

EXTRACT OF ANNUAL RETURN FORM - MGT 9

As on the financial year ended on 31st March 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:	
(i) CIN	L74899DL1989PLC034594
(ii) Registration Date	January 9, 1989
(iii) Name of the Company	Nucleus Software Exports Limited
(iv) Category / Sub-Category of the Company	Category - Public Limited Company / Company Limited by Shares Sub-Category – Indian Non- Government Company
(v) Address of the Registered office and contact details	33- 35, Thyagraj Market, New Delhi – 110003 Tel :- 011 – 24627552
(vi) Whether listed company Yes / No	Yes
(vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computer Share Pvt. Ltd. Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India Tel: 040-23420815-18 Fax: 040-23420814, mailmanager@karvy.com
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	
All the business activities contributing 10 % or more of the total turnover of the company shall be stated	As per Annexure I 1
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II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Products	620	94%
2	Projects & Services	620	06%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Nucleus Software Limited 33-35, Thyagraj Market, New Delhi – 110003	U74120DL2008PLC176975	Subsidiary	100%	2(87) (ii)
2	Virstra i-Technology Services Limited 33-35, Thyagraj Market, New Delhi – 110003	U72200DL2004PLC126213	Subsidiary	100%	2(87) (ii)
3	Nucleus Software Solutions Pte. Ltd. 300, Tampines Avenue-5 # 04-06, Tampines Junction, Singapore-529653	N. A	Subsidiary	100%	2(87) (ii)
4	Nucleus Software Japan Kabushiki Kaisha Mitsubishi Building 11F, 5-2 Marunouchi, 2 Chome Chiyoda Ku Tokyo 100-0005 Japan	N. A	Subsidiary	100%	2(87) (ii)
5	Nucleus Software Inc. 505, Thornall State, Suite 401, Edison, NJ 08837 USA	N. A	Subsidiary	100%	2(87) (ii)
6	Nucleus Software Netherlands B.V. Cuserstraat 93, Floor 2 and 3, Amsterdam, 1081 CN. Netherlands	N. A	Subsidiary	100%	2(87) (ii)
7	Nucleus Software Australia Pty. Ltd. Suite 4, 96-98 Wigram Street Harris Park, NSW 2150, Australia	N. A	Subsidiary	100%	2(87) (ii)
8	Nucleus Software South Africa (Pty) Ltd. 28, Fort Street, BIRNAM, Gauteng 2196, Johannesburg	N. A	Subsidiary	100%	2(87) (ii)
9	Avon Mobility Solutions Private Limited No:07, M V Naidu Street, Ground and First Floor, Chetpet, Chennai-600031	U72900TN2007PTC063505	Subsidiary	96%	2(87) (ii)

IV SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholder	No. of shares held at the beginning of the year (as on April 1, 2017)				No. of shares held at the end of the year (as on March 31, 2018)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A) PROMOTER AND PROMOTER GROUP									
(1) INDIAN									
(a) Individual /HUF	7,633,984	-	7,633,984	23.57	7,629,984	-	7,629,984	26.27	2.70
(b) Central Government/State Government(s)	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	11,997,882	-	11,997,882	37.05	11,997,882	-	11,997,882	41.31	4.26
(d) Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(e) Others	-	-	-	-	-	-	-	-	-
Sub-Total A(1):	19,631,866	-	19,631,866	60.62	19,627,866	-	19,627,866	67.59	6.96
(2) FOREIGN									
(a) Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	-
(b) Bodies Corporate	-	-	-	-	-	-	-	-	-
(c) Institutions	-	-	-	-	-	-	-	-	-
(d) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(e) Others	-	-	-	-	-	-	-	-	-
Sub-Total A(2):	-	-	-	-	-	-	-	-	-
Total A=A(1)+A(2)	19,631,866	-	19,631,866	60.62	19,627,866	-	19,627,866	67.59	6.96
(B) PUBLIC SHAREHOLDING									
(1) INSTITUTIONS									
(a) Mutual Funds /UTI	407,507	1,000	408,507	1.26	369,241	-	369,241	1.27	0.01
(b) Financial Institutions /Banks	44,375	-	44,375	0.14	4,619	-	4,619	0.02	(0.12)
(c) Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
(d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e) Insurance Companies	-	-	-	-	-	-	-	-	-
(f) Foreign Institutional Investors	2,750,689	-	2,750,689	8.49	2,680,355	-	2,680,355	9.23	0.74
(g) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(i) Others	-	-	-	-	-	-	-	-	-
Sub-Total B(1):	3,202,571	1,000	3,203,571	9.89	3,054,215	-	3,054,215	10.52	0.62
(2) NON-INSTITUTIONS									
(a) Bodies Corporate	872,440	1,400	873,840	2.70	594,109	1,000	595,109	2.05	(0.65)
(b) Individuals									
(i) Individuals holding nominal share capital upto ₹ 1 lakh	4,839,811	111,359	4,951,170	15.29	3,382,622	78,883	3,461,505	11.92	(3.37)
(ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	2,946,022	12,000	2,958,022	9.13	1,665,577	-	1,665,577	5.74	(3.40)
(c) Others									
CLEARING MEMBERS	91,134	-	91,134	0.28	29,639	-	29,639	0.10	(0.08)
IEPF	-	-	-	-	47,450	-	47,450	0.16	0.16
NON RESIDENT INDIANS	595,118	8,000	603,118	1.86	490,115	-	490,115	1.69	(0.17)
NRI NON-REPATRIATION	67,143	-	67,143	0.21	69,048	-	69,048	0.24	0.03
TRUSTS	3,850	-	3,850	0.01	200	-	200	0.00	(0.01)
(d) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Sub-Total B(2):	9,415,518	132,759	9,548,277	29.48	6,278,760	79,883	6,358,643	21.90	(7.59)
Total B=B(1)+B(2) :	12,618,089	133,759	12,751,848	39.38	9,332,975	79,883	9,412,858	32.41	(6.96)
Total (A+B) :	32,249,955	133,759	32,383,714	100.00	28,960,841	79,883	29,040,724	100.00	0
(C) Shares held by custodians, against which Depository Receipts have been issued									
(1) Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
(2) Public	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B+C):	32,249,955	133,759	32,383,714	100.00	28,960,841	79,883	29,040,724	100.00	

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2017)			Shareholding at the end of the year (as on March 31, 2018)			
		No. of Shares	% of total Shares	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares	% of Shares Pledged / encumbered to total Shares	% change in shareholding during the year
1	KARMAYOGI HOLDINGS PRIVATE LTD	9,000,000	27.79	-	9,000,000	30.99	-	-
2	MADHU DUSAD	3,066,248	9.47	-	3,066,248	10.56	-	-
3	VISHNU DUSAD	1,603,492	4.95	-	1,603,492	5.52	-	-
4	RITIKA DUSAD	1,000,000	3.09	-	1,000,000	3.44	-	-
5	KRITIKA DUSAD	1,000,000	3.09	-	1,000,000	3.44	-	-
6	YOGESH ANDLAY	863,534	2.67	-	863,534	2.97	-	-
7	NUCLEUS SOFTWARE ENGINEERS PVT LTD	2,385,882	7.37	-	2,385,882	8.22	-	-
8	NUCLEUS SOFTWARE WORKSHOP PRIVATE LIMITED	600,000	1.85	-	600,000	2.07	-	-
9	NAVEEN KUMAR	72,952	0.23	-	72,952	0.25	-	-
10	SUMAN MATHUR	27,758	0.09	-	23,758	0.08	-	-0.01%
11	CARD SYSTEMS PRIVATE LIMITED	12,000	0.04	-	12,000	0.04	-	-

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iii. Change in Promoters' Shareholding

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year, as on April 01, 2017/end of the year March 31, 2018			Increase /Decrease in share holding		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the Company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the Company
1	Karmayogi Holdings Private Ltd	9,000,000	27.79	01-04-2017				
		9,000,000	30.99	31-03-2018	-	Nil movement	9,000,000	30.99
2	Nucleus Software Engineers Pvt Ltd	2,385,882	7.37	01-04-2017				
		2,385,882	8.22	31-03-2018	-	Nil movement	2,385,882	8.22
3	Madhu Dusad	3,066,248	9.47	01-04-2017				
		3,066,248	10.56	31-03-2018	-	Nil movement	3,066,248	10.56
4	Vishnu R Dusad	1,603,492	4.95	01-04-2017				
		1,603,492	5.52	31-03-2018	-	Nil movement	1,603,492	5.52
5	Ritika Dusad	1,000,000	3.09	01-04-2017				
		1,000,000	3.44	31-03-2018	-	Nil movement	1,000,000	3.44
6	Kritika Dusad	1,000,000	3.09	01-04-2017				
		1,000,000	3.44	31-03-2018	-	Nil movement	1,000,000	3.44
7	Yogesh Andlay	863,534	2.67	01-04-2017				
		863,534	2.97	31-03-2018	-	Nil movement	863,534	2.97
8	Nucleus Software Workshop Private Limited	600,000	1.85	01-04-2017				
		600,000	2.07	31-03-2018	-	Nil movement	600,000	2.07
9	Naveen Kumar	72,952	0.23	01-04-2017				
		72,952	0.25	31-03-2018	-	Nil movement	72,952	0.25
10	Suman Mathur	27,758	0.09	01-04-2017				
		27,758	0.08	31-03-2018	-4,000	Sale	23,758	0.08
11	Card Systems Private Limited	12,000	0.04	01-04-2017				
		12,000	0.04	31-03-2018	-	Nil movement	12,000	0.04

iv. Shareholding Pattern of top ten Shareholders

(other than Directors, Promoters and Holders of GDR and ADR):

Sl No	Name of the Share Holder	Shareholding at the beginning of the year, as on April 01, 2017/end of the year March 31, 2018			Increase/Decrease in Shareholders		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	Date	No. of shares	Reason	No of Shares	% of total shares of the Company
1	FIDELITY PURITAN TRUST-FIDELITY LOW-PRICED STOCK F	2,200,000	6.79	31/03/2017			2,200,000	6.79
				08/09/2017	-1,117,871	Sale	1,082,129	3.34
				12/01/2018	-27,524	Sale	1,054,605	3.63
				19/01/2018	-13,062	Sale	1,041,543	3.59
				26/01/2018	-41,543	Sale	1,000,000	3.44
				02/02/2018	-29,302	Sale	970,698	3.34
				09/02/2018	-70,698	Sale	900,000	3.10
				31/03/2018			884,399	3.05
2	ARUN JAIN	625,124	1.93	31/03/2017			625,124	1.93
				08/09/2017	-214,725	Sale	410,399	1.27
				31/03/2018			410,399	1.41
3	ICICI PRUDENTIAL TECHNOLOGY FUND	407,507	1.26	31/03/2017			407,507	1.26
				08/09/2017	-38,266	Sale	369,241	1.14
				31/03/2018			369,241	1.27
4	DHANANJAYA DVIVEDI	312,000	0.96	31/03/2017			312,000	0.96
				08/09/2017	-29,297	Sale	282,703	0.87
				31/03/2018			282,703	0.97
5	B N NAGAMANI	210,000	0.65	31/03/2017			210,000	0.65
				08/09/2017	-28,990	Sale	181,010	0.56
				31/03/2018			181,010	0.62
6	PRAKASH PURUSHOTTAM PAI	190,521	0.59	31/03/2017			190,521	0.59
				28/04/2017	1,200	Purchase	191,721	0.59
				28/04/2017	-1,364	Sale	190,357	0.59
				02/06/2017	-2,259	Sale	188,098	0.58
				16/06/2017	-7,059	Sale	181,039	0.56
				23/06/2017	-50,399	Sale	130,640	0.40
				30/06/2017	-1,598	Sale	129,042	0.40
				07/07/2017	-21,927	Sale	107,115	0.33
				14/07/2017	-6,000	Sale	101,115	0.31
				08/09/2017	-52,192	Sale	48,923	0.15
				31/03/2018			48,923	0.17
				31/03/2017			175,092	0.54
				12/05/2017	-2,500	Sale	172,592	0.53
7	ARUN SHEKHAR ARAN	175,092	0.54	02/06/2017	-2,500	Sale	170,092	0.53
				09/06/2017	-5,000	Sale	165,092	0.51
				30/06/2017	-7,500	Sale	157,592	0.49
				08/09/2017	-35,461	Sale	122,131	0.38
				22/12/2017	-2,000	Sale	120,131	0.41
				31/03/2018			120,131	0.41

Sl No	Name of the Share Holder	Shareholding at the beginning of the year, as on April 01, 2017/end of the year March 31, 2018			Increase/Decrease in Shareholders		Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the Company	Date	No. of shares	Reason	No of Shares	% of total shares of the Company
8	VINITA ARAN	166,456	0.51	31/03/2017			166,456	0.51
				09/06/2017	-3,916	Sale	162,540	0.50
				30/06/2017	-8,734	Sale	153,806	0.47
				08/09/2017	-35,269	Sale	118,537	0.37
				31/03/2018			118,537	0.41
9	HIRZEL CAPITAL MASTER FUND, L.P.	157,377	0.49	31/03/2017			157,377	0.49
				07/04/2017	2,000	Purchase	159,377	0.49
				21/04/2017	30,000	Purchase	189,377	0.58
				28/04/2017	57,905	Purchase	247,282	0.76
				05/05/2017	20,725	Purchase	268,007	0.83
				02/06/2017	138	Purchase	268,145	0.83
				16/06/2017	6,037	Purchase	274,182	0.85
				07/07/2017	23,079	Purchase	297,261	0.92
				14/07/2017	12,633	Purchase	309,894	0.96
				21/07/2017	22,312	Purchase	332,206	1.03
				08/09/2017	-139,318	Sale	192,888	0.60
				31/03/2018			207,294	0.71
							77,182	0.24
10	ACADIAN EMERGING MARKETS EQUITY II FUND LLC	77,182	0.24	31/03/2017			77,182	0.24
				05/05/2017	19,948	Purchase	97,130	0.30
				02/06/2017	-9,481	Sale	87,649	0.27
				16/06/2017	-6,110	Sale	81,539	0.25
				03/11/2017	9,531	Purchase	91,070	0.31
				17/11/2017	11,543	Purchase	102,613	0.35
				08/12/2017	8,216	Purchase	110,829	0.38
				22/12/2017	30,240	Purchase	141,069	0.49
				19/01/2018	6,467	Purchase	147,536	0.51
				31/03/2018			147,536	0.51

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year, as on April 01, 2017/end of the year March 31, 2018			Increase /Decrease in share holding		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the Company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the Company
A. Shareholding of Directors								
1	Vishnu R Dusad	1,603,492	4.95	01-04-2017	—	Nil movement	1,603,492	4.95
		1,603,492	5.52	31-03-2018			1,603,492	5.52
2	Ravi Pratap Singh	304,650	0.94	01-04-2017	—	Nil movement	304,650	0.94
		151,977	0.47	31-03-2018	-152,673	Sale	151,977	0.47
3	N Subramaniam	7,684	0.02	01-04-2017	—	Nil movement	7,684	0.02
		7,684	0.03	31-03-2018			7,684	0.03
4	Ritika Dusad	1,000,000	3.09	01-04-2017	—	Nil movement	1,000,000	3.09
		1,000,000	3.44	31-03-2018			1,000,000	3.44
B. Shareholding of Key Managerial Personnel								
1	Poonam Bhasin	10	—	01-04-2017	—	Nil Movement	10	—
		10	—	31-03-2018			10	

Note : During the year, the Company extinguished 3,343,000 equity shares consequent to the Buyback Offer in September 2017. Consequently, the paid-up share capital of the Company, as on March 31, 2018, is 29,040,724 equity shares of ₹ 10 each and above mentioned percentage shareholding as on March 31, 2018 is based on this new paid up capital.

The following Directors did not hold any shares during the FY 2017-18

1. Janki Ballabh
2. Prithvi Haldea
3. Elaine Mathias
4. S. M. Acharya
5. Prof. Trilochan Sastry

The following Key Managerial Personnel did not hold any shares during the FY 2017-18

1. Ashish Nanda

V. INDEBTEDNESS – Not Applicable

Indebtedness of the Company including interest outstanding/accrued but not due for payment

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in ₹)

Sl. no.	Particulars of Remuneration	Name of MD/WT/ Manager		Total Amount
		Vishnu R Dusad	R P Singh	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the	6,000,000	18,017,521	24,017,521
	(b) Income-tax Act, 1961	28,800	39,600	68,400
	(c) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	- others	Nil	Nil	Nil
5.	Others	Nil	Nil	Nil
	Employer's contribution to PF	360,000	897,935	1,257,935
	Total (A)	6,388,800	18,955,056	25,343,856

Ceiling as per the Act ₹ 71,932,000 (being 10% of the Net Profits of the Company calculated as per Section 198 of the Companies Act 2013)

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
		Janki Ballabh	Prithvi Haldea	S. M. Acharya	Elaine Mathias	Prof. Trilochan Sastry	N Subramanaiam	Ritika Dusad	
1.	Independent Directors								
	• Fee for attending board committee meetings	280,000	10,40,000	720,000	840,000	880,000	600,000		4,360,000
	• Commission*	632,030	1,077,995	1,077,995	1,077,995	1,077,995	1,077,995		6,022,005
	• Others, please specify	–	–	–	–	–	–		–
	Total (1)	912,030	2,117,995	1,797,995	1,917,995	1,957,995	1,677,995		10,382,005
2.	Other Non-Executive Directors								
	• Fee for attending board committee meetings	NA	NA	NA	NA	NA	NA	160,000	160,000
	• Commission	–	–	–	–	–	–	1,077,995	1,077,995
	• Others, please specify	–	–	–	–	–	–	–	–
	Total (2)	–	–	–	–	–	–	1,237,995	1,237,995
	Total (B) = (1 + 2)	912,030	2,117,995	1,797,995	1,917,995	1,957,995	1,677,995	1,237,995	11,620,000

Total Managerial Remuneration

*Overall Ceiling as per the Act ₹ 7,193,200 (being 1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act 2013)

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTB

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary (Poonam Bhasin)	CFO (Ashish Nanda)	
1.	Gross salary	NA			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		3,198,135	9,650,689	12,848,824
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		---	39,600	39,600
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		Nil	Nil	Nil
2.	Stock Option		Nil	Nil	Nil
3.	Sweat Equity				
4.	Commission				
	- as % of profit		Nil	Nil	Nil
	- others, specify...		Nil	Nil	Nil
5.	Others, please specify				
	Employer's contribution to PF		181,500	522,925	704,425
	Total		3,379,635	10,213,214	13,592,849

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: - Not Applicable

There were no PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES for the year ending March 31, 2018