



NUCLEUS SOFTWARE EXPORTS LIMITED

CIN: L74899DL1989PLC034594

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

Tel : 120-4031400; Fax : 120-4031672

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

Email: investorrelations@nucleussoftware.com

Website: www.nucleussoftware.com

NOTICE OF POSTAL BALLOT

Dear Shareholders,

Notice is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020 and the General Circular No. 33/2020 dated September 28, 2020, Circular No.39/2020 dated December 31, 2020, Circular No. 10/2021 and Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**) (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) and pursuant to other applicable laws and regulations, the resolution appended below for modification of the term of appointed Statutory Auditors of Nucleus Software Exports Limited (**the “Company”**) is proposed for approval of the shareholders of the Company through postal ballot by remote e-Voting process (**“e-Voting”**).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company, vide Resolution passed by circulation has, appointed Mr. Devesh Kumar Vasisht (CP No.13700) Partner of M/s Sanjay Grover & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot through the e-Voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-Voting process. Accordingly, the Company is pleased to offer a remote e-Voting facility to all its members to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “General information and instruction relating to e-Voting” in this postal ballot notice (**“Postal Ballot Notice”**) to cast their vote electronically. The remote e-Voting period commences from 9:00 A.M. (IST) on December 15, 2021 and ends at 5:00 P.M. (IST) on January 13, 2022. Shareholders are requested to cast their vote through the e-Voting process not later than 05:00 P.M. (IST) on, January 13, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company or any other Director/person of the Company as authorised by the Board, after completion of scrutiny of the e-Voting. The results shall be declared on or before 5:00 P.M. (IST), January 17, 2022 and communicated to BSE Limited (**“BSE”**), National Stock Exchange of India Limited (**“NSE”**) (together the **“Stock Exchanges”**), National Securities Depository Limited (**“NSDL”**) and Central Depository Services (India) Limited (**“CDSL”**) (together the **“Depositories”**), KFin Technologies Private Limited (**“KTPL”** or **“Registrar and Share Transfer Agent”**) and will also be displayed on the Company’s website www.nucleussoftware.com.

Resolution :

Approval for modification of term of appointment of Statutory Auditors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) read with Companies (Audit and Auditors) Rules, 2014, and all other applicable laws, and in partial

modification of the ordinary resolution passed by the members at the 32nd Annual General Meeting (AGM) of the Company held on 23rd July 2021 ,wherein the renewed term of the re-appointed Statutory Auditors, M/s BSR & Associates LLP (firm Registration no. 116231W/ W-100024) was stated as 1 year (i.e. upto the 33rd AGM) , the renewed term of the appointed statutory auditor be and is hereby now modified to be for a period of 5 years, i.e. the Statutory Auditors of the Company, M/S BSR & Associates LLP (Firm Registration no. 116231W/ W-100024) will continue to hold office till the conclusion of the 37th AGM of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for negotiating, finalizing, amending , signing , delivering, executing , the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the members of the Company.”

By Order of the Board
Nucleus Software Exports Limited

Date: December 8, 2021

Place: Noida

Poonam Bhasin
(Company Secretary & Compliance Officer)

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act read with Rules stating all material facts and the reasons for the proposal is annexed herewith. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on December 10, 2021.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.nucleussoftware.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com & National Stock Exchange of India Limited at www.nseindia.com, and on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com/>
3. Members who have not registered their e-mail address are requested to register in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-Voting process. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on December 10, 2021 will be considered for the purpose of e-Voting.
4. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
5. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on December 10, 2021. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
6. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-Voting service facility arranged by KFinTech. The instructions for e-Voting are provided as part of this Postal Ballot Notice.

Shareholders desiring to exercise their vote through the e-Voting process are requested to read the instructions in the Notes under the section “General information and instruction relating to e-Voting” in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-Voting process not later than 5:00 p.m. IST on January 13, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

7. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer.
8. The Scrutinizer will submit his report to the Chairman or any other Director/person of the Company as authorised by the Board after the completion of scrutiny, and the result of the voting by postal ballot through the e-Voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before 5:00 P.M., January 17, 2022 and will also be displayed on the website of the Company (www.nucleussoftware.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
9. The resolution, if passed by the requisite majority shall be deemed to have been passed on January 13, 2022 i.e., the last date specified for receipt of votes through the e-Voting process.
10. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-Voting process.

General information and instructions relating to e-Voting

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with 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, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on the resolution set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to 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.
- iii. 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. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on December 15, 2021 (9:00 a.m. IST) and ends January 13, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on December 10, 2021 i.e. cut-off date, may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- v. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Record date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Record date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- vii. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: - Visit URL: https://eservices.nsdl.com - Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. - On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” - Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services - To register click on link : https://eservices.nsdl.com - Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with completing the required fields. - Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL - Open URL: https://www.evoting.nsdl.com/ - Click on the icon “Login” which is available under ‘Shareholder/ Member’ section. - A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. - Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. - On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest - Visit URL: https://web.cdslindia.com/myeasi/home/login or - URL: www.cdslindia.com - Click on New System Myeasi - Login with your registered user id and password. - The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. - Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest - Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Proceed with completing the required fields. - Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL - Visit URL: www.cdslindia.com - Provide your demat Account Number and PAN No. - System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. - After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. 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 company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.
---	---

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot 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.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of e-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach 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.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e." and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal ballot Notice and e-Voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-Voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-Voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. After receiving the e-Voting instructions, please follow all steps above to cast your vote by electronic means.

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013

The members at the 32nd Annual General Meeting of the Company held on 23rd July 2021 approved the re-appointment of retiring Statutory Auditors M/s BSR & Associates LLP (firm Registration no. 116231W/ W-100024), from the conclusion of 32nd Annual General meeting till the conclusion of 33rd Annual General Meeting. The renewed term of the re-appointed statutory auditors, was 1 year (i.e. upto the 33rd AGM).

The Board of Directors of the Company at its meeting held on Saturday Dec 4, 2021 at the recommendation of the Audit Committee members approved the modification of the term of appointment of Statutory Auditors for a period of 5 years, subject to the approval of shareholders of the Company. The Board of Directors further by circulation (Circular Resolution) approved the notice of Postal Ballot for seeking approval of the shareholders of the Company by way of Ordinary resolution by remote e-Voting and subject to such approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, for modification of the term of appointment of Statutory Auditors for a period of 5 years, i.e. the Statutory Auditors of the Company, M/S BSR & Associates LLP (Firm Registration no. 116231W/ W-100024) will continue to hold office till the conclusion of the 37th AGM of the Company.

The other terms and Conditions of the appointment of the statutory auditors will remain same as included in the Notice of the 32nd Annual General Meeting, dated June 3, 2021.

The Board of Directors recommends the Resolution of the accompanying Notice, for the approval of the Members of the Company by way of Ordinary Resolution. None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives are in any way interested or concerned in the Resolution **at item no. 1 of the Notice.**

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

Date: December 8, 2021

Place: Noida

**Poonam Bhasin
(Company Secretary and Compliance Office)**