



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 8, 2019

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
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Dear Sir/Madam,

Sub: Summary of Proceedings of 30th 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 30th Annual General Meeting of the Company held on 8th July 2019.

Kindly take note of the same and oblige us.

Thanking You

Yours Faithfully

Nucleus Software Exports Limited

**Poonam Bhasin
Company Secretary**

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Summary of proceedings of the 30th Annual General Meeting of Nucleus Software Exports Limited held on 8th July, 2019 at 04.00 p.m. at PHD Chamber of Commerce & industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, , New Delhi-110016

The 30th Annual General Meeting (AGM) of the Members of Nucleus Software Exports Limited ('the Company') was held on Monday, July 08, 2019 at 4.00 P.M (IST) at PHD Chamber of Commerce & industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, , New Delhi-110016.

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, 2019 and its future outlook.

All the Directors of the Company except Ms. Ritika Dusad 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 dated April 23, 2019, 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 2019 including Audited Balance Sheet and Profit and Loss account as on March 31, 2019 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, 2019 together with the Report of the Auditors thereon.

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RESOLUTION NO. 2

To declare a final dividend of Rs. 9 per Equity Share for the financial year ended March 31, 2019.

RESOLUTION NO.3

To re-appoint Ms. Ritika Dusad (DIN 07022867), as Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

RESOLUTION NO.4

Re-appointment of Mr. Prithvi Haldea (DIN 0001220) as an Independent Director

RESOLUTION NO.5

Re-appointment of Prof. Trilochan Sastry (DIN 02762510) as an Independent Director

RESOLUTION NO.6

Re-appointment of Mrs. Elaine Mathias (DIN 06976868) as an Independent Director

RESOLUTION NO.7

Reappointment of Mr. R P Singh (DIN 00008350) as an Executive Whole Time Director

RESOLUTION NO.8

Payment of Commission to Non-Executive Directors of the Company.

The Chairman then 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.

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

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authorised the Managing Director of the Company to sign the Scrutinizer Report on behalf of the Company.

The meeting then concluded at 4:55 p.m. with a vote of thanks.

This is for your information and records.

Thanking You.

Yours Sincerely

FOR NUCLEUS SOFTWARE EXPORTS LIMITED

(POONAM BHASIN)
COMPANY SECRETARY

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