

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 23, 2021

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|--|---|
| 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 |
|--|---|

Dear Sir/Madam,

Sub: Summary of Proceedings of 32nd 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 32nd Annual General Meeting of the Company held on 23rd July 2021.

Kindly take note of the same and oblige us.

Thanking You

Yours Faithfully

Nucleus Software Exports Limited

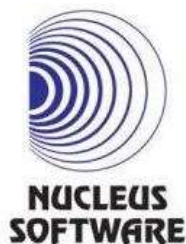
Poonam Bhasin
Digitally signed
by Poonam
Bhasin
Date: 2021.07.23
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**Poonam Bhasin
Company Secretary**

Registered Office

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Summary of proceedings of the 32nd Annual General Meeting of Nucleus Software Exports Limited held on 23rd July, 2021 at 11.00 a.m. held through Video Conference or Other Audio Visual Means.

The 32nd Annual General Meeting (AGM) of the Members of Nucleus Software Exports Limited ('the Company') was held on Friday, July 23rd, 2021 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 Company Secretary 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.

All the Directors of the Company attended the meeting. With the permission of the Chair, Ms. Poonam Bhasin, Company Secretary of the Company informed shareholders that the Statutory Auditors' Report is already circulated to the Members as part of the Annual Report, therefore these Reports to be taken as read.

The Company Secretary further detailed the resolutions as set forth in the Notice of AGM and 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:

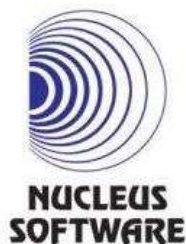
To consider and adopt:

- a) the audited financial statements of the Company for the year ended March 31, 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.

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RESOLUTION NO. 2

- (a) To Take Note of Interim Dividend Declared by Company for FY-20-21
- (b) To declare a final dividend of Rs.6.00/- per Equity Share for the financial year ended March 31, 2021.

RESOLUTION NO.3

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

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 of the Company and to authorize the Board of Directors to fix their remuneration and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution

RESOLUTION NO.5

To consider and approve Re-appointment of Mr. S M Acharya (DIN: 00545141) as an Independent Director, and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):

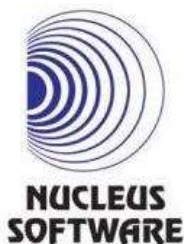
RESOLUTION NO.6

To consider and approve appointment of Ms. Yasmin Javeri Krishan (DIN: 08801422) as an Independent Director and if thought fit, pass the following resolution as an Ordinary Resolution, with or without modification(s):

RESOLUTION No.7**Registered Office**

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

RESOLUTION No.8

To consider and approve Re-Appointment of Mr. Vishnu R Dusad (DIN: 00008412) as Managing Director of the Company 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 appointment of Mr. Anurag Mantri, as a Whole Time Director 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. Only 1 speaker , raised few queries which were answered by the Chairman 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) is appointed as a Scrutinizer to scrutinize the e-voting & Insta poll process in a fair and transparent manner. The Chairman 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 11.50 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
(POONAM BHASIN)

Digitally signed by
Poonam Bhasin
Date: 2021.07.23
13:05:41 +05'30'

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