

EXTRACT OF ANNUAL RETURN FORM - MGT 9As on the financial year ended on 31st March 2024*[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 Bombay Stock Exchange Limited (BSE) National Stock Exchange of India Limited (NSE)
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Limited Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India Tel: 040-23420815-18 Fax: 040-23420814 suresh.d@kfintech.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 H1
III.	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	As per Annexure H 2
IV.	SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)	
	i) Category-wise Share Holding	As per Annexure H 3

	ii)	Shareholding of Promoters	As per Annexure H 4
	iii)	Change in Promoters' Shareholding	As per Annexure H 5
	iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Annexure H 6
	v)	Shareholding of Directors and Key Managerial Personnel	As per Annexure H 7
V.	INDEBTEDNESS		
	Indebtedness of the Company including interest outstanding/accrued but not due for payment		As per Annexure H 8
VI.	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL		
	i)	Remuneration to Managing Director, Whole-time Directors and/or Manager:	As per Annexure H 9
	ii)	Remuneration to other Directors	As per Annexure H 10
	iii)	Remuneration to Key Managerial Personnel other than MD/Manager/WTM	As per Annexure H 11
VII.	PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES		As per Annexure H 12

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	62011	92%
2	Projects & Services	62011	8%

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)
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)

[illegible]

	Total B=B(1)+B(2) :	71,03,778	51,370	71,55,148	26.72	71,11,391	46,067	71,57,458	26.73	0.01
	otal (A+B) :	2,67,21,954	51,370	2,67,73,324	100.00	2,67,27,257	46,067	2,67,73,324	100.00	-
(C)	Shares held by custodians, against which									
	Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A+B+C) :	2,67,21,954	51,370	2,67,73,324	100	2,67,21,954	46,067	2,67,73,324	100	

Annexure H 4

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2023)			Shareholding at the end of the year (as on March 31,2024)			
		No. of Shares	% of total Shares	%of Shares Pledged / encumbe d 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	90,00,000	33.62	-	90,00,000	33.62	-	-
2	MADHU DUSAD	30,66,248	11.45	-	30,66,248	11.45	-	-
3	NUCLEUS SOFTWARE ENGINEERS PVT LTD	23,85,882	8.91	-	23,85,882	8.91	-	-
4	VISHNU DUSAD	16,03,492	5.99	-	16,03,492	5.99	-	-
5	RITIKA DUSAD	10,00,000	3.74	-	10,00,000	3.74	-	-
6	KRITIKA DUSAD	10,00,000	3.74	-	10,00,000	3.74	-	-
7	YOGESH ANDLAY	8,63,534	3.23	-	8,63,534	3.23	-	-
8	NUCLEUS SOFTWARE WORKSHOP PRIVATE LIMITED	6,00,000	2.24	-	6,00,000	2.24	-	-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2023)			Shareholding at the end of the year (as on March 31, 2024)			
		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
9	NAVEEN KUMAR	72,952	0.27	-	72,952	0.27	-	-
10	SUMAN MATHUR	23,758	0.09	-	23,758	0.09	-	-
11	CARD SYSTEMS PRIVATE LIMITED	2310	0.01	-	0	0	-	0.01

Annexure H 5

iii. Change in Promoters' Shareholding

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year, as on April 01, 2023/end of the year March 31, 2024	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	90,00,000	33.62	01/04/2023				
		90,00,000	33.62	31/03/2024	-	Nil movement	9,000,000	33.62
2	Nucleus Software Engineers Pvt Ltd	23,85,882	8.91	01/04/2023				
		23,85,882	8.91	31/03/2024	-	Nil movement	23,85,882	8.91
3	Madhu Dusad	30,66,248	11.45	01/04/2023				
		30,66,248	11.45	31/03/2024	-	Nil movement	30,66,248	11.45
4	Vishnu R Dusad	16,03,492	5.99	01/04/2023				
		16,03,492	5.99	31/03/2024	-	Nil movement	16,03,492	5.99
5	Ritika Dusad	10,00,000	3.74	01/04/2023				
		10,00,000	3.74	31/03/2024	-	Nil movement	10,00,000	3.74
6	Kritika Dusad	10,00,000	3.74	01/04/2023				

		10,00,000	3.74	31/03/2024	-	Nil movement	10,00,000	3.74
7	Yogesh Andlay	8,63,534	3.23	01/04/2023				
		8,63,534	3.23	31/03/2024	-	Nil movement	8,63,534	3.23
8	Nucleus Software Workshop Private Limited	6,00,000	2.24	01/04/2023				
		6,00,000	2.24	31/03/2024	-	Nil movement	600,000	2.24
9	Naveen Kumar	72,952	0.27	01/04/2023				
		72,952	0.27	31/03/2024	-	Nil movement	72,952	0.27
10	Suman Mathur	23,758	0.09	01/04/2023				
		23,758	0.09	31/03/2024	-	Nil movement	23,758	0.09
11	Card Systems Private Limited	2310	0.01	01/04/2023				
		0	0	31/03/2024	-	movement	(2310)	(0.01)

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year,	Increase /Decrease in share holding	Cumulative Shareholding during the Year
---------	-------------------------	--	-------------------------------------	---

		as on April 01, 2023/end of the year March 31, 2024						
		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	16,03,492	5.99	01/04/2023	-	Nil movement	1,603,492	5.99
		16,03,492	5.99	31/03/2024			1,603,492	5.99
2	Ravi Pratap Singh	153,177	0.57	01/04/2023	-	Nil movement	153,177	0.57
		153,177	0.57	31/03/2024			153,177	0.57
3	Ritika Dusad	10,00,000	3.74	01/04/2023	-	Nil movement	1,000,000	3.74
		10,00,000	3.74	31/03/2024			1,000,000	3.74
4	Parag Bhise	28,959	0.1	01/04/2023	-	Nil movement	28,959	0.1
		28,959	0.1	31/03/2024			28,959	0.1
5	Anurag Mantri*	-	-	-	-	-	-	-
		-	-	-	-	-	-	-
B.	Shareholding of Key Managerial Personnel							

1	Poonam Bhasin	10	-	01/04/2023			10	-
		10	-	31/03/2024	-	Nil Movement	10	-
2	Surya Prakash Kanodia**	-	-	-	-	-	-	-

*Mr. Anurag Mantri was resigned from the post of CFO of the Company w.e.f. 07.05.2024.

**Mr. Surya Prakash Kanodia was appointed as CFO of the Company w.e.f. 08.05.2024.

Shareholding Pattern of top ten Shareholders

Annexure-H 6

SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 31/03/2023 AND 31/03/2024

Sl. No.	Category	Type	Name of the Share Holder	Shareholding at the beginning of the Year		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding during the Year	
				No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
1	FPC	Opening Balance	BARCA GLOBAL MASTER FUND, LP	0	0.00	31/03/2023			0	0.00
		Purchase				20/10/2023	17,831	Transfer	17,831	0.07
		Purchase				27/10/2023	1,00,759	Transfer	1,18,590	0.44
		Purchase				03/11/2023	18,631	Transfer	1,37,221	0.51
		Purchase				24/11/2023	33,009	Transfer	1,70,230	0.64
		Purchase				01/12/2023	41,991	Transfer	2,12,221	0.79
		Purchase				15/12/2023	15,000	Transfer	2,27,221	0.85
		Purchase				12/01/2024	50,000	Transfer	2,77,221	1.04
		Purchase				23/02/2024	40,000	Transfer	3,17,221	1.18
		Purchase				01/03/2024	27,156	Transfer	3,44,377	1.29
		Purchase				08/03/2024	52,844	Transfer	3,97,221	1.48
		Purchase				22/03/2024	12,811	Transfer	4,10,032	1.53
		Closing Balance				31/03/2024			4,10,032	1.53

2	MUT	Opening Balance	WHITEOAK CAPITAL FLEXI CAP FUND	0	0.00	31/03/2023			0	0.00
		Purchase				20/10/2023	40,815	Transfer	40,815	0.15
		Purchase				27/10/2023	1,08,032	Transfer	1,48,847	0.56
		Purchase				03/11/2023	14,283	Transfer	1,63,130	0.61
		Purchase				10/11/2023	39,412	Transfer	2,02,542	0.76
		Purchase				24/11/2023	263	Transfer	2,02,805	0.76
		Purchas				01/12/2023	9,258	Transfer	2,12,063	0.79
		Purchas				29/12/2023	28,796	Transfer	2,40,859	0.90
		Purchas				19/01/2024	845	Transfer	2,41,704	0.90
		Purchas				26/01/2024	13,886	Transfer	2,55,590	0.95
		Purchas				02/02/2024	1,824	Transfer	2,57,414	0.96
		Purchas				09/02/2024	5,300	Transfer	2,62,714	0.98
		Purchas				16/02/2024	2,975	Transfer	2,65,689	0.99
		Purchas				23/02/2024	34,570	Transfer	3,00,259	1.12
		Purchas				01/03/2024	21,087	Transfer	3,21,346	1.20
		Purchas				08/03/2024	442	Transfer	3,21,788	1.20
		Purchas				15/03/2024	36,044	Transfer	3,57,832	1.34
		Purchas				22/03/2024	2,757	Transfer	3,60,589	1.35
		Purchas				29/03/2024	24,902	Transfer	3,85,491	1.44
		Closing Balance				31/03/2024			3,85,491	1.05
3	PUB	Opening Balance	ARUN JAIN	3,37,122	1.26	31/03/2023			3,37,122	1.26
		Sale				30/06/2023	-50,000	Transfer	2,87,122	1.07
		Closing Balance				31/03/2024			2,87,122	1.07
4	LTD	Opening Balance	RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED	1,38,272	0.52	31/03/2023			1,38,272	0.52
		Sale				27/10/2023	-14,506	Transfer	1,23,766	0.46
		Sale				03/11/2023	-5,364	Transfer	1,18,402	0.44
		Purchase				08/12/2023	1,16,092	Transfer	2,34,494	0.88

		Sale				08/12/2023	1,16,092	Transfer	1,18,402	0.44
		Sale				19/01/2024	-26,000	Transfer	92,402	0.35
		Sale				26/01/2024	-577	Transfer	91,825	0.34
		Sale				08/03/2024	-8,531	Transfer	83,294	0.31
		Sale				15/03/2024	-1,754	Transfer	81,540	0.30
		Closing Balance				31/03/2024			81,540	0.30
5	FPC	Opening Balance	ASHOKA INDIA EQUITY INVESTMENT TRUST PLC	0	0.00	31/03/2023			0	0.00
		Purchase				13/10/2023	19,252	Transfer	19,252	0.07
		Purchase				20/10/2023	11,981	Transfer	31,233	0.12
		Purchase				27/10/2023	5,012	Transfer	36,245	0.14
		Purchase				03/11/2023	3,261	Transfer	39,506	0.15
		Purchase				29/12/2023	50,000	Transfer	89,506	0.33
		Purchase				19/01/2024	33,221	Transfer	1,22,727	0.46
		Purchase				26/01/2024	10,680	Transfer	1,33,407	0.50
		Closing Balance				31/03/2024			1,33,407	0.50
6	PUB	Opening Balance	ARUN SHEKHAR ARAN	1,20,131	0.45	31/03/2023			1,20,131	0.45
		Closing Balance				31/03/2024			1,20,131	0.45
7	PUB	Opening Balance	VINITA ARAN	1,18,537	0.44	31/03/2023			1,18,537	0.44
		Closing Balance				31/03/2024			1,18,537	0.44
8	FPC	Opening Balance	RUSSELL INVESTMENT COMPANY PLC - ACADIAN EMERGING	78,056	0.29	31/03/2023			78,056	0.29
		Closing Balance				31/03/2024			78,056	0.29
9	PUB	Opening Balance	RAVI PRAKASH	75,031	0.28	31/03/2023			75,031	0.28
		Purchase				12/05/2023	100	Transfer	75,131	0.28
		Purchase				19/05/2023	200	Transfer	75,331	0.28
		Closing Balance				31/03/2024			75,331	0.28

10	FPC	Opening Balance	GLOBEFLEX EMERGING MARKETS SMALL CAP, L.P.	69,136	0.26	31/03/2023			69,136	0.26
		Sale				01/09/2023	-7,677	Transfer	61,459	0.23
		Sale				29/09/2023	-8,858	Transfer	52,601	0.20
		Sale				15/03/2024	-7,891	Transfer	44,710	0.17
		Sale				22/03/2024	-10,635	Transfer	34,075	0.13
		Sale				29/03/2024	-8,281	Transfer	25,794	0.10
		Closing Balance				31/03/2024			25,794	0.10

Annexure H 7

The following Directors did not hold any shares during the FY 2023-24

1. S.M Acharya
2. Prithvi Haldea
3. Elaine Mathias
4. Prof. Trilochan Sastry
5. Anurag Mantri
6. Yasmin Javeri Krishan
7. Prakash Chandra Kandpal
8. Shekar Viswanathan

Annexure H 8

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 Rs.)

Sl. no.	Particulars of Remuneration		Name of MD/WTD/ Manager				Total Amount
			Vishnu R Dusad	R P Singh	Ritika Dusad	Parag Bhise	
1	Gross salary						
	(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,20,00,000	85,84,619	1,42,10,400	2,79,39,101	6,27,34,120
	(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	28,800	39,600	1,57,046	8,54,223	10,79,669
	(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2	Stock Option		Nil	Nil	Nil	Nil	Nil
3	Sweat Equity		Nil	Nil	Nil	Nil	Nil
4	Commission		Nil	Nil	Nil	Nil	Nil
	-	as % of profit	Nil	Nil	Nil	Nil	Nil
	-	Others	Nil	Nil	Nil	Nil	Nil
5	Others		Nil	Nil	Nil	Nil	Nil

	Employer's contribution to PF	720,000	420,000	6,00,000	10,28,270	27,68,270
	Total (A)	1,27,48,800	90,44,219	1,49,67,446	2,98,21,594	6,65,82,059
	Ceiling as per the Act	(being 10% of the Net Profits of the Company calculated as per Section 198 of the Companies Act 2013)				

Annexure H 10

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration		Name of Directors							Total Amount
			Prithvi Haldea	S. M. Acharya	Elaine Mathias	Prof. Trilochan Sastry	Yasmin Javeri	Prakash Chandra Kandpal	Shekar Viswanathan	
	•	Fee for attending board committee meetings	19,00,000	23,00,000	23,00,000	15,00,000	18,00,000	4,00,000	4,00,000	1,06,00,000
	•	Commission*	40,24,482	40,24,482	40,24,482	40,24,482	40,24,482	5,38,796	5,38,796	2,12,00,002
	•	Others, please specify	-	-	-	-				
	Total (1)		59,24,482	63,24,482	63,24,482	55,24,482	58,24,482	9,38,796	9,38,796	3,18,00,002
2	Other Non-Executive Directors									
	•	Fee for attending board committee meetings	NA	NA	NA	NA	NA	NA	NA	
	•	Commission	-	-	-	-	-	-	-	
	•		-	-	-	-	-	-	-	

	Others, please specify								
	Total (2)	-	-	-	-	-	-	-	
	Total (B) = (1 + 2)	59,24,482	63,24,482	63,24,482	55,24,482	58,24,482	9,38,796	9,38,796	3,18,00,00 2
	Total Managerial Remuneration								
	*Overall Ceiling as per the Act								

Annexure H 11

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Company Secretary (Poonam Bhasin)	CFO* (Anurag Mantri)	CFO** (Surya Prakash Kanodia)	
1.	Gross salary	NA				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		52,78,937	6,68,37,574		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		21,600	0		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		Nil	Nil		
2.	Stock Option		Nil	Nil		
3.	Sweat Equity					
4.	Commission					
-	as % of profit		Nil	Nil		
-	others, specify		Nil	Nil		

5.	Others, please specify					
	Employer's contribution to PF		3,16,673	0		
	Total		56,17,210	6,68,37,574		7,24,54,784

*Mr. Anurag Mantri was resigned from the post of CFO of the Company w.e.f. 07.05.2024.

**Mr. Surya Prakash Kanodia was appointed as CFO of the Company w.e.f. 08.05.2024.

Annexure H 12

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

There were no PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES for the year ending March 31, 2024