

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 ("the act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman

NUCLEUS SOFTWARE EXPORTS LIMITED

(CIN: L74899DL1989PLC034594)

33-35, Thyagraj Nagar Market,

New Delhi - 110003.

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of Nucleus Software Exports Limited ("**Company**") in its meeting held on June 03, 2021, for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at Annual General Meeting ("**AGM**") under the provisions of Section 108 of the act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020, 17/2020, 20/2020 & 02/2021 issued by the Ministry of Corporate Affairs ("**MCA**") on April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively and SEBI Circular dated May 12, 2020 and January 15, 2021 (MCA & SEBI Circulars) on the resolutions mentioned in Notice dated June 3, 2021 ("**AGM Notice**") for 32nd AGM of the Company held on July 23, 2021 at 11:00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.



I submit my report as under:-

1. The remote e-voting period commenced on Tuesday, July 20, 2021 at 09:00 A.M. and ended on Thursday, July 22, 2021 at 05:00 P.M. via e-voting platform on the designated website of KFin Technologies Private Limited ("KFinTech"), Authorized Agency to provide e-voting facility viz.: <https://evoting.kfintech.com> The Company had also provided e-voting facility to the Members attended through VC/OAVM during the AGM to enable those Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
2. The Members of the Company as on the "cut off" date i.e. Friday, July 16, 2021 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in the AGM Notice.
3. The total paid up Equity Share Capital of the Company as on July 16, 2021 was Rs 29,04,07,240 (Rupees Twenty Nine Crore Four Lacs Seven Thousand Two Hundred and Forty) divided into 2,90,40,724 (Two Crore Ninety Lacs Forty Thousand Seven Hundred and Twenty Four) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and Rules made thereunder; (ii) the MCA Circulars ; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") related to e-voting in respect of the resolutions contained in the Notice calling the AGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
5. Our responsibilities as scrutinizer for e-voting at AGM and remote e-voting is restricted to making a consolidated scrutinizer's report of the votes cast 'in favour' or 'Against' the resolution contained in the AGM Notice, based on the reports generated from the e-voting system provided by KFinTech, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to us electronically by the Company and/ or KFinTech for our verification.



6. After completion of e-voting at the AGM, the data of e-voting at AGM was diligently scrutinized. Thereafter, data of e-voting at AGM were reconciled with the records maintained by the Registrar and Transfer Agents of the Company. The Members exercised their voting right either by remote e-voting or e-voting during the AGM.
7. Thereafter, the votes cast through remote e-voting were unblocked after completion of e-voting at the AGM in the presence of two witnesses, Ms. Anamika Shukla and Ms. Anjali Yadav who were not in the employment of the Company.
8. The consolidated summary of results of e- voting at AGM and remote e-voting are as under:

Resolution No. 1-To receive, consider and adopt:

- a) The audited financial statements of the Company for the year ended March 31 2021 including Audited Balance Sheet and Profit and Loss account as on March 31, 2021 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, 2021.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,66,35,044	1,66,40,341	100.0000
Dissent	0	3	3	0.0000
Total	5,297	1,66,35,047	1,66,40,344	100.0000

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure- A**.



Resolution No. 2- Declaration of Dividend

- (a) To Take Note of Interim Dividend declared during the Year.
 (b) To declare a final dividend of Rs 6.00/- per Equity Share for the financial year ended March 31, 2021.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e- Voting	Total	
Assent	5,297	1,66,73,684	1,66,78,981	100.0000
Dissent	0	3	3	0.0000
Total	5,297	1,66,73,687	1,66,78,984	100.0000

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure- B.**

Resolution No. 3-To re-appoint

- (i) Mr. R P Singh (DIN 00008350), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment.
 (ii) Mr. Parag Bhise (DIN 8719754), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e- Voting	Total	
Assent	4,797	1,66,73,677	1,66,78,474	99.9969
Dissent	500	9	509	0.0031
Total	5,297	1,66,73,686	166,78,983	100.0000

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure- C.**



Resolution No. 4-To appoint Retiring Auditors M/s BSR & Associates LLP, Chartered Accountants as Statutory auditors, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,66,73,683	1,66,78,980	100.0000
Dissent	0	3	3	0.0000
Total	5,297	1,66,73,686	1,66,78,983	100.0000

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in Annexure-D.

Resolution No. 5-To consider and approve Re-appointment of Mr. S M Acharya (DIN: 00545141) as an Independent Director

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,66,73,683	1,66,78,980	100.0000
Dissent	0	3	3	0.0000
Total	5,297	1,66,73,686	1,66,78,983	100.0000

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in Annexure-E.



Resolution No. 6- To consider and approve appointment of Ms. Yasmin Javeri Krishan (DIN: 08801422) as an Independent Director

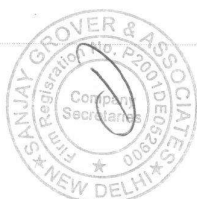
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,66,73,683	1,66,78,980	100.0000
Dissent	0	3	3	0.0000
Total	5,297	1,66,73,686	1,66,78,983	100.0000

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure-F.**

Resolution No. 7- To consider and approve the appointment of Dr. Ritika Dusad (DIN 07022867), as a Whole Time Director and consider payment of remuneration in case of inadequacy of profits of the Company

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,60,08,500	1,60,13,797	96.0118
Dissent	0	6,65,186	6,65,186	3.9882
Total	5,297	1,66,73,686	1,66,78,983	100.0000

Therefore, the Resolution No. 7 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure-G.**



Resolution No. 8- To consider and approve re-appointment of Mr. Vishnu R Dusad (DIN: 00008412) as Managing Director of the Company.

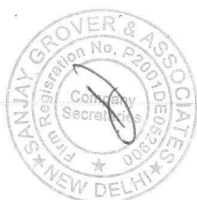
Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,66,73,683	1,66,78,980	100.0000
Dissent	0	3	3	0.0000
Total	5,297	1,66,73,686	1,66,78,983	100.0000

Therefore, the Resolution No. 8 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure-H.**

Resolution No. 9- To consider and approve the appointment of Mr. Anurag Mantri (DIN 09002894), as a Whole Time Director.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	5,297	1,62,48,290	1,62,53,587	97.4495
Dissent	0	4,25,390	4,25,390	2.5505
Total	5,297	1,66,73,680	1,66,78,977	100.0000

Therefore, the Resolution No.9 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure-I.**



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9. The electronic data and all other relevant records related to remote e-voting and e-voting at AGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**



(Devesh Kumar Vasisht)

Partner

CP No.:13700

UDIN: F008488C000682997

July 24, 2021

New Delhi



Countersigned by

Poonam Bhasin
AVP & Company Secretary

July 24, 2021

New Delhi

Annexure- A

Details of e-voting at AGM & remote e-voting for Resolution No.-1 are as under:

A1. E- VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	96	1,66,35,047	16,63,50,470
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	96	1,66,35,047	16,63,50,470
d) Votes with Assent	93	1,66,35,044	16,63,50,440
e) Votes with Dissent	3	3	30



Annexure- B

Details of e-voting at AGM & Remote e-voting for Resolution No.-2 are as under:

B1. E- VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	98	1,66,73,687	16,67,36,870
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	98	1,66,73,687	16,67,36,870
d) Votes with Assent	95	1,66,73,684	16,67,36,840
e) Votes with Dissent	3	3	30



Details of e-voting at AGM & remote e-voting for Resolution No.-3 are as under:

C1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	4	5,297	52,970
d) Votes with Assent	3	4,797	47,970
e) Votes with Dissent	1	500	5,000

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,66,73,686	16,67,36,860
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,66,73,686	16,67,36,860
d) Votes with Assent	93	1,66,73,677	16,67,36,770
e) Votes with Dissent	4	9	90



Annexure-D

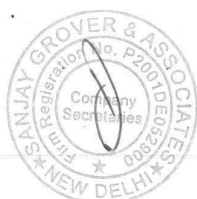
Details of e-voting at AGM & remote e-voting for Resolution No.4 are as under:

D1. E- VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,66,73,686	16,67,36,860
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,66,73,686	16,67,36,860
d) Votes with Assent	94	1,66,73,683	16,67,36,830
e) Votes with Dissent	3	3	30



Annexure-E

Details of e- voting at AGM & remote e-voting for Resolution No.-5 are as under:

E1. E- VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,66,73,686	16,67,36,860
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,66,73,686	16,67,36,860
d) Votes with Assent	94	1,66,73,683	16,67,36,830
e) Votes with Dissent	3	3	30



Annexure-F

Details of e-voting at AGM & remote e-voting for Resolution No.-6 are as under:

F1. E- VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,66,73,686	16,67,36,860
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,66,73,686	16,67,36,860
d) Votes with Assent	94	1,66,73,683	16,67,36,830
e) Votes with Dissent	3	3	30



Annexure-G

Details of e-voting at AGM & remote e-voting for Resolution No.-7 are as under:

G1. E- VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

G2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,66,73,686	16,67,36,860
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,66,73,686	16,67,36,860
d) Votes with Assent	72	1,60,08,500	16,00,85,000
e) Votes with Dissent	25	6,65,186	66,51,860



Annexure-H

Details of e-voting at AGM & remote e-voting for Resolution No.-8 are as under:

H1. E- VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

H2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,66,73,686	16,67,36,860
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,66,73,686	16,67,36,860
d) Votes with Assent	94	1,66,73,683	16,67,36,830
e) Votes with Dissent	3	3	30



Annexure-I

Details of e-voting at AGM & remote e-voting for Resolution No.-9 are as under:

I1. E- VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	4	5,297	52,970
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	4	5,297	52,970
d) Votes with Assent	4	5,297	52,970
e) Votes with Dissent	0	0	0

I2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	96	1,66,73,680	16,67,36,800
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	96	1,66,73,680	16,67,36,800
d) Votes with Assent	87	1,62,48,290	16,24,82,900
e) Votes with Dissent	9	4,25,390	42,53,900

