

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Form language

☒ English ☐ Hindi

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L74899DL1989PLC034594

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2026

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	NUCLEUS SOFTWARE EXPORTS LIMITED	NUCLEUS SOFTWARE EXPORTS LIMITED
Registered office address	33-35, THYAGRAJ NAGAR MARKET,NA,NEW DELHI,New Delhi,Delhi,India,110003	33-35, THYAGRAJ NAGAR MARKET,NA,NEW DELHI,New Delhi,Delhi,India,110003
Latitude details	23.5	28.57
Longitude details	21.9	77.21

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

NSEL RO.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****2P

(c) *e-mail ID of the company

*****m@nucleussoftware.com

(d) *Telephone number with STD code

+91*****00

(e) Website

www.nucleussoftware.com

iv *Date of Incorporation (DD/MM/YYYY)

09/01/1989

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400TG2017PLC117649	KFIN TECHNOLOGIES LIMITED	Selenium, Tower B, Plot No31 & 32, Financial District, Nanakramguda, Serilingampally NA Hyderabad Rangareddi Telangana 500032	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

27/07/2026

(c) Due date of AGM (DD/MM/YYYY)

30/09/2026

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	62	Computer programming, consultancy and related activities	85
2	J	Information and communication	63	Information service activities	15

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

8

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U74120DL2008PLC176975		NUCLEUS SOFTWARE LIMITED	Subsidiary	100
2		199401311C	Nucleus Software Solutions Pte. Ltd	Subsidiary	100
3		5010001131466	Nucleus Software Japan Kabushiki Kaisha	Subsidiary	100
4		0100715308	Nucleus Software Inc.	Subsidiary	100
5		34241934	Nucleus Software Netherlands B.V.	Subsidiary	100
6		ACN 167 842 953	Nucleus Software Australia Pty. Ltd.	Subsidiary	100
7		2015/013403/07	Nucleus Software South Africa (Pty) Ltd.	Subsidiary	100

8		0111379288	Nucleus Software Vietnam Company Limited	Subsidiary	100
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IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	41100000.00	26328106.00	26325306.00	26325306.00
Total amount of equity shares (in rupees)	411000000.00	263281060.00	263253060.00	263253060.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
EQUITY SHARES				
Number of equity shares	41100000	26328106	26325306	26325306
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	411000000.00	263281060.00	263253060	263253060

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	4000000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	40000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
PREFERENCE SHARES				
Number of preference shares	4000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	40000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	40968	26284338	26325306.00	263253060	263253060	
Increase during the year	0.00	3754.00	3754.00	37540.00	37540.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
x Others, specify Dematerialization of Shares	0	3754	3754.00	37540	37540	
Decrease during the year	3754.00	0.00	3754.00	37540.00	37540.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Dematerialization of Shares	3754	0	3754.00	37540	37540	
At the end of the year	37214.00	26288092.00	26325306.00	263253060.00	263253060.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE096B01018

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation		
	Number of shares	
	Face value per share	
After split / consolidation		
	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

8059677388

ii * Net worth of the Company

8746558340

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	7546882	28.67	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	11827650	44.93	0	0.00
10	Others <div></div>	0	0.00	0	0.00
	Total	19374532.00	73.6	0.00	0

Total number of shareholders (promoters)

10

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	4609436	17.51	0	0.00
	(ii) Non-resident Indian (NRI)	298493	1.13	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	175	0.00	0	0.00
6	Foreign institutional investors	1176492	4.47	0	0.00
7	Mutual funds	281427	1.07	0	0.00
8	Venture capital	37677	0.14	0	0.00
9	Body corporate (not mentioned above)	452276	1.72	0	0.00
10	Others	94798	0.36	0	0.00
	IEPF AND DIRECTORS				
	Total	6950774.00	26.4	0.00	0

Total number of shareholders (other than promoters)

39638

Total number of shareholders (Promoters + Public/Other than promoters)

39648.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	7956
2	Individual - Male	15988
3	Individual - Transgender	0
4	Other than individuals	15704
	Total	39648.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BARCA GLOBAL MASTER FUND, LP	'RITTER HOUSE WICKHAMS CAY II ROAD TOWN TORTOLA	10/03/2015	United Kingdom	454381	1.73
ACADIAN EMERGING MARKETS EQUITY II FUND,LLC	'260 FRANKLIN STREET BOSTON MASSACHUSETTS	21/08/2015	United States	125795	0.48
EMERGING MARKETS CORE EQUITY 2 PORTFOLIO OF DFA IN VESTMENT DIMENSIONS GROUP INC.	'6300 Bee Cave Road Building One Austin Texas 78746 USA	10/02/2016	United States	66448	0.25
RUSSELL INVESTMENT COMPANY PLC - ACADIAN EMERGING MARKETS EQUITY UCITS II	'78 SIR JOHN ROGERSON'S QUAY DUBLIN	12/09/2016	Ireland	65887	0.25
VIRGINIA RETIREMENT SYSTEM MANAGED BY ACADIAN ASSET MANAGEMENT	'1200 EAST MAIN STREET RICHMOND VIRGINIA	04/05/2017	United States	44596	0.17
ACADIAN EMERGING MARKETS SMALL CAP EQUITY FUND, LLC	'260 FRANKLIN STREET BOSTON MASSACHUSETTS	21/08/2015	United States	38586	0.15
COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	'C/O IQ EQ CORPORATE SERVICES (MAURITIUS) LTD 33 EDITH CAVELL STREET PORT LOUIS	04/01/2017	Mauritius	36283	0.14
CITY OF NEW YORK GROUP TRUST	'ONE CENTRE STREET NEW YORK NY 10007 2341	29/08/2016	United States	31662	0.12

FIDELITY RUTLAND SQUARE TRUST II STRATEGIC ADVISER S EMERGING MARKETS FUND AS MANAGED BY ACADIAN ASSE T MANAGEMENT LLC	'245 SUMMER STREET BOSTON MA	20/11/2015	United States	26676	0.1
THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA I NVESTMENT TRUST COMPANY	'6300 Bee Cave Road Building One Austin Texas 78746 USA	15/02/2016	United States	26426	0.1
ACADIAN EMERGING MARKETS EQUITY UCITS	'78 SIR JOHN ROGERSON'S QUAY DUBLIN	15/09/2016	Ireland	26423	0.1
DIMENSIONAL EMERGING MARKETS VALUE FUND	'6300 Bee Cave Road Building One Austin Texas 78746 USA	15/02/2016	United States	20834	0.08
ACADIAN EMERGING MARKETS EQUITY FUND	'200 CLARENDON ST 52ND FLOOR BOSTON MASSACHUSETTS	21/08/2015	United States	20456	0.08
UNITED NATIONS FOR AND ON BEHALF OF THE UNITED NAT IONS JOINT STAFF PENSION FUND	'885 Second Avenue 30th Floor New York NY	17/08/2015	United States	14529	0.06
ACADIAN EMERGING MARKETS MICRO- CAP EQUITY MASTER F UND	'MAPLES CORPORATE SERVICES UGLAND HOUSE PO BOX 309 NA GRAND CAYMAN	02/07/2021	Cyprus	14045	0.05
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	'277 EAST TOWN STREET COLUMBUS OH 43215 USA	24/05/2016	United States	12744	0.05
EMPLOYEES RETIREMENT SYSTEM OF TEXAS - SELF MANAGE D PORTFOLIO	'200 EAST 18TH STREET AUSTIN TEXAS	09/02/2016	United States	9859	0.04

THE NOMURA TRUST AND BANKING CO., LTD. RE NOMURA - ACADIAN GLOBAL EMERGING MARKETS EQUITY FUND MOTHE R FUND	'2/2/2002 Otemachi Chiyoda-ku Tokyo	10/11/2016	Japan	7188	0.03
DIMENSIONAL EMERGING MARKETS CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	'251 Little Falls Drive New Castle County Wilmington Delaware	18/02/2022	United States	6966	0.03
EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS P LC	'3 Dublin Landings North Wall Quay Dublin 1	09/02/2016	Ireland	6461	0.02
OPSEU PENSION PLAN TRUST FUND	'1 Adelaide Street East Suite 1200	19/10/2015	Canada	6340	0.02
NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST	'2001 K Street NW Suite 1100 Washington DC	12/01/2016	United States	6083	0.02
THE ASIO FUND VCC-HATHI CAPITAL INDIA GROWTH FUND I	'BLOCK 8 1827 BUILDING VIVEA BUSINESS PARK MOKA	04/09/2024	Mauritius	6000	0.02
RED BAY LTD	'C/O VENTURE CORPORATE SERVICES (MAURITIUS) LIMITED LEVEL 3 TOWER I NEXTERACOM TOWERS CYBERCITY EBENE	29/02/2016	Mauritius	5660	0.02
ACADIAN ACWI EX US SMALL-CAP FUND LLC	'THE CORP TRUST COMPANY 1209 ORANGE STREET WILMINGTON DELAWARE	15/11/2023	United States	4755	0.36

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	10	10
Members (other than promoters)	44676	39638

Debenture holders	0	0
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VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	2	0	2	0	9.78	0
B Non-Promoter	2	4	1	4	0.11	0.00
i Non-Independent	2	0	1	0	0.11	0
ii Independent	0	4	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	4	4	3	4	9.89	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SHEKAR VISWANATHAN	01202587	Director	0	
PRAKASH CHANDRA KANDPAL	06452437	Director	0	

YASMIN JAVERI KRISHAN	08801422	Director	0	
POONAM BHASIN	AEZPB6591A	Company Secretary	10	
PARAG BHISE	AAAPB1349K	CEO	28959	
ASHOK KUMAR BHURA	ADHPB5278R	CFO	0	
VISHNU RAMPRATAP DUSAD	00008412	Managing Director	1575325	
PARAG BHISE	08719754	Whole-time director	28959	
RITIKA DUSAD	07022867	Whole-time director	1000000	
NITIN RAMESH GOKARN	07619691	Additional Director	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
ANURAG MANTRI	09002894	Whole-time director	18/12/2025	Cessation
SIDDHARTHA MAHAVIR ACHARYA	00545141	Director	18/03/2026	Cessation
SURYA PRAKASH KANODIA	AKJPK4933D	CFO	21/05/2025	Cessation
ASHOK KUMAR BHURA	ADHPB5278R	CFO	01/10/2025	Appointment
NITIN RAMESH GOKARN	07619691	Additional Director	10/02/2026	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	28/07/2025	43393	64	6.13

B BOARD MEETINGS

*Number of meetings held

12

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/05/2025	8	8	100
2	26/06/2025	8	7	87.5
3	31/07/2025	8	7	87.5
4	20/08/2025	8	7	87.5
5	16/09/2025	8	7	87.5
6	24/09/2025	8	7	87.5
7	01/10/2025	8	8	100
8	08/11/2025	8	7	87.5
9	18/11/2025	8	7	87.5
10	10/02/2026	8	7	87.5
11	16/03/2026	8	6	75
12	25/03/2026	7	6	85.71

C COMMITTEE MEETINGS

Number of meetings held

24

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	15/05/2025	4	4	100
2	Audit Committee	16/05/2025	4	4	100
3	Audit Committee	30/07/2025	4	4	100

4	Audit Committee	31/07/2025	4	4	100
5	Audit Committee	20/08/2025	4	4	100
6	Audit Committee	01/10/2025	4	4	100
7	Audit Committee	07/11/2025	4	4	100
8	Audit Committee	08/11/2025	4	4	100
9	Audit Committee	09/02/2026	4	4	100
10	Audit Committee	10/02/2026	4	4	100
11	Nomination & Remuneration Committee Meeting	15/05/2025	3	3	100
12	Nomination & Remuneration Committee Meeting	09/06/2025	3	3	100
13	Nomination & Remuneration Committee Meeting	26/06/2025	3	3	100
14	Nomination & Remuneration Committee Meeting	17/07/2025	3	3	100
15	Nomination & Remuneration Committee Meeting	21/07/2025	3	3	100
16	Nomination & Remuneration Committee Meeting	20/08/2025	3	3	100
17	Nomination & Remuneration Committee Meeting	18/11/2025	3	3	100
18	Nomination & Remuneration Committee Meeting	09/02/2026	3	3	100
19	Nomination & Remuneration Committee Meeting	25/03/2026	3	3	100
20	Risk Management Committee Meeting	09/10/2025	8	8	100
21	Risk Management Committee Meeting	24/03/2026	7	6	85.71
22	Corporate Social Responsibility Committee Meeting	20/01/2026	5	3	60
23	Corporate Social Responsibility Committee Meeting	24/03/2026	5	4	80
24	Stakeholder Relationship Committee Meeting	10/02/2026	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								27/07/2026 (Y/N/NA)
1	VISHNU RAMPRATAP DUSAD	12	12	100	3	3	100	Yes
2	PARAG BHISE	12	12	100	4	3	75	Yes
3	RITIKA DUSAD	12	2	16	4	1	25	No
4	PRAKASH CHANDRA KANDPAL	12	12	100	22	22	100	Yes
5	YASMIN JAVERI KRISHAN	12	12	100	22	22	100	Yes
6	NITIN RAMESH GOKARN	3	3	100	3	3	100	Not applicable
7	SHEKAR VISWANATHAN	12	11	91	16	16	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	VISHNU RAMPRATAP DUSAD	Managing Director	12000000	0	0	748800	12748800.00
2	PARAG BHISE	Whole-time director	36932035	0	0	1456060	38388095.00
3	ANURAG MANTRI	Whole-time director	43263608	0	0	0	43263608.00
	Total		92195643.00	0.00	0.00	2204860.00	94400503.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	POONAM BHASIN	Company Secretary	7178738	0	0	422382	7601120.00
2	SURYA PRAKASH KANODIA	CFO	280569	0	0	103196	383765.00
3	ASHOK KUMAR BHURA	CFO	5421857	0	0	304500	5726357.00
	Total		12881164.00	0.00	0.00	830078.00	13711242.00

C *Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SIDDHARTHA MAHAVIR ACHARYA	Director	0	2833401	0	3000000	5833401.00
2	YASMIN JAVERI KRISHAN	Director	0	2938044	0	3400000	6338044.00
3	SHEKAR VISWANATHAN	Director	0	2938044	0	2600000	5538044.00
4	PRAKASH CHANDRA KANDPAL	Director	0	2938044	0	3400000	6338044.00
5	NITIN RAMESH GOKARN	Director	0	402472	0	600000	1002472.00
	Total		0.00	12050005.00	0.00	13000000.00	25050005.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes

☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

39648

XIV Attachments

(a) List of share holders, debenture holders

NSEL-List of Shareholders
31.03.2026.xlsm

(b) Optional Attachment(s), if any

CLARRIFICATION LETTER.pdf
NSEL-FII-31.03.2026.pdf
Form_MGT_8_NSEL_31.03.2026.p
df

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

NUCLEUS SOFTWARE EXPORTS LIMITED

 as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY)

31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

PRAVESH KUMAR

Date (DD/MM/YYYY)

14/09/2026

Place

DELHI

Whether associate or fellow:

☒ Associate

☐ Fellow

Certificate of practice number

2*2*8

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

10865

*(b) Name of the Designated Person

POONAM BHASIN

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 05 dated*

(DD/MM/YYYY) 01/10/2025 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*7*9*5*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

1*8*5

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC6057699

eForm filing date (DD/MM/YYYY)

22/09/2026

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company