are summarized below:

Event	Date	BSE (Rs.)	NSE (Rs.)
Notice of the Board Meeting convened to consider the proposal of the Buyback	Monday, August 19, 2024	1,176.30	1,175.05
1 (One) trading day post notice of the Board Meeting	Tuesday, August 20, 2024	1,411.55	1,410.05
1 (One) trading day prior to the Board Meeting	Wednesday, August 21, 2024	1,520.45	1,524.10
Date of the Board Meeting	Thursday, August 22, 2024	1,422.75	1,424.20
1 (One) trading day post the Board Meeting	Friday, August 23, 2024	1,378.80	1,378.65
Date of publication of Public Announcement	Monday, August 26, 2024	1,383.75	1,383.85
The trading day immediately following the publication of the Public Announcement	Tuesday, August 27, 2024	1,376.60	1,375.05

Source: www.bseindia.com and www.nseindia.com.

19. DETAILS OF THE STATUTORY APPROVALS

19.1. The Buyback will be subject to such necessary approvals as may be required under the applicable laws including from SEBI, BSE and/ or NSE, and the Buyback from Non-Resident Shareholders, erstwhile overseas corporate bodies and other applicable categories will be subject to approvals, if any, of the appropriate authorities, including of the Reserve Bank of India, if any, or under FEMA and/or such other applicable rules and regulations in force for the time being, as may be required.

19.2. The Board at its meeting held on Thursday, August 22, 2024, approved the proposal for Buyback.

19.3. The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback. The Buyback of Shares from Non-Resident Shareholders, Overseas Corporate Bodies (OCBs) Foreign Portfolio Investors (FPIs), and members of foreign

nationality, if any, etc., will be subject to approvals, if any, of the Appropriate Authorities, including RBI under FEMA, as applicable. It is the obligation of such Non-Resident Shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment in respect of the Equity Shareholders for whom no prior approval from the RBI is required and not accept Equity Shares from the Equity Shareholders in respect of whom prior approval from the RBI is required and in the event copies of such approvals are not submitted. Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under applicable FEMA Regulations, read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI.

- 19.4. OCBs are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCB shareholders in respect of whom such RBI approval is required, and copies of such approvals are not submitted.
- 19.5. By agreeing to participate in the Buyback, each Eligible Shareholders (including each non-resident Eligible Shareholders) to complete all relevant regulatory/statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory/statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory/statutory filings and compliances.
- 19.6. The Company confirms that there is no other statutory or regulatory approval required by it for the Buyback as on the date of this Letter of Offer. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory/ regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges.
- 19.7. The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Shareholder Broker through which the Eligible Shareholder places the bid.
- 19.8. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- 19.9. Pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations, the Company has duly obtained the requisite lenders consents

20. DETAILS OF REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE

Eligible Shareholders who wish to tender their Equity Shares in the Buyback can send Tender Form along with the other requisite document(s), as mentioned in “*Procedure for Tender Offer and Settlement*” on page 22 of this Letter of Offer along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback, so that the same are received within 2 days of bidding by Seller Member and the same should reach not later than the Buyback Closing Date i.e. Friday, September 13, 2024 by IST 5:00 p.m. The envelope should be super scribed as “**NSEL Buyback - 2024**”. The Company has appointed KFin Technologies Limited as the Registrar to the Buyback and in case of any query, the shareholders may contact the Registrar to the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays:



KFin Technologies Limited

Address: Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi – 500 032, Telangana, India

Tel. No.: +91 40 6716 2222/18003094001

Email: nse.buyback@kfintech.com

Investor Grievance ID: inward.ris@kfintech.com

Website: www.kfintech.com

Contact Person: M. Murali Krishna

SEBI Registration Number: INR000000221

Validity: Permanent

CIN: L72400TG2017PLC117649

For the Eligible Shareholders holding Equity Shares in demat form, submission of Tender Form and TRS to the Company, Manager or the Registrar is not mandatory. After the confirmation of lien marked in demat account of the Eligible Shareholders to the Clearing Corporation and a valid bid in the exchange bidding system, the Bid for Buyback shall be deemed to have been accepted for Eligible Shareholders holding the Equity Shares in demat form. Eligible Shareholders holding Equity Shares in the dematerialized form are requested to refer to paragraph 22.24 of this Letter of Offer.

THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

21. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 21.1. The Company proposes to Buy back up to 4,48,018 (Four Lakh Forty-Eight Thousand Eighteen) Equity Shares (representing 1.67 % of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on March 31, 2024), from all Eligible Shareholders on a proportionate basis, through the ‘**tender offer**’ process, at a price of Rs. 1,615/- (Rupees One Thousand Six Hundred Fifteen only) per Equity Share, payable in cash, for an aggregate maximum amount of up to Rs. 72,35,49,768/- (Rupees Seventy Two Crore Thirty Five Lakh Forty Nine Thousand Seven Hundred Sixty Eight only) excluding transaction costs viz. tax payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, tax deducted at source/ tax collection at source, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, stock exchange charges, advisors/legal fees, printing and dispatch expenses, if any, public announcement and letter of offer publication expenses, advertising expenses, and other incidental and related expenses and charges thereto. The Buyback is less than 10% of the total paid up equity share capital and free reserves of the Company as per the latest standalone and consolidated audited financial statements of the Company as on March 31, 2024, whichever sets out a lower amount, permitted through the board approval route as per the provisions of the Companies Act and SEBI Buyback Regulations.
- 21.2. The Buyback is pursuant to Article 57 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act and the relevant rules made thereunder including the Share Capital and Debentures Rules, the Companies (Management and Administration) Rules, 2014, SEBI Listing Regulations, to the extent applicable, and the provisions of the SEBI Buyback Regulations. The Buyback is subject to receipt of such approvals, permissions, exemptions of the statutory, regulatory or governmental authorities, as may be required from time to time under the applicable laws including but not limited to the SEBI, the RBI and/ or the Stock Exchanges. The Buyback Size does not exceed 10% of the fully paid-up capital and free reserves based on the Standalone & Consolidated audited financial statements of the Company as on March 31, 2024, whichever sets out a lower amount.
- 21.3. The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders may take their own decision after consulting their own advisors, as they may deem fit, regarding their participation in the Buyback.
- 21.4. The Promoters and Members of the Promoter Group intend and may participate in the Buyback. For further details, please refer to “*Intention of the Promoters and Members of the Promoters Group to Participate in the Buyback*” on page 26 of this Letter of Offer.
- 21.5. The aggregate shareholding of the Promoters and Promoter Group as at the date of the Public Announcement i.e. Friday, August 23, 2024 is 1,96,14,866 Equity Shares which represents 73.26% of the existing equity share capital of the Company. In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoters and Members of the Promoter Group and persons in

control of the Company have an option to participate in the Buyback. In this regard, certain Promoters and Members of the Promoter Group have expressed their intention of participating in the Buyback and may tender in aggregate up to 9,60,000 Equity Shares.

- 21.6. Assuming that certain members of the Promoters & Promoter Group as referred in paragraph 6.9 of this Letter of Offer, tenders 9,60,000 (Nine Lakh and Sixty Thousand) Equity Shares in the Buyback (in accordance with the declaration provided by them) and if:
- i. All the public Shareholders participate up to their entitlement (full acceptance), then the aggregate shareholding of the Promoters & Promoter Group, post Buyback will increase from 73.26% (i.e. as on Public Announcement) to 73.43% and the aggregate shareholding of the public in the Company shall decrease from 26.74% (i.e. as on Public Announcement) to 26.57% of the post Buyback equity share capital of the Company; or
 - ii. None of the public shareholders participate, then the aggregate shareholding of the Promoters & Promoter Group, post Buyback will decrease from 73.26% (i.e. as on Public Announcement) to 72.81% and the aggregate shareholding of the public in the Company shall increase from 26.74 % (i.e. as on Public Announcement) to 27.19% of the post Buyback equity share capital of the Company.

21.7. Record Date, Ratio of Buyback and Buyback Entitlement:

- a) As required under the SEBI Buyback Regulations, the Company has fixed Tuesday, September 03, 2024 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders of the Equity Shares, who are eligible to participate in the Buyback.
- b) The Equity Shares to be bought back, as part of the Buyback is divided into two categories and the entitlement of a shareholder in each category shall be calculated accordingly:
 - i. Reserved category for Small Shareholders (“**Reserved Category**”); and
 - ii. General category for all Eligible Shareholders other than Small Shareholders (“**General Category**”).
- c) ‘Small Shareholder’ has been defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares having market value of not more than Rs. 2,00,000/- (Rupees Two Lakh Only), on the basis of closing price on NSE or BSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date. As on the Record Date, the volume of Equity Shares traded on BSE was 3,250 Equity Shares and on NSE was 38,512 Equity Shares. Accordingly, NSE being the stock exchange with highest trading volume, the closing price was Rs. 1,379.35/- and hence all Eligible Shareholders holding not more than 144 Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback.
- d) Based on the above definition, there are 66,993 Small Shareholders with aggregate shareholding of 11,18,854 Equity Shares (as on the Record Date), which constitutes 4.18% of the outstanding number of Equity Shares of the Company and 249.73% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback.

- e) In accordance with Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders (“**Reserved Category**”), will be the higher of:
- i. 15% of the number of Equity Shares which the Company proposes to Buyback (15% of 4,48,018 Equity Shares), which works out to 67,203 Equity Shares; or
 - ii. The number of Equity Shares to which the Small Shareholders are entitled as per their shareholding as on the Record Date (i.e., $11,18,854/2,47,73,324 \times 4,48,018$), which works out to 20,235 Equity Shares.

In case the total number of Equity Shares held by the Small Shareholders on the Record Date is less than 67,203 (higher of (i) and (ii) above), the maximum number of Equity Shares reserved for Small Shareholders will be restricted to the total number of Equity Shares held by the Small Shareholders as on Record Date.

All the outstanding Equity Shares, other than the 20,00,000 Equity Shares held by Promoters/Promoter Group who have expressed their intention to not participate in the Buyback, have been taken into account for computing the Buyback Entitlement.

- f) Based on the above and in accordance with Regulation 6 of the SEBI Buyback Regulations, 67,203 Equity Shares will be reserved for Small Shareholders. Accordingly, General Category for all other Eligible Shareholders shall consist of 3,80,815 Equity Shares.
- g) Based on the aforementioned, the entitlement ratio of Buyback for both categories is set forth below:

Category	Indicative Entitlement ratio in the Buyback*
Reserved Category for Small Shareholders	3 Equity Shares out of every 50 Equity Shares held on the Record Date
General Category for all other Eligible Shareholders	8 Equity Shares out of every 497 Equity Shares held on the Record Date

**The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 0.060064137054522 and General Category for all other eligible Shareholders is 0.016099071338314.*

21.8. Fractional Entitlements

- a) If the Buyback Entitlement, after applying the above-mentioned ratios to the Equity Shares held on the Record Date, is not a round number (i.e., not in the multiple of 1 (one) Equity Share), then the fractional entitlement shall be ignored for computation of the Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.
- b) On account of ignoring the fractional entitlement, those Small Shareholders who hold 16 or less Equity Shares as on the Record Date will be dispatched a Tender Form, through electronic mode, with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback and will be given preference in the acceptance of one Equity

Share, if such Small Shareholders have tendered additional Equity Shares. The Company shall make best efforts subject to SEBI Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

21.9. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category:

In accordance with this Letter of Offer, the Acceptance in the Buyback from the Reserved Category will be implemented in the following order of priority:

- a) Full Acceptance (100%) from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- b) Post-acceptance as described in paragraph 21.9(a) above, in case there are any Equity Shares left to be bought back from the Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, they shall be given preference and one Equity Share each from the Additional Equity Shares applied by such Small Shareholders would be bought back in the Reserved Category.
- c) Post-acceptance as described in paragraphs 21.9(a) and 21.9(b) above, in case there are any validly tendered unaccepted Equity Shares in the Reserved Category (“**Reserved Category Additional Equity Shares**”) and Equity Shares left to be bought back in the Reserved Category, the Reserved Category Additional Equity Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the SEBI Buyback Regulations (i.e., valid Acceptance per Small Shareholder shall be equal to the Reserved Category Additional Equity Shares validly tendered by them divided by the total Reserved Category Additional Equity Shares and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category). For the purpose of this calculation, the Reserved Category Additional Equity Shares taken into account for the Small Shareholders, from whom one Equity Share has been Accepted in accordance with paragraph 21.9(b) above, shall be reduced by one.
- d) The procedure of adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 21.9(c) above, is set forth below:
 - i. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - ii. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide

such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Letter of Offer.

21.10. Basis of Acceptance of Equity Shares validly tendered in the General Category:

In accordance with this Letter of Offer, the Acceptance in the Buyback from the General Category will be implemented in the following order of priority:

- a) Full Acceptance (100%) in the General Category from the Eligible Shareholders who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- b) Post-acceptance as described in paragraph 21.10 above, in case there are any validly tendered unaccepted Equity Shares in the General Category (“**General Category Additional Shares**”) and Equity Shares left to be bought back in the General Category, the General Category Additional Equity Shares shall be accepted in the proportionate manner and the acceptances shall be made in accordance with the SEBI Buyback Regulations (i.e., valid Acceptance per Eligible Shareholder shall be equal to the General Category Additional Equity Shares validly tendered by them divided by the total General Category Additional Equity Shares and multiplied by the total pending number of Equity Shares to be Accepted in General Category).
- c) Adjustment for fractional results in case of proportionate Acceptance as described in paragraph 21.10 above:
 - i. For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - ii. For any Eligible Shareholder if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Letter of Offer.

21.11. Basis of Acceptance of Equity Shares between Categories:

- a) In case there are any Equity Shares left to be bought back in one category (“**Partially Filled Category**”) after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second

category, then the Additional Equity Shares in the second category shall be Accepted proportionately (i.e., valid Acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially Filled Category).

- b) If the Partially Filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been Accepted in accordance with *“Basis of Acceptance of Equity Shares validly tendered in the Reserved Category”* will be reduced by one Equity Share and shall be eligible for priority Acceptance of one Equity Share before Acceptance in paragraph 21.9 out of the Equity Shares left to be bought back in the Partially Filled Category, provided no Acceptance could take place from such shareholder in accordance with paragraph 21.9.
- c) A Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance, as mentioned above, out of the Equity Shares left to be bought back in the General Category, provided no Acceptance could take place from such Small Shareholder in accordance with the section entitled *“Basis of Acceptance of Equity Shares validly tendered in the Reserved Category”*.
- d) Adjustment for fraction results in case of proportionate Acceptance, as described in paragraph 21.8 above:
 - i. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - ii. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.
 - iii. In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 *“Process and Methodology for the Buy-back”*.

21.12. For avoidance of doubt, it is clarified that:

- a) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;
- b) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date;

- c) the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above; and
- d) In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Letter of Offer.

21.13. Clubbing of Entitlements

In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of Eligible Shareholders holding Physical Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body –broker” as per the beneficial position data as on the Record Date, with common PAN, are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

22. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

A. GENERAL

- 22.1. The Buyback is open to all eligible shareholders/ beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Physical Shares and the eligible shareholders/beneficial owners who on the Record Date were holding Demat Shares.

The Company proposes to implement the Buyback through the Tender Offer route through Stock Exchange mechanism, on a proportionate basis. As required under the SEBI Buy Back Regulations, the dispatch of the Letter of Offer and Tender Form, outlining the terms of the Buyback and additional detailed disclosures as specified in the SEBI Buyback Regulations shall be through electronic mode in accordance with the provisions of the Act, within two (2) working days from

- the Record Date. Eligible Shareholders who have registered their email ids with the Depositories/the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address or email id mentioned at the cover page of this Letter of Offer. In case of non-receipt of the Letter of Offer and the Tender Form, please follow the procedure mentioned in paragraph 22.22 of this Letter of Offer.
- 22.2. The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a Court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or is otherwise not clear and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or where any other restraint subsists or otherwise.
- 22.3. The Company shall comply with Regulation 24(v) of the SEBI Buyback Regulations which restricts the Company from buying back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the time the Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 22.4. The Eligible Shareholders' participation in the Buyback will be voluntary. The Eligible Shareholders may choose to participate, in full or in part, and receive cash in lieu of the Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buyback, without additional investment. The Eligible Shareholders may also tender a part of their Buyback Entitlement. The Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in this Letter of Offer. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.
- 22.5. The Company will accept Equity Shares validly tendered for the Buyback by the Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares, if any tendered by Eligible Shareholders will be accepted as per paragraph 22 of this Letter of Offer.
- 22.6. Eligible Shareholders will have to tender their Demat Shares from the same demat account in which they were holding such Demat Shares (as on the Record Date). In case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Demat Shares were held (as on Record Date), such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback, and such tendered Demat Shares may be Accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board or the Buyback Committee authorised by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.
- 22.7. The Equity Shares proposed to be bought back in the Buyback is divided into two categories and the entitlement of an Eligible Shareholder in each category shall be calculated accordingly:

- i. Reserved Category for Small Shareholders; and
 - ii. the General Category for all other Eligible Shareholders.
- 22.8. After Accepting the Equity Shares tendered on the basis of the Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in the other category.
- 22.9. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 22.10. For implementation of the Buyback, the Company has appointed Bharat Bhushan Equity Traders Limited as the registered broker to the Company (“**Company’s Broker**”) to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company’s Broker are as follows:
Name: Bharat Bhushan Equity Traders Limited
Address: 503, Rohit House 3, Tolstoy Marg, New Delhi 110001
Tel. No.: 011-49800906
Contact Person: Mr. Sanjay Rajora
Email: compliance@bharatbhushan.com
SEBI Registration No.: INZ000204433
Website: www.bharatbhushan.com
Corporate Identification Number: U74899DL1982PLC014259
Validity Period: Till Surrender
- 22.11. The Buyback will be implemented using the “Mechanism for acquisition of shares through Stock Exchange” issued by SEBI circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with SEBI vide circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular no. SEBI/HO/CFD/DCR/III/ CIR/P/2021/615 dated August 13, 2021, SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, and NSE circular reference no. NSE/CMTR/52776 dated June 29, 2022, including any amendment or statutory modification and in accordance with the procedure prescribed in the Companies Act, the SEBI Buyback Regulations, circulars or notices issued by the Stock Exchanges, and as may be determined by the Board of Directors, or the Buyback Committee, on such terms and conditions as may be permitted by law from time to time.
- 22.12. The Company shall request National Stock Exchange of India Limited being the designated stock exchange (“**Designated Stock Exchange**”) to provide a separate window (the “**Acquisition Window**”) to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by NSE from time to time. During the Tendering Period all Eligible Shareholders may place orders in the Acquisition Window, through their respective stockbrokers (“**Seller Broker**”) during normal trading hours of the secondary market.

- 22.13. In the event the Seller Broker of any Eligible Shareholder is not registered with NSE as a trading member/ stockbroker/, then that Eligible Shareholder can approach any NSE registered stockbroker and can register himself by using web based unique client code application (“UCI online”) facility through that NSE registered stockbroker (after submitting all details as may be required by such NSE registered stockbroker in compliance with applicable law). In case the Eligible Shareholders are unable to register himself by using UCI online facility through any other NSE registered stockbroker, then that Eligible Shareholder may approach the Company’s Broker i.e., NSE to place their bids subject to completion of KYC requirements by the Company’s Broker.
- 22.14. The Eligible Shareholder approaching the Designated Stock Exchange registered stockbroker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.

In case of Eligible Shareholder being an individual

If Eligible Shareholder is registered with KYC Registration Agency (“KRA”): Forms required:

- Central Know Your Client (CKYC) form including FATCA, IPV, OSV if applicable
- Know Your Client (KYC) form Documents required (all documents self-attested)
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

If Eligible Shareholder is not registered with KRA: Forms required:

- CKYC form including FATCA, IPV, OSV if applicable
- KRA form
- KYC form Documents required (all documents self-attested):
- PAN card copy
- Address proof
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

In case of Eligible Shareholder is HUF:

If Eligible Seller is registered with KYC Registration Agency (“KRA”): Forms required:

- Central Know Your Client (CKYC) form of KARTA including FATCA, IPV, OSV if applicable
- Know Your Client (KYC) form Documents required (all documents self-attested):
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

If Eligible Shareholder is not registered with KRA: Forms required:

- CKYC form of KARTA including FATCA, IPV, OSV if applicable
- KRA form
- Know Your Client (KYC) form Documents required (all documents self-attested)
- PAN card copies of HUF & KARTA
- Address proof of HUF & KARTA
- HUF declaration
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

In case of Eligible Shareholder other than Individual and HUF:

If Eligible Shareholder is KRA registered: Form required

- Know Your Client (KYC) form Documents required (all documents certified true copy)
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of Directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements

If Eligible Shareholder is not KRA registered: Forms required:

- KRA form
- Know Your Client (KYC) form Documents required (all documents certified true copy):
- PAN card copy of company/ firm/trust
- Address proof of company/ firm/trust
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of Directors/authorised signatories /partners/trustees
- PAN card copies & address proof of Directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution/partnership declaration
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements
- MoA/Partnership deed /trust deed

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

- 22.15. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Seller Broker during normal trading hours of the secondary market. The Seller Broker can enter orders for Demat Shares as well as Physical Shares.
In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.
- 22.16. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- 22.17. The reporting requirements for Non-Resident Shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seller Broker through which the Eligible Shareholder places the bid.
- 22.18. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
- 22.19. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 22.20. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback.
- 22.21. The cumulative quantity tendered shall be made available on the website of NSE i.e., www.nseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.

THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THROUGH ELECTRONIC MEANS OR ON REQUEST THROUGH PHYSICAL FORM THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE LETTER OF OFFER, SHALL NOT INVALIDATE THE BUYBACK IN ANY MANNER. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.

22.22. In case of non-receipt of the Letter of Offer and the Tender Form:

22.22.1. In case the Eligible Shareholders holds Demat Shares:

If Eligible Shareholder(s) who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or e-mail id mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e. www.nucleussoftware.com), the Registrar to the Buyback (i.e. www.kfintech.com), NSE (www.nseindia.com), BSE (www.bseindia.com) or the Manager to the Buyback (i.e. www.corporateprofessionals.com) or by providing their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback. For further process, please refer to paragraph 22.24 titled “*Procedure to be followed by Eligible Shareholders holding Demat Shares*” on page 66 of this Letter of Offer.

22.22.2. In case the Eligible Shareholders holds Physical Shares:

An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e. www.nucleussoftware.com), the Registrar to the Buyback (i.e. www.kfintech.com), NSE (www.nseindia.com), BSE (www.bseindia.com) or the Manager to the Buyback (i.e. www.corporateprofessionals.com) or by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed share transfer Form (Form SH-4) in favour of the Company. The transfer Form (SH- 4) can be downloaded from the Company’s website (i.e. www.nucleussoftware.com), the Registrar to the Buyback (i.e. www.kfintech.com), NSE (www.nseindia.com), BSE (www.bseindia.com) or the Manager to the Buyback (i.e. www.corporateprofessionals.com). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback within 2 (two) days of bidding by such Seller Broker and same should reach on or before Buyback Closing Date i.e. Friday, September 13, 2024 by 5:00 p.m. If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback/Company or are not in the same order (although attested), the Company/Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to paragraph 22.25 titled “*Procedure to be followed by Eligible Shareholders holding Physical Shares*” on page 68 of this Letter of Offer.

The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback based on their shareholding as on the Record Date and the Buyback Entitlement.

Eligible Shareholder(s) who intend to participate in the Buyback using the ‘plain paper’ option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback, before participating in the Buyback.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Seller Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Broker or broker in the electronic platform to be made available by the Stock Exchanges before the Buyback Closing Date, otherwise the same are liable to be rejected.

22.23. The participation of the Eligible Shareholders in the Buyback and Acceptance of the offer for Buyback made by the Company is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of the Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of documents during transit. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.

22.23.1. Eligible Shareholders who have tendered their Shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

22.23.1.1. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;

22.23.1.2. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder is deceased, or court approved scheme of merger/ amalgamation for a company; and

22.23.1.3. In case of companies, the necessary certified corporate authorisations (including board and/ or general meeting resolutions).

22.24. Procedure to be followed by Eligible Shareholders holding Demat Shares:

22.24.1. Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Seller Broker by indicating to the concerned Seller Broker, the detail of Equity Shares they intend to tender under the Buyback.

22.24.2. The Seller Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the NSE. For further details, Eligible Shareholders may refer to the circulars issued by NSE /Clearing Corporation.

22.24.3. The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Clearing Corporation.

- 22.24.4. The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholders for the shares tendered in Tender Offer. Details of shares marked as lien in the demat account of the shareholder shall be provided by the Depositories to Clearing Corporation. In case, the Shareholders demat account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository (“**Inter Depository**”), shares shall be blocked in the shareholders demat account at source depository during the Tendering Period. Inter Depository Tender Offer (“**IDT**”) instructions shall be initiated by the shareholders at source depository to Clearing Member/Clearing Corporation account at target Depository. Source Depository shall block the shareholder’s securities (i.e., transfers from free balance to blocked balance) and send IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
- 22.24.5. For orders placed with respect to dematerialized Equity Shares, by clearing members entities who have been allocated a custodian participant code by the Clearing Corporation (“**Custodian Participant**”), early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 22.24.6. Upon placing the bid, the Seller Broker shall provide a TRS generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed Tender Form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- 22.24.7. In case of Demat Shares, submission of Tender Form and TRS is not required. After the receipt of the Demat Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for Eligible Shareholders holding Demat Shares.**
- 22.24.8. Eligible Shareholders who have tendered their Demat Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case Demat Shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback at the address mentioned on the cover page of this Letter of Offer, within 2 (two) days of bidding by such Seller Broker and same should reach on or before the Buyback Closing Date i.e. Friday, September 13, 2024 (by 5:00 p.m.). The envelope should be super scribed as “**Nucleus Software Exports Limited Buyback 2024**”. In the event of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the stock

exchange bidding system, the Buyback shall be deemed to have been Accepted for such shareholders holding Demat Shares.

- 22.24.9. The Eligible Shareholders who have tendered their Demat Shares in the Buyback will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial Acceptance. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to Acceptance of Buyback of Equity Shares by the Company.
- 22.24.10. Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned/unblocked to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.

22.25. Procedure to be followed by Eligible Shareholders holding Physical Shares.

In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below.

- 22.25.1. Eligible Shareholders who are holding Physical Shares and intend to participate in the Buyback will be required to approach their respective Seller Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include (i) the Tender Form duly signed by all Eligible Shareholders (in case Physical Shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e., by all registered shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN card(s) of all Eligible Shareholders, (v) any other relevant documents such as, but not limited to, power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- 22.25.2. Based on the documents as mentioned in paragraph 22.25.1 herein above, the concerned Seller Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the Acquisition Window of BSE. Upon placing the bid, the Seller Broker shall provide

a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.

- 22.25.3. Any Seller Broker /Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned in paragraph 22.25.1) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e., (at the address mentioned at paragraph 29) on or before the Buyback Closing Date i.e. Friday, September 03, 2024 (by 5:00 p.m.). The envelope should be super scribed as “**Nucleus Software Exports Limited Buyback 2024**”. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Broker in case of hand delivery.
- 22.25.4. The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, NSE shall display such bids as ‘unconfirmed physical bids. Once Registrar to the Buyback confirms the bids, they will be treated as ‘confirmed bids.
- 22.25.5. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company’s equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company/Registrar of the Company;
- 22.25.6. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the Tendering Period of the Buyback.

22.26. Additional requirements in respect of tenders by the Non-Resident Shareholders:

- 22.26.1. While tendering their Equity Shares under the Buyback, all Eligible Shareholders being Non-Resident Shareholders (excluding FIIs) shall provide relevant confirmations/ declarations vide the duly filled-in and signed (by all shareholders in case the Equity Shares are held in joint names) Tender Forms (including a copy of the permission received from RBI wherever applicable). In the event relevant confirmations / declarations are not provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.

- 22.26.2. Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.
- 22.26.3. In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorized dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g., NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares Accepted in the Buyback.
- 22.26.4. Those shareholders who have not received the Letter of Offer and the Tender Form dispatched by electronic means via email or by physical form (if requested), as the case may be, can send a letter to the Registrar to the Buyback requesting for a copy of the Letter of Offer and the Tender Form physically or by an email. Alternatively, the shareholders can browse to the portal at www.kfintech.com and download the Letter of Offer and the Tender Form available and may also check for their entitlement by entering information like Folio No., / DP ID and Client ID, PAN, and such other credentials as may be required for validating the request at the portal.

22.27. If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

22.28. Acceptance of Orders:

The Registrar to the Buyback shall provide details of order Acceptance to the Clearing Corporation within specified timelines.

22.29. Method of Settlement:

Upon finalization of the basis of Acceptance as per SEBI Buyback Regulations:

- a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time and in compliance with the SEBI Circulars.
- b) The Company will transfer funds pertaining to the Buyback to the Company Broker on or before the pay-in date for Settlement, who will then transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlements of fund obligation for Demat Shares shall be affected as per the SEBI Circulars and as prescribed by NSE and the Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds pay-out in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Seller Broker (s) as per secondary market pay-out mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/ bank(s), due to any

reasons, then the amount payable to the concerned shareholders will be transferred to the Seller Broker for onward transfer to such shareholders.

- c) In the case of Inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from Target Depository. Further, release of IDT message shall be sent by target Depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target Depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of Tendering Period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target Depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- d) Details in respect of shareholder's entitlement for Tender Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On Settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- e) The Demat Shares bought back would be transferred directly to the Company Demat Escrow Account (as defined hereinafter) provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of NSE. The Equity Shares bought back in the demat form would be transferred to the special demat account of the Company ("**Demat Escrow Account**") opened for the Buyback.
- f) The Eligible Shareholders of the Demat Shares will have to ensure that they keep their DP account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.
- g) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any excess Physical Shares pursuant to proportionate Acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback.
- h) In relation to the physical Equity Shares:
 - i. If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares;
 - ii. If, however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("**LOC**") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the

Buyback. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent (“RTA”). The RTA shall retain the original share certificate and deface the certificate with a stamp “Letter of Confirmation Issued” on the face/ reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.

- i) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Broker’s settlement accounts for releasing the same to such shareholder’s account. For this purpose, the client type details would be collected from the Depositories, whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.
- j) For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member’s settlement accounts for releasing the same to the respective Eligible Shareholder’s account.
- k) The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company’s Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- l) Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- m) The Equity Shares bought back in the demat form would be transferred to the special demat account of the Company (“**Company Demat Escrow Account**”) opened for the Buyback.
- n) Participation in the Buy-back by shareholders will trigger tax on distributed income to shareholders (hereinafter referred to as “**Buyback Tax**”) in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in the hands of shareholders in their country of residence, if outside India. The transaction of Buy-back would also be chargeable to securities transaction tax in India. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buy-back.
- o) The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

A. Special Account opened with the Clearing Corporation

The details of transfer of the Demat Shares to the special account of the Clearing Corporation under which the Equity Shares are to be transferred in the account of the Clearing Corporation by trading members or custodians shall be informed in the issue opening circular that will be issued by the NSE or the Clearing Corporation.

B. Rejection Criteria

The Equity Shares tendered by Eligible Shareholders holding Demat Shares would be liable to be rejected on the following grounds:

- i. the Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- ii. in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Physical Shares as on the Record Date and have placed their bid in demat form; or
- iii. if there is a name mismatch in the demat account of the Eligible Shareholder and PAN; or
- iv. where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds, if:

- i. the Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- ii. if there is a name mismatch in the share certificate of the Shareholder; or
- iii. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar to the Buyback on or before Friday, September 13, 2024 (by 5:00 p.m.); or
- iv. If the share certificate of the Company is not enclosed with the Tender Form; or
- v. If there is any other company's share certificate/invalid certificate enclosed with the Tender Form instead of the share certificate of the Company; or
- vi. If the transfer/ transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- vii. If the Eligible Shareholders bid the Equity Shares but the Registrar to the Buyback does not receive the physical Equity Share certificate; or
- viii. In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar to the Buyback; or
- ix. Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or
- x. If the PAN cards (self-attested) of the Shareholder and all the joint holders, are not submitted with the form; or
- xi. If the Eligible Shareholder has made a duplicate bid.

Non-resident shareholders

All non-resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the non-resident Shareholder should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Shareholder from the appropriate account as specified by RBI in its approval. In case the non-resident Shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid shares accepted under the Buy-back. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.

23. NOTE ON TAXATION

The text of the report dated September 03, 2024 of SPMG & Co., Chartered Accountants, of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

**The Board of Directors,
Nucleus Software Exports Limited
33-35, Thyagraj Nagar Market,
New Delhi – 110003, India**

Subject : Note on Taxation for the proposed buyback of Equity Shares on a proportionate basis (the “Buyback”) of Nucleus Software Exports Limited (the “Company”), from the Eligible Shareholders by way of a tender offer process through the stock exchange mechanism.

Dear Sir/Ma’am,

With reference to the captioned subject, given below is a broad summarization of the applicable sections of the Income Tax Act, 1961 and relevant rules made there under relating to treatment of income-tax in case of buyback of listed equity shares on the stock exchange, which shall form part of the disclosure in the Letter of Offer or any other document in relation to the Buyback of the Company.

1. GENERAL

The Indian tax year runs from 1 April to 31 March of subsequent year. The basis of charge of Indian income tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961 (“**Income Tax Act**” or “**ITA**”).

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. Vide Finance Act, 2020, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income or income from business or professional controlled in India.

In case of shares of a Company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally, the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Agreement ("DTAA") as modified by the Multilateral Instrument ("MLI"), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is tax resident. The above benefit may be available subject to satisfaction of the relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non applicability of General Anti-Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under the ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

The summary of tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

2. CLASSIFICATION OF SHAREHOLDERS

Section 6 of the Income Tax Act determines the residential status of an assessee. Accordingly, shareholders can be classified broadly into categories as mentioned below:

- a) Resident Shareholders being:
 - i. Individuals, Hindu Undivided Family ("HUF"), Association of Persons ("AOP") and Body of Individuals ("BOI"), Firm, Limited Liability Partnership ("LLP")
 - ii. Others (corporate bodies):
 - Company
 - Other than Company
- b) Deemed Resident Shareholder – an individual being a citizen of India who is not liable to tax in any other country or territory because of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding ₹15 lakh during the tax year.
- c) Non-Resident Shareholders being:
 - i. Non-Resident Indians ("NRIs")
 - ii. Foreign Institutional Investors ("FIIs") / Foreign Portfolio Investors ("FPIs")
 - iii. Others:

- Foreign Company
- Foreign non-corporate shareholders

3. INCOME TAX PROVISIONS IN RESPECT OF BUYBACK OF EQUITY SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE

- a) Section 115QA of the Income Tax Act provides for the levy of additional Income-tax at the rate of twenty per cent (excluding surcharge and Health and Education cess, as applicable) on any amount of distributed income by the company on buy-back of shares from a shareholder. Distributed Income is defined under section 115QA to include consideration paid by the company on buy-back of shares as reduced by the amount which was received by the company on issue of such shares, determined in the manner specified in Rule 40BB.
- b) The tax on the distributed income by the company shall be treated as the final payment of tax in respect of the said income and no further credit therefor shall be claimed by the company or by any other person in respect of the amount of tax so paid.
- c) No deduction under any other provision of this Act shall be allowed to the company or a shareholder in respect of the income which has been charged to tax.
- d) Pursuant to Section 10(34A) of the Income Tax Act, any income arising in the hands of shareholders on account of buy-back of shares as referred to in section 115QA has been exempted from tax.
- e) The consequential income will be exempted in the hands of the shareholder irrespective of the class/residential status of the shareholder and purpose for which shares are held (i.e., as “Investments” or “Stock in Trade”) under sub-clause (34A) of Section 10 of ITA. In case of Non-resident Shareholders, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such non-resident shareholder to be claimed in the country of residence in respect of the Buy-back tax paid by the company in view of Sec 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

Thus, the tax implications to the following categories of shareholders are as under:

a. Resident Shareholders or Deemed Resident Shareholders

Income arising to the shareholder on account of buy-back of equity shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the section 10(34A) of the Income Tax Act with effect from July 5, 2019 (as amended).

b. Non-Resident Shareholders

While the income arising to the shareholder on account of Buy-back of Equity Shares as referred to in section 115QA of the Income Tax Act is exempt from tax under the provisions of the section 10(34A) with effect from July 5, 2019 (as amended) in the hands of a Non-resident as well, the same may be subject to tax in the shareholder as per the provisions of the tax laws of country of residence. The credit of tax may or may not be allowed to such non-resident shareholder to be claimed in the country of residence in respect of the buy-back tax

paid by the company in view of subsection (4) and (5) of Section 115QA of the Income Tax Act. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit in their home country.

Since Section 115QA overrules the entire Income Tax Act, the provisions of Section 46A i.e. capital gain on purchase by a company of its own shares or securities, shall not apply in respect of Buy-back of Equity Shares.

Tax Deducted at Source:

In absence of any specific provisions under the current Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the Buyback.

Securities Transaction Tax:

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax at 0.1% of the value of the transaction will be applicable.

Caveat:

The summary of the tax considerations as above is based on the current provisions of the tax laws of India and the regulations thereunder, the judicial and the administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. any such changes could have different tax implications.

In view of the specific nature of tax consequences, shareholders who are not tax residents of India are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State tax law and provisions of DTAA where applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein.

Yours Faithfully,

For SPMG & COMPANY

Chartered Accountants

Sd/-

(VINOD GUPTA)

Partner/FCA

M.No. 090687

Firm Reg. No. 509249C

Date: 03.09.2024

Place: New Delhi

Unquote

24. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I to the SEBI Buyback Regulations:

- 24.1. The Board of Directors confirms that there are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loan or interest payable thereon to any shareholder or financial institution or banking company, as the case may be.
- 24.2. The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion:
- a) that immediately following the date of the Board Meeting i.e. Thursday, August 22, 2024 (“**Board Meeting Date**”) there will be no grounds on which the Company could be found unable to pay its debts;
 - b) as regards the Company’s prospects for the year immediately following the Board Meeting Date approving the Buy-back, and having regard to the Board’s intention with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will, in the Board’s view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting;
 - c) in forming its opinion for the above purpose, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities); and
 - d) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall be less than or equal to 2:1 of its paid-up capital and free reserves based on the standalone and consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount, as prescribed under the Companies Act and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting held on Thursday, August 22, 2024.

For and on behalf of the Board of Directors of Nucleus Software Exports Limited

Sd/ Vishnu R Dusad	Sd/ Parag Bhise	Sd/	Sd/ Poonam Bhasin
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Managing Director (DIN: 00008412)	Executive Director & CEO (DIN: 08719754)	Surya Prakash Kanodia Chief Financial Officer	CS & Compliance Officer (Membership No.: A10865)
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25. REPORT BY THE COMPANY'S STATUTORY AUDITOR ON PERMISSIBLE CAPITAL PAYMENT

Quote

To

The Board of Directors

Nucleus Software Exports Limited

33-35, Thyagraj Nagar Market

New Delhi – 110003, India

Dear Sirs,

Subject: Statutory Auditor's Report in respect of proposed buyback of equity shares by Nucleus Software Exports Limited ("the Company") in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended ("Buyback Regulations")

1. This Report is issued in accordance with the terms of our engagement letter dated August 14, 2024.
2. The Board of Directors of Nucleus Software Exports Limited ("the Company") have approved a proposal for buy-back of equity shares by the Company at its meeting held on August 22, 2024 in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and the Buyback Regulations.
3. We have been requested by the Management of the Company to provide a Report on the accompanying Statement of Permissible Capital Payment (including premium) as at March 31, 2024 (hereinafter referred to as the "Statement") prepared by the management of the Company, which we have initialed for identification purpose only.

Management's Responsibility for the Statement

4. The preparation of the Statement in accordance with the Section 68(2)(c) of the Act, Regulations 4(i) of the Buyback Regulations and in compliance with Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment (including premium), the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditors' Responsibility

5. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide reasonable assurance whether:
 - i. we have inquired into the state of affairs of the Company in relation to its audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended March 31, 2024;
 - ii. the amount of the permissible capital payment as stated in the Statement for the proposed buyback of equity shares, has been properly determined considering the audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended March 31, 2024, in accordance with Section 68 of the Act, Regulation 4 of the Buyback Regulations; and
 - iii. the Board of Directors of the Company, in their meeting held on August 22, 2024, have formed the opinion as specified in clause (x) of Schedule I of the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from aforesaid date.

6. A reasonable assurance engagement involves performing procedures to obtain sufficient and appropriate audit evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:
 - i. Obtained the Board resolution from the management of the Company dated August 22, 2024 in which Board of Directors of the Company approved the Buy-back of equity shares and examined minutes of the meeting;
 - ii. Obtained the Statement of Permissible Capital Payment from the management of the Company and examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with Section 68(2)(c) of the Act;
 - iii. Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2024;
 - iv. Examined authorization for buy-back from the Articles of Association of the Company;
 - v. Agreed the balance of the Statement of Profit and Loss and General Reserve as at March 31, 2024 as disclosed in the Statement with the audited financial statements;
 - vi. Examined that all the shares for buy-back are fully paid-up;
 - vii. Inquired if the Board of Directors of the Company, in its meeting held on August 22, 2024 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting;

 - viii. Examined the Directors' declarations for the purpose of buy-back and solvency of the Company;
 - ix. Verified the arithmetical accuracy of the Statement; and
 - x. Obtained appropriate representations from the management of the Company.

7. The audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended March 31, 2024 referred to in paragraph 5 above, have been audited by us, on which we have issued an unmodified opinion vide our report dated May 23, 2024. We conducted our examination of the Standalone Financial Statements and audited Consolidated Financial Statements in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (“ICAI”). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements.
8. We conducted our examination of the Statement in accordance with the Guidance note on Audit Reports and Certificates for Special Purpose (Revised 2016), issued by the ICAI (“Guidance Note”) and standards of auditing specified under section 143(10) of the Act, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

Opinion

10. Based on enquiries conducted and our examination as above, we report that:
 - i. We have enquired into the state of affairs of the Company in relation to its audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended March 31, 2024 which has been approved by the Board of Directors of the Company on May 23, 2024.
 - ii. The amount of permissible capital payment (including premium) towards proposed buy back of equity shares as computed in the Statement, in our view has been properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations. The amount of share capital and free reserves have been extracted from the audited Standalone and Consolidated Financial Statements of the Company as at and for the year ended March 31, 2024.
 - iii. The Board of Directors of the Company, in their meeting held on August 22, 2024 have formed their opinion as specified in clause (x) of Schedule I of the Buyback Regulations, on reasonable grounds and that the Company having regards to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated August 22, 2024.

Restriction on Use

11. This Report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations,

(ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer and letter of offer pertaining to buyback to be sent to the shareholders of the Company or filed with the (a) Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) limited, National Securities Depository Limited and (iii) for providing to the Manager to the proposed buyback offer, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.

For ASA & Associates LLP

Chartered Accountants

Firm Registration No. 009571N/N500006

Sd/-

Nitin Gupta

Partner

Membership No. 122499

UDIN: 24122499BKJRTG4880

Place: New Delhi

Date: August 22, 2024

Statement of permissible capital payment (including premium) as at March 31, 2024

Particulars as on March 31, 2024	Amount (Rs. In Lakhs)	
	Standalone Amount	Consolidated Amount
Paid-up Equity share capital (A) (equity shares of face value of Rs. 10 each)	2,677	2,677
Free Reserves		
Retained earnings (B)	70,409	72,947
Total Paid up capital and free reserves (C=A+B above)	73,086	75,624
The amount of Maximum Permissible Capital Payment towards the Buyback being lower of;		
Maximum amount permissible for buyback under Section 68 (2) of the Companies Act, 2013 and Regulation 4 of the Buyback Regulations (i.e. up to 25% of the total paid up capital and free reserves, lower of standalone and consolidated financial statements)		18,272
Maximum amount permissible for buyback under Section 68 (2) of the Companies Act, 2013 and Regulation 4 of the Buyback Regulations (i.e. up to 10% of the total paid up capital and free reserves, lower of standalone and consolidated financial statements)		7,309

Amount proposed by Board Resolution dated August 22, 2024 approving the Buyback, based on the Audited Standalone Financial Statements as at and for the year ended March 31, 2024	7,235
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Notes:

1. The aforesaid balances have been extracted accurately from the audited Standalone Financial Statements and Consolidated Financial Statements as at and for the year ended March 31, 2024 and secretarial records of the Company.
2. The free reserves considered above is in accordance with section 2(43) of the Act and Explanation II to Section 68 of the Act.
3. The aforesaid Statement has been prepared in connection with the proposed buyback of up to 4,48,018 equity shares at a price of Rs. 1,615/- per share aggregating up to Rs. 72,35,49,768 The shares proposed for buyback have been determined in accordance with the provisions of the Companies Act, 2013 including Section 68 and Regulation 4 to the Buyback Regulations.
4. The Board of Directors have in their meeting dated August 22, 2024 formed opinion that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.

For and on behalf of the **Nucleus Software Exports Limited**

Sd/-
Surya Prakash Kanodia
Chief Financial Officer

Sd/-
Vishnu R Dusad
Managing Director

Place: Noida
Date: August 22, 2024

Place: Noida
Date: August 22, 2024

Unquote

26. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at 33 35, Thyagraj Nagar Market, New Delhi – 110003, India between 10:00 a.m. and 5.00 p.m. on all Working Days, except Saturday, Sunday and public holidays during the Tendering Period:

1. Copy of the certificate of incorporation;
2. Memorandum and Articles of Association of the Company;
3. Copy of the audited standalone and consolidated financial statements of the Company for the fiscal years ended March 31, 2024, March 31, 2023 and March 31, 2022;
4. Copy of the annual reports for the fiscal years ended March 31, 2023, March 31, 2022 and March 31, 2021;

5. Copy of the resolution passed by the Board of Directors at the meeting held on Thursday, August 22, 2024 approving the proposal for Buyback;
6. Copy of Report dated August 22, 2024, received from ASA & Associates LLP, Chartered Accountants, the Statutory Auditor of the Company, in terms of clause (xi) of Schedule I of the SEBI Buyback Regulations;
7. Copy of declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under Section 68(6) of the Companies Act;
8. Copy of the Escrow Agreement dated August 22, 2024 amongst the Company, the Escrow Bank and the Manager to the Buyback;
9. Certificate from the Chartered Accountant SPMG & Company certifying that the Company has adequate funds for undertaking the Buyback dated August 23, 2024.
10. Copy of Public Announcement for Buyback dated August 23, 2024, published in newspapers on Monday, August 26, 2024 regarding Buyback of the Equity Shares; and
11. Opinion dated September 03, 2024 obtained by the Company from SPMG & Company, Chartered Accountants, on taxation.

27. DETAILS OF COMPANY SECRETARY AND COMPLIANCE OFFICER

The Company has appointed Ms. Poonam Bhasin, Company Secretary as the compliance officer for the purpose of the Buyback (“**Compliance Officer**”). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, on any day except Saturday, Sunday and public holidays during office hours i.e., 10:00 a.m. to 5:00 p.m.:

Details of the Compliance Officer:

Name: Ms. Poonam Bhasin

Designation: Company Secretary & Compliance Officer

Membership No.: A10865

Address: A 39, Sector 62, Noida, Uttar Pradesh - 201307

Tel. No.: 120 4031400

Email: investorrelations@nucleussoftware.com

Website: www.nucleussoftware.com

Corporate Identification Number: L74899DL1989PLC034594

28. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

- a) In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Company Secretary and Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.
- b) If the Company makes any default in complying with requirements under the Companies Act including the rules thereunder, the Company or any officer of the Company who is in default shall be liable in terms of the Act.

c) The address of the concerned office of the RoC is as follows:

Registrar of Companies, Delhi

Address: 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019

Phone: +011-26235703, 26235708

Email: roc.delhi@mca.gov.in

29. DETAILS OF THE INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, from Monday to Friday between 10:00 am to 5:00 pm on all working days except public holidays at the following address:



KFin Technologies Limited

Address: Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi – 500 032, Telangana, India

Tel. No.: +91 40 6716 2222/18003094001

Email: nse.buyback@kfintech.com

Investor Grievance ID: einward.ris@kfintech.com

Website: www.kfintech.com

Contact Person: M. Murali Krishna

SEBI Registration No.: INR000000221

Validity: Permanent

CIN: L72400TG2017PLC117649

30. DETAILS OF THE MANAGER TO THE BUYBACK



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

Address: D-28, South Extension Part-1, New Delhi-110049, India

Phone: 011- 40622230/40622251/40622209;

Email: mb@indiacp.com

Website: www.corporateprofessionals.com

Investor grievance e-mail: mb@indiacp.com

Contact person: Ms. Anjali Aggarwal

SEBI Registration No.: INM000011435

CIN: U74899DL2000PTC104508

31. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

In terms of Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors accepts full responsibility for all the information contained in this Letter of Offer and confirms that it contains true, factual and material information and does not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Buyback Committee on Wednesday, September 04, 2024.

For and on behalf of the Board of Nucleus Software Exports Limited			
Sd/ Vishnu R Dusad Managing Director (DIN:00008412)	Sd/ Parag Bhise Executive Director & CEO (DIN: 08719754)	Sd/ Surya Prakash Kanodia Chief Financial Officer	Sd/ Poonam Bhasin CS & Compliance Officer (Membership No.: A10865)

Date: September 04, 2024

Place: Noida

32. TENDER FORMS

- 32.1. Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form).
- 32.2. Tender Form (for Eligible Shareholders holding Equity Shares in physical form).
- 32.3. Form No. SH-4 – Securities Transfer Form