



NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

Corporate Office

A-39, Sector-62, Noida,
Uttar Pradesh, 201307. India.

T: + 91 . 120 . 4031 . 400

F: +91 . 120 . 4031 . 672

E: nsl@nucleussoftware.com

W: www.nucleussoftware.com

July 8, 2022

The Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex Bandra (E) Mumbai-400051. Fax Nos. 022-26598236/237/238	The Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street Mumbai-400001 Fax No. 022-22722061/41/39
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Dear Sir/Madam,

Sub: Summary of Proceedings of 33rd Annual General Meeting

Ref: Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above mentioned subject, Please find the enclosed herewith copy of Summary of the Proceeding of the 33rd Annual General Meeting of the Company held on 8 July 2022.

Kindly take note of the same and oblige us.

Thanking You

Yours Faithfully

Nucleus Software Exports Limited

**Poonam Bhasin
Company Secretary**

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Summary of proceedings of the 33rd Annual General Meeting of Nucleus Software Exports Limited held on 8th July, 2022 at 11.00 a.m. held through Video Conference or Other Audio Visual Means.

The 33rd Annual General Meeting (AGM) of the Members of Nucleus Software Exports Limited ('the Company') was held on Friday, July 8th, 2022 at 11.00 A.M. (IST) held through Video Conference or Other Audio-Visual Means.

It was informed that Mr. S M Acharya, Chairman was unable to attend this meeting due to some personal exigencies, so the members present were required to elect the Chairperson of the AGM, through Insta Poll in compliance with the requirements of the Circular issued by MCA.

Mrs. Elaine Mathias was nominated by the Directors present, to be elected as the Chairperson of the meeting.

Thereafter the meeting adjourned for enabling members to cast their vote through E-Voting for the election of Chairperson of this meeting and resumed at 11:18 a.m.

The Company Secretary resumed the meeting and confirmed that as per E- Voting Results Mrs. Elaine Mathias has been elected as the Chairperson of the meeting.

Mrs. Elaine Mathias took the chair and welcomed the members to the AGM of the Company. After ascertaining the requisite Quorum was present as per Section 103 of Companies Act 2013, she called the meeting in order. The Chairperson delivered her speech.

The Company Secretary informed that the Chairperson of the Audit Committee, Nomination and Remuneration/Compensation Committee and Stakeholders Relationship Committee were present at the meeting.

All the Directors of the Company attended the meeting. The Company Secretary informed that the Company had provided the Members the facility to cast their votes electronically on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity through Insta Poll to cast their votes during the meeting.

The following items of business, as per the Notice of AGM, were transacted at the meeting.

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RESOLUTION NO. 1:

To consider and adopt:

- a) the audited financial statements of the Company for the year ended March 31, 2022 including Audited Balance Sheet and Profit and Loss account as on March 31, 2022 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2022.

RESOLUTION NO. 2

To declare a final dividend of Rs.7.00/- per Equity Share for the financial year ended March 31, 2022.

RESOLUTION NO.3

To Re-appoint

- a) Mr. Anurag Mantri (DIN 09002894), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment.
- b) Dr. Ritika Dusad (DIN 07022867), as a Director of the Company who retires by rotation and being eligible offer herself for re-appointment.

RESOLUTION NO.4

To appoint Auditors M/s ASA & Associates LLP, Chartered Accountants as Statutory auditors, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of 38th Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

RESOLUTION NO.5

To consider and approve the payment of remuneration to Mr. Parag Bhise, Whole Time Director and CEO of the Company, in the event of inadequacy or absence of profits in any financial year during his

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tenure and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s)

RESOLUTION NO.6

To consider and approve the payment of remuneration to Mr. Anurag Mantri, Whole Time Director and CFO of the Company, in the event of inadequacy or absence of profits in any financial year during his tenure and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s).

RESOLUTION No.7

To consider and approve the payment of remuneration to Mr. Vishnu R Dusad, Managing Director of the Company, in the event of inadequacy or absence of profits in any financial year and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s)

RESOLUTION No.8

To consider and approve the payment of remuneration to Dr. Ritika Dusad, Whole Time Director of the Company, in the event of inadequacy or absence of profits in any financial year during her tenure and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s)

RESOLUTION No. 9

To consider and approve the payment of remuneration to Mr. R. P. Singh, Whole Time Director of the Company, in the event of inadequacy or absence of profits in any financial year during his tenure and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s)

The Company Secretary than invited the members to raise queries or seek clarifications and/or offer comments related to any item of business as contained in the Notice. The Members raised only few queries which were answered by the Chairperson and Managing Director.

The Company Secretary further requested the members to cast their votes. She informed that Mr. Devesh Kumar Vashist, Practicing Company Secretary (CP No.13700) was appointed as a Scrutinizer to scrutinize the e-voting & Insta poll process in a fair and transparent manner. The Chairperson

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authorized the Company Secretary to declare the voting results, intimate the Stock Exchanges and place the same on the website of the Company.

The details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report will be disseminated to the Exchanges and will be placed on the Company's website, in due course.

The meeting then concluded at 11.51 a.m. with a vote of thanks.

This is for your information and records.

Thanking You.

Yours Sincerely

FOR NUCLEUS SOFTWARE EXPORTS LIMITED

(POONAM BHASIN)
COMPANY SECRETARY

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