



NUCLEUS SOFTWARE EXPORTS LIMITED

CIN: L74899DL1989PLC034594

Registered Office : 33-35, Thyagraj Market, New Delhi-110003, India

Corporate Office : A-39, Sector-62, Noida, Uttar Pradesh – 201307, India

Tel : 120-4031400; **Fax :** 120-4031672

Email: investorrelations@nucleussoftware.com; **Website:** www.nucleussoftware.com

NOTICE OF POSTAL BALLOT

Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, **(the “Act”)**, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), as amended from time to time, read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 11/2022 dated 28th December, 2022 and the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the Notes to this Notice.

The remote e-voting period commences from 10.00 A.M. (IST) on **Thursday, December 28, 2023** and ends at 5.00 P.M. (IST) on **Friday, January 26, 2024**.

The Company has appointed Mr. Ankit Singhi, Partner, PI & Associates to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit

his report to the Chairman of the Company (the Chairman) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 working hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.nucleussoftware.com and on the website of KFin Technologies Limited at www.kfintech.com.

SPECIAL BUSINESS:

Item No. 1

TO APPROVE CONTINUATION OF DIRECTORSHIP OF MR. S M ACHARYA (DIN: 00545141) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS

To consider, and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or reenactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") approval of the members of the Company be and is hereby accorded for continuation of directorship of Mr. S M Acharya (**DIN: 00545141**) as a Non-Executive Independent Director of the Company beyond the age of 75 years, till the expiry of his current term i.e. 18th March 2026, on the same terms and conditions as already approved by the members.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For **Nucleus Software Exports Limited**

Sd/-
Poonam Bhasin

Place : Mumbai
Date : December 08, 2023

Company Secretary
Membership No. 10865

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution(s) pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) forms part of the Explanatory Statement forming part of this Notice.
2. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or the RTA or with the depository(ies)/depository participants and whose names appear in the register of members/ list of beneficial owners as on the cut-off date i.e., **Friday, December 15, 2023 ("Cut-off Date")**. The Notice is also uploaded on the website of the Company at <https://www.nucleussoftware.com/>, website of E-voting service provider

i.e., KFin Technologies Limited ('KFin' or 'KFintech') at <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com). All the members of the Company, as on the Cut-off date, shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the **Cut-off date** shall treat this Notice for information purpose only. In this Notice, the term member(s) or shareholder(s) are used interchangeably.

As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

The Company hereby requests all its members to register their email address, if not yet registered, by following the instructions mentioned under **Note no. 10** to enable the Company to provide all communications through email.

3. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of KFin Technologies Limited, Registrar and Share Transfer Agents (RTA) of the Company for facilitating e-voting to enable the Members in place of Shareholders to cast their votes electronically.
4. The terms and conditions for appointment of a Independent Director are hosted on the Company's website.
5. All the material documents referred to Explanatory Statement, shall be available for inspection through electronic mode from **Thursday, December 28, 2023 to Friday, January 26, 2024**, basis the request being sent by members on investorrelations@nucleussoftware.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, December 15, 2023**, being the **cut-off date** fixed for the purpose.
7. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 working hours from the conclusion of e-voting.
8. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **January 26, 2024**. Further, resolution passed by the members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.
9. The declared results along with the report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., <https://www.nucleussoftware.com/>, website of KFintech: <https://evoting.kfintech.com>.
10. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants (DP), and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR 4
	The forms for updating the above details are available at https://www.nucleussoftware.com/ ,	
Demat	Please contact your Depository Participants ('DP') and register your email address and bank account details in your Demat account, as per the process advised by your DP	

E-voting:

- (a) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- (b) Members in place of Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

INSTRUCTIONS FOR E-VOTING

- I. Login method for individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	A. Users registered for NSDL IDeAS facility. i. Open web browser by typing the URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.

Type of shareholders	Login method
	ii. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. iii. Click on options available against Company name or e-voting service provider – KFintech and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote C. By visiting the e-voting website of NSDL: Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the “Shareholder/Member” section. A new screen will open. Enter your User ID (i. e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against Company name or e-voting service provider – KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	A. Existing users who have opted for Easi/Easiest: URL to login to Easi/Easiest: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon and select New System Myeasi i. Shareholders can login through their user ID and password Option will be made available to reach e-voting page without any further authentication. ii. After successful login on Easi/Easiest, the user will also be able to see the e-voting menu. The menu will have links of ESPs. Click on KFintech to cast your vote. B. Users who have not opted for Easi/Easiest: Option to register for Easi/ Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and proceed with completing the required fields.

Type of shareholders	Login method
	C. By visiting the e-voting website of CDSL: The user can directly access e-voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile no. and e-mail id as recorded in the demat account. i. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of ESP i.e. KFintech
Individual Shareholders (holding securities in demat mode) logging in through their depository participants.	i. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. ii. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. iii. Click on options available against the Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective websites.	
Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.	
Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: (022) -48867000 and (022) - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

II. Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- Initial password is provided in the body of the e-mail.
- Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- Enter the login credentials i.e., User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the correct details, click on LOGIN.

- e) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) You need to login again with the new credentials.
- g) Upon successful login, the system will prompt you to select the “EVENT” i.e. **7803 “Nucleus Software Exports Limited”**
- h) On the voting page, the number of shares (which represents the number of votes) held by you as on the **cut-off date Friday, December 15, 2023**, will appear.

If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘**FOR**’/‘**AGAINST**’ as the case may be or partially in ‘**FOR**’ and partially in ‘**AGAINST**’, but the total number in ‘**FOR**’ and/or ‘**AGAINST**’ taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘**ABSTAIN**’, in which case, the shares held will not be counted under either head.

- i) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- j) Cast your votes by selecting an appropriate option and click on ‘**SUBMIT**’. A confirmation box will be displayed. Click ‘**OK**’ to confirm, else ‘**CANCEL**’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- k) Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at ankit@indiacp.com and may also upload the same in the e-voting module in their login.
- l) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at <https://evoting.kfintech.com/public/Downloads.aspx> or call KFin on 1800 309 4001 (toll free).

In case of a member who hold shares and who had not registered their email id, as on the **cut-off date** i.e., Friday, December 15, 2023, may participate in the e-voting by registering their email id by following instructions mentioned at note no. 10. Post registration, such member may request for User ID and password for e-voting by sending an email to einward.ris@kfintech.com/evoting@kfintech.com through his/her registered email id to obtain the same.

- m) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFin on 18003094001 (toll free).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1

Mr. S M Acharya was appointed as an Independent Director of the Company by the members at the 27th Annual General Meeting of the Company for a period of five consecutive years commencing from 19th March, 2016 to 18th March, 2021. Further, based on the recommendation of Nomination and Remuneration/Compensation Committee Mr. S M Acharya was reappointed as an Independent Director for second term of five consecutive years from 19th March 2021 to 18th March, 2026 by the members at 32nd Annual General meeting of the Company. He was appointed as Chairman of the Board w.e.f. 1st November 2017.

In terms of Regulation 17(1A) of SEBI Listing Regulations, effective from 1st April 2019 consent of the members by way of Special Resolution is required for appointment or continuation of directorship as a Non-Executive Director, beyond the age of 75 years.

Mr. S M Acharya will attain the age of 75 years on 19th May 2024 and approval of members is required for the continuation of his directorship beyond the age of 75 years, till the expiry of his current term i.e., 18th March 2026.

Considering Mr. S M Acharya's vast knowledge, acumen and expertise the Nomination and Remuneration /Compensation Committee (NRC) is of the opinion that his continued association will be of immense benefit to the Company. The NRC has recommended to the Board of Directors, for continuation of Mr. S M Acharya as a Non-Executive Independent Director of the Company beyond the age of 75 years on the same terms and condition as approved by the members' at 32nd Annual General meeting of the Company. Accordingly, the Board of Directors at its meeting held on 8th December 2023 has approved the continuation of directorship of Mr. S M Acharya as a Non-Executive Independent Director of the Company till the expiry of his current term i.e. 18th March 2026, subject to the approval of members.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

The Board recommends the Special Resolution of the Notice for approval of the Members.

Brief Profile of Mr. S M Acharya:

Mr. S M Acharya is a retired IAS officer of the Karnataka cadre. He has held various senior positions in both State and Central Governments in his long and distinguished career and retired as Secretary to the Government of India in the Ministry of Defence in 2009. Mr. S M Acharya went to school in Bangalore and Gwalior and graduated from the universities of Madras and Hong Kong obtaining Bachelor of Arts degrees. He also possesses a master's degree in economics from the Victoria University of Manchester, UK. Having taught at a school for a year and a half, Mr. S M Acharya enrolled in an intensive course in Chinese language at the University of Delhi, and then sat for the civil service examinations in 1973.

He served in the Indian Administrative Service for 35 years based in Karnataka for 20 years and in Delhi for 13 years and 2 years as a probationer in Mussoorie. During the course of these years he has had a variety of experiences that have helped him to gain an insight into the affairs of human beings. After retirement he had been retained by a leading education Trust to act the Chief Executive to help run their engineering and general sciences institutions. He had also served as an Independent Director on the Board of Bharat Electronics Ltd. His areas of expertise include Governance, Global Business, Strategy and Planning.

By Order of the Board of Directors
For **Nucleus Software Exports Limited**

Sd/-

Poonam Bhasin

Company Secretary

Membership No. 10865

Place : Mumbai

Date : December 08, 2023