

EXTRACT OF ANNUAL RETURN FORM - MGT 9

As on the financial year ended on 31st March 2021 [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	KFin Technologies 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 H 1
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/WTD	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	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/ASSO CIATE	% of shares held	Applicable Section
1	Nucleus Software Limited 33-35, Thyagraj Market, New Delhi – 110003	U74120DL2008PLC176975	Subsidiary	100%	2(87) (ii)
2	Nucleus Software Solutions Pte. Ltd. 300, Tampines Avenue-5 # 04-06, Tampines Junction, Singapore-529653	N. A	Subsidiary	100%	2(87) (ii)
3	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)
4	Nucleus Software Inc. 505, Thornall State, Suite 401, Edison, NJ 08837 USA	N. A	Subsidiary	100%	2(87) (ii)
5	Nucleus Software Netherlands B.V. Cuserstraat 93, Floor 2 and 3, Amsterdam, 1081 CN. Netherlands	N. A	Subsidiary	100%	2(87) (ii)
6	Nucleus Software Australia Pty. Ltd. Suite 4, 96-98 Wigram Street Harris Park, NSW 2150, Australia	N. A	Subsidiary	100%	2(87) (ii)
7	Nucleus Software South Africa (Pty) Ltd. 1st Floor, Longpoint Office Park	N. A	Subsidiary	100%	2(87) (ii)

Cnr Montecasino Blvd & Witkoppen Rd Fourways Johannesburg, 2191, South Africa				
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Annexure H 3

V SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

CATE GORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 30/03/2020				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2021				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	2,467,026	-	2,467,026	8	2467026	0	2467026	8	-3.44
(b)	Central Government/State Government(s)	-	-	-	-	0	0	0	-	0.00
(c)	Bodies Corporate	-	-	-	-	0	0	0	-	0.00
(d)	Financial Institutions / Banks									
(e)	Others	17,160,840	-	17,160,840	59	17160840	0	17160840	59	3.44
	Sub-Total A(1) :	19,627,866	-	19,627,866	68	19627866	0	19627866	68	0.00
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	-	-	-	-	0	0	0	-	0.00
(b)	Bodies Corporate	-	-	-	-	0	0	0	-	0.00
(c)	Institutions	-	-	-	-	0	0	0	-	0.00
(d)	Qualified Foreign Investor	-	-	-	-	0	0	0	-	0.00
(e)	Others	-	-	-	-	0	0	0	-	0.00
	Sub-Total A(2) :	-	-	-	-	0	0	0	-	0.00
	Total A=A(1)+A(2)	19,627,866	-	19,627,866	68	19627866	0	19627866	68	0.00
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	455,302	-	455,302	2	219403	0	219403	2	-0.52
(b)	Financial Institutions /Banks	192,154	-	192,154	1	621	0	621	1	-0.63
(c)	Central Government / State Government(s)	-	-	-	-	0	0	0	-	0.00

(d)	Venture Capital Funds	-	-	-	-	0	0	0	-	0.00
(e)	Insurance Companies	-	-	-	-	0	0	0	-	0.00
(f)	Foreign Institutional Investors	1,979,643	-	1,979,643	7	2018283	0	2018283	7	-0.69
(g)	Foreign Venture Capital Investors	-	-	-	-	0	0	0	-	0.00
(h)	Qualified Foreign Investor	-	-	-	-	0	0	0	-	0.00
(i)	Others	-	-	-	-	175	0	175	-	0.00
	Sub-Total B(1) :	2,627,099	-	2,627,099	9	2238482	0	2238482	9	-1.83
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	580,428	1,000	581,428	2	317825	0	320025	2	-0.93
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	3,708,248	58,703	3,766,951	13	4544711	56750	4601461	13	2.65
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	1,852,891	-	1,852,891	6	1624595	0	1624595	6	-0.30
(c)	Others									
	CLEARING MEMBERS	26,176	-	26,176	0	74161	0	74161	0	0.22
	I E P F	40,589	-	40,589	0	41262	0	41262	0	-0.03
	NON RESIDENT INDIANS	407,167	-	407,167	1	359494	0	359494	1	-0.20
	NRI NON-REPATRIATION	110,357	-	110,357	0	153178	0	153178	0	0.22
	TRUSTS	200	-	200	0	200	0	200	0	0.00
(d)	Qualified Foreign Investor	-	-	-	-	0	0	0	-	0.00
	Sub-Total B(2) :	6,726,056	59,703	6,785,759	23	7115426	56750	7174376	23	1.63
	Total B=B(1)+B(2) :	9,353,155	59,703	9,412,858	32	9353908	56750	9412858	32	-0.20
	Total (A+B) :	28,981,021	59,703	29,040,724	100	28981774	56750	29040724	100	0.00
(C)	Shares held by custodians, against which Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public	-	-	-	-	0	0	-	-	0.00
	GRAND TOTAL (A+B+C) :	28,981,021	59,703	29,040,724	100	28981774	56750	29,040,724	100	

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2020)			Shareholding at the end of the year (as on March 31, 2021)			
		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	30.99	-	9,000,000	30.99	-	-
2	MADHU DUSAD	3,066,248	10.56	-	3,066,248	10.56	-	-
3	NUCLEUS SOFTWARE ENGINEERS PVT LTD	2,385,882	8.22	-	2,385,882	8.22	-	-
4	VISHNU DUSAD	1,603,492	5.52	-	1,603,492	5.52	-	-
5	RITIKA DUSAD	1,000,000	3.44	-	1,000,000	3.44	-	-
6	KRITIKA DUSAD	1,000,000	3.44	-	1,000,000	3.44	-	-
7	YOGESH ANDLAY	863,534	2.97	-	863,534	2.97	-	-
8	NUCLEUS SOFTWARE WORKSHOP PRIVATE LIMITED	600,000	2.07	-	600,000	2.07	-	-
9	NAVEEN KUMAR	72,952	0.25	-	72,952	0.25	-	-
10	SUMAN MATHUR	23,758	0.08	-	23,758	0.08	-	-
11	CARD SYSTEMS PRIVATE LIMITED	12,000	0.04	-	12,000	0.04	-	-

iii. Change in Promoters' Shareholding

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year, as on April 01, 2020/end of the year March 31, 2021			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	30.99	01/04/2020				
		9,000,000	30.99	31/03/2021	–	Nil movement	9,000,000	30.99
2	Nucleus Software Engineers Pvt Ltd	2,385,882	8.22	01/04/2020				
		2,385,882	8.22	31/03/2021	–	Nil movement	2,385,882	8.22
3	Madhu Dusad	3,066,248	10.56	01/04/2020				
		3,066,248	10.56	31/03/2021	–	Nil movement	3,066,248	10.56
4	Vishnu R Dusad	1,603,492	5.52	01/04/2020				
		1,603,492	5.52	31/03/2021	–	Nil movement	1,603,492	5.52
5	Ritika Dusad	1,000,000	3.44	01/04/2020				
		1,000,000	3.44	31/03/2021	–	Nil movement	1,000,000	3.44
6	Kritika Dusad	1,000,000	3.44	01/04/2020				

		1,000,000	3.44	31/03/2021	–	Nil movement	1,000,000	3.44
7	Yogesh Andlay	863,534	2.97	01/04/2020				
		863,534	2.97	31/03/2021	–	Nil movement	863,534	2.97
8	Nucleus Software Workshop Private Limited	600,000	2.07	01/04/2020				
		600,000	2.07	31/03/2021	–	Nil movement	600,000	2.07
9	Naveen Kumar	72,952	0.25	01/04/2020				
		72,952	0.25	31/03/2021	–	Nil movement	72,952	0.25
10	Suman Mathur	23,758	0.08	01/04/2020				
		23,758	0.08	31/03/2021	–	Nil movement	23,758	0.08
11	Card Systems Private Limited	12,000	0.04	01/04/2020				
		12,000	0.04	31/03/2021	–	Nil movement	12,000	0.04

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, 2020/end of the year March 31, 2021			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	5.52	01/04/2020	-	Nil movement	1,603,492	5.52
		1,603,492	5.52	31/03/2021			1,603,492	5.52
2	Ravi Pratap Singh	151,977	0.52	01/04/2020	-	Nil movement	151,977	0.52
		151,977	0.52	31/03/2021			151,977	0.52
3	Ritika Dusad	1,000,000	3.44	01/04/2020	-	Nil movement	1,000,000	3.44
		1,000,000	3.44	31/03/2021			1,000,000	3.44
4	Parag Bhise	28,959	0.1	01/04/2020	-	Nil movement	28,959	0.1
		28,959	0.1	31/03/2021			28,959	0.1
5	Anurag Mantri	-	-	01/04/2020	-	-	-	-
		-	-	31/03/2021	-	-	-	-
B. Shareholding of Key Managerial Personnel								
1	Poonam Bhasin	10	-	01/04/2020			10	-

		10		31/03/2021		Nil Movement	10	

Annexure H 7

The following Directors did not hold any shares during the FY 2020-21

1. S.M Acharya
2. Prithvi Haldea
3. Elaine Mathias
4. Prof. Trilochan Sastry
5. Yasmin Javeri Krishan

Annexure H 8

V. INDEBTEDNESS – Not Applicable

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

Annexure H 9

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	59,35,000	2,47,96,678	27,85,977	1,81,00,152	5,16,17,807
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	28,800	39,600	0	39,600	1,08,000
	(c) Profits in lieu of salary under section 17(3)	Nil	Nil			0

		Income- tax Act, 1961					
2	Stock Option		Nil	Nil		Nil	0
3	Sweat Equity		Nil	Nil		Nil	0
4	Commission		Nil	Nil	8,17,460	Nil	0
	-	as % of profit	Nil	Nil		Nil	0
	-	Others	Nil	Nil		Nil	0
5	Others		Nil	Nil	1,60,000	Nil	0
	Employer's contribution to PF		3,55,500	11,85,276	1,77,191	6,69,900	23,87,867
	Total (A)		63,19,300	2,60,21,554	39,40,628	1,88,09,652	5,50,91,134
	Ceiling as per the Act		(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
		Prithvi Haldea	S. M. Acharya	Elaine Mathias	Prof. Trilochan Sastry	Yasmin Javeri	
1	Independent Directors						
	• Fee for attending board committee meetings	10,40,000	9,60,000	11,20,000	9,60,000	5,60,000	46,40,000
	• Commission*	23,31,060	23,31,060	23,31,060	23,31,060	15,58,300	1,08,82,540
	• Others, please specify	-	-	-	-	-	-
	Total (1)	33,71,060	32,91,060	34,51,060	32,91,060	21,18,300	1,55,22,540
2	Other Non-Executive Directors						
	• Fee for attending board committee meetings	NA	NA	NA	NA	-	-
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-

	Total (2)	-	-	-	-	-	-
	Total (B) = (1 + 2)	33,71,060	32,91,060	34,51,060	32,91,060	21,18,300	1,55,22,540
	Total Managerial Remuneration						
	*Overall Ceiling as per the Act	(being 1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act 2013)					

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)	Total
1.	Gross salary	NA			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		41,07,593	0	41,07,593
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		---	0	---
	(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		217675	0	217675
		Total		4325269	0	4325269

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, 2021