NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

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July 08, 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

Dear Sir/Madam,

Sub: **Summary of Proceedings of NCLT Court convened Meeting of Equity Shareholders of the company**

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 **NCLT Court convened Meeting of Equity Shareholders of the Company** held today on 08th July 2019.

Kindly take note of the same and oblige us.

Thanking You
Yours Faithfully
Nucleus Software Exports Limited

Poonam Bhasin
Company Secretary

Corporate Office
Nucleus Software Exports Ltd.
A-39, Sector 62, Noida - 201307

Registered Office
33-35 Thyagraj Nagar Mkt, New Delhi - 110003
CIN : L74899DL1989PLC034594

Summary of proceedings of the <u>NCLT Court convened Meeting of Equity Shareholders</u> of Nucleus Software Exports Limited held on 8th July, 2019 at 02.00 p.m. at PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, , New Delhi- 110016

The **<u>NCLT Court convened Meeting of Equity Shareholders of</u>** Nucleus Software Exports Limited ('the Company') was held on Monday, July 08, 2019 at 02.00 P.M (IST) at PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016. Mr. Rajesh Gupta, Chairman appointed by NCLT, being present, was requested to chair the meeting. The Chairman, Mr. Rajesh Gupta chaired the proceedings of the meeting. The Chairman declared that the required Quorum of 2500 shareholders, as directed by NCLT in order dated 01.05.2019, was not present. The Chairman then adjourned the meeting for thirty minutes as instructed in the court order.

The meeting resumed after thirty minutes and the Chairman declared that the members present at the meeting, shall be considered as quorum, to call the meeting in order. The Chairman then explained the purpose of the meeting to the members present. With the permission of the Chair, Ms. Poonam Bhasin, Company Secretary of the Company read the Notice of the meeting to the members of the Company. The Chairman further informed that the Company had provided the Members the facility to cast their votes electronically on the resolutions set forth in the Notice. Members who were present at the meeting and had not cast their votes electronically, were provided the opportunity through Insta Poll to cast their votes during the meeting.

RESOLUTION NO. 1:

To consider and adopt: Scheme of Amalgamation ("Scheme") of wholly owned subsidiaries- Virstra I-Technology Services Limited ("Transferor Company-1") and Avon Mobility Solutions Private Limited ("Transferor Company-2") into and with the parent company- Nucleus Software Exports Limited ("Transferee Company") and their respective Shareholders and Creditors.

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. No queries were raised by the Members.

The Chairman further requested the members to cast their votes. He informed that Mr. Prince Chadha, is the NCLT appointed 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 will be notified to the Stock Exchanges and will also be published on the Company's website within the stipulated time limits..

The meeting then concluded at 2:50 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