



**NUCLEUS  
SOFTWARE**

**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 31, 2020

**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,  
25<sup>th</sup> Floor, Dalal Street  
Mumbai-400001  
Fax No. 022-22722061/41/39**

Dear Sir/Madam,

**Sub: Summary of Proceedings of 31st 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 31<sup>st</sup> Annual General Meeting of the Company held on 31<sup>st</sup> July 2020.

Kindly take note of the same and oblige us.

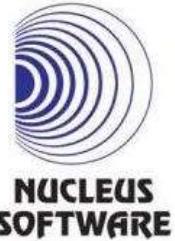
**Thanking You  
Yours Faithfully  
Nucleus Software Exports Limited**

Poonam  
Digitally signed  
by Poonam  
Bhasin  
Date: 2020.07.31  
14:49:42 +05'30'

**Poonam Bhasin  
Company Secretary**

**Corporate Office**  
Nucleus Software Exports Ltd.  
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**Registered Office**  
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**Summary of proceedings of the 31st Annual General Meeting of Nucleus Software Exports Limited held on 31<sup>st</sup> July, 2020 at 11.00 a.m. held through Video Conference or Other Audio Visual Means.**

The 30th Annual General Meeting (AGM) of the Members of Nucleus Software Exports Limited ('the Company') was held on Friday, July 31, 2020 at 11.00 A.M. (IST) held through Video Conference or Other Audio-Visual Means.

Mr. S.M Acharya, Chairman of the Board, being present, was requested to chair the meeting. The Chairman, Mr. S.M Acharya chaired the proceedings of the meeting. The Chairman declared that the full Quorum as required under section 103 of Companies Act 2013, being thirty members in person are present at this meeting and called the meeting to order. The Chairman informed that the Chairman of the Audit Committee, Nomination and Remuneration/Compensation Committee and Stakeholders Relationship Committee are present at the meeting. The Chairman delivered his speech and further gave an overview of the financial performance of the Company for the financial year ended March 31, 2020 and its future outlook.

All the Directors of the Company attended the meeting. With the permission of the Chair, Ms. Poonam Bhasin, Company Secretary of the Company read the Auditors' Report to the members of the Company. The Chairman 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.

**RESOLUTION NO. 1:**

To consider and adopt:

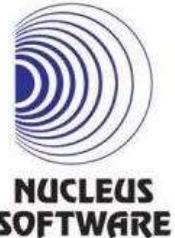
- a) the audited financial statements of the Company for the year ended March 31 2020 including Audited Balance Sheet and Profit and Loss account as on March 31, 2020 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020.

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## RESOLUTION NO. 2

To Take Note of Revocation of Interim Dividend Declared by Company for FY-19-20

## RESOLUTION NO.3

To re-appoint Mr. Vishnu R Dusad (DIN 00008412), as Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

## RESOLUTION NO.4

To consider and approve the appointment of Mr. Parag Bhise, as a Whole Time Director and consider payment of remuneration in case of inadequacy of profits of the Company, if thought fit, pass the following resolution as a Special Resolution, with or without modification(s).

## RESOLUTION NO.5

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 during his tenure 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. Ravi Pratap Singh, Whole Time Director and CEO 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 Chairman 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 Chairman.

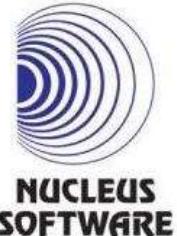
The Chairman further requested the members to cast their votes. He informed that Mr. Devesh Vashist, Practicing Company Secretary (FCS No. 8488) is appointed as a Scrutinizer to scrutinize the e-voting & Insta poll process in a fair and transparent manner.

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The Chairman announced that the combined results of e-voting and the Insta poll conducted at the meeting will be announced at the Company's corporate office and will also be notified to the Stock Exchange, published on the Company's website within stipulated time limits. The chairman authorised the Managing Director of the Company to sign the Scrutinizer Report on behalf of the Company.

The meeting then concluded at 12 noon. with a vote of thanks.

This is for your information and records.

Thanking You.

Yours Sincerely

**FOR NUCLEUS SOFTWARE EXPORTS LIMITED**

Poonam  
Bhasin  
Digitally signed by  
Poonam Bhasin  
Date: 2020.07.31  
14:50:06 +05'30'

**(POONAM BHASIN)**

**COMPANY SECRETARY**

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