



**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

**Corporate Office**

A-39, Sector-62, Noida,  
Uttar Pradesh, 201307. India.

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January 14, 2022

<b>The Listing Department</b>  <b>The National Stock Exchange of India Ltd.</b>  <b>Exchange Plaza, Bandra-Kurla Complex</b>  <b>Bandra (E)</b>  <b>Mumbai-400 051.</b> <b>Fax Nos. 022-26598236/237/238</b>	<b>The Listing Department</b>  <b>Bombay Stock Exchange Limited</b>  <b>Phiroze Jeejeebhoy Towers,</b>  <b>25<sup>th</sup> Floor, Dalal Street</b>  <b>Mumbai-400 001</b> <b>Fax No. 022-22722061/41/39</b>
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Dear Sirs,

**Sub: Postal Ballot - Voting Results Announcement and Scrutinizer Report**

With reference to the above mentioned subject, please find enclosed herewith copy of voting results of Postal ballot held on 13<sup>th</sup> January 2022 in respect of business transacted in the notice of Postal Ballot dated 08<sup>th</sup> Dec 2021 as per Regulation 44 of SEBI (LODR) Regulation 2015. The Report of the Scrutinizer pursuant to Section 110 of the Companies Act, 2013 and Rule 22(13) of the Companies (Management and Administration) Rules, 2014 is also enclosed herewith for your reference. The same shall also be available on the website of the Company i.e. [www.nucleussoftware.com](http://www.nucleussoftware.com).

You are requested to take note of the same and oblige us.

Thanking You  
Yours Sincerely  
**For Nucleus Software Exports Limited**

Poonam Bhasin  
Digitally signed by  
Poonam Bhasin  
Date: 2022.01.14  
17:18:29 +05'30'

**(Poonam Bhasin)**

**Company Secretary**

**Registered Office**

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

CIN : L74899DL1989PLC034594

**SANJAY GROVER & ASSOCIATES**  
**COMPANY SECRETARIES**

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B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi – 110 024  
Tel.: (011) 4679 0000, Fax: (011) 4679 0012  
e-mail: contact@cssanjaygrover.in  
Website: www.cssanjaygrover.in

**Scrutinizer's Report**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the **Act**') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014('the **Rules**')] ]

To,

The Chairman

**NUCLEUS SOFTWARE EXPORTS LIMITED**

(CIN: L74899DL1989PLC034594)

33-35, Thyagraj Nagar Market

New Delhi -110003

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of **NUCLEUS SOFTWARE EXPORTS LIMITED** ('the **Company**') through resolution by circulation passed on December 8 2021, for the purpose of scrutinizing postal ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively ('**MCA Circulars**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulation**'), Secretarial Standard–2 on "General Meetings" Issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot dated December 08, 2021:

S.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Approval for Modification of term of appointment of Statutory Auditors

**I submit my report as under:**

1. The Company has sent Postal Ballot notice along with explanatory statement and remote e-voting instructions (“**Postal Ballot Notice**”) electronically only through e-mail on December 14, 2021 to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent KFIN Technologies Private Limited (‘**KFinTech**’) or with their respective Depository Participant (‘**DP**’) and whose names appear in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on December 10, 2021 (“**cut-off date**”).
2. The Company has published an advertisement on December 15, 2021 regarding service of Postal Ballot Notice to eligible members in Financial Express and Jansatta.
3. The Members of the Company holding shares as on cut- off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of KFinTech viz., <https://evoting.kfintech.com>.
4. The remote e-Voting commenced on December 15, 2021, 09:00 A.M. and ended on January 13, 2022, 05:00 P.M. Further, the remote e- voting process was monitored through the scrutinizer’s secured link provided by KFinTech on its designated website i.e. <https://evoting.kfintech.com>.
5. The remote e-voting was unblocked on January 13, 2022 after 05:00 P.M. in the presence of two witnesses Mr. Prashant Kishanani and Mr. Rishab Kansal who are not in the employment of the Company.
6. The particulars of remote e-voting report generated from electronic registry of KFinTech have been entered in a separate Register maintained for this purpose.

7. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars/ SEBI Regulations in respect of the resolution contained in the postal ballot Notice. My responsibilities as scrutinizers is restricted to make a scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolution contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by KFintech.
8. E-votes cast upto the close of working hours i.e. 05:00 P.M. on January 13, 2022 i.e. the last date and time fixed by the Company for postal ballot process has been considered for the purpose of this report.
9. The remote e-voting was reconciled with the Register of members of the Company as on cut- off date as provided by the DP & RTA of the Company.
10. As on cut- off date, the fully paid-up share capital of the Company was Rs 29,04,07,240/- (Rupees Twenty Nine Crore Four Lakh Seven Thousand Two Hundred and Forty only) divided into 2,90,40,724 (Two Crore Ninety Lakh Forty Thousand Seven Hundred and Twenty Four) Equity Shares of Rs. 10 /- (Rupees Ten only) each
11. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice is as under:

**Approval for modification of term of appointment of Statutory Auditors of the company**

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal ballot	Total	
<b>Assent</b>	10,44,021	NA	10,44,021	99.9650
<b>Dissent</b>	366		366	0.0350
<b>Total</b>	10,44,387		10,44,387	100

The detailed break up of voting through Remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure A**'

12. Based on the aforesaid results, the resolutions as mentioned above shall be deemed to have been passed on January 13, 2022 being the last date of remote e-voting for the members of the Company.
13. The Register containing the details of remote e-voting relating to Postal Ballot is under my safe custody and will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

**FOR SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**

**COUNTERSIGNED BY**

DEVESH  
KUMAR  
VASISHT

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DEVESH KUMAR  
VASISHT  
Date: 2022.01.14  
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**Devesh Kumar Vasisht**

C.P. No.:13700

UDIN: F008488C002172397

Date: January 14, 2022

Place: New Delhi

A detailed summary of the voting through e-voting is given herein below:

<b>VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	227	10,44,387	1,04,43,870
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	227	10,44,387	1,04,43,870
d) Votes with assent for the resolution	210	10,44,021	1,04,40,210
e) Votes with dissent for the resolution	17	366	3,660



**NUCLEUS SOFTWARE EXPORTS LIMITED**

Voting Results of POSTAL BALLOT								
Details of Postal Ballot and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:								
Date of the POSTAL BALLOT							January 13 , 2022	
Total number of shareholders on cut-off date i.e. December 10 , 2021							47,271	
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:							NA	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:							NA	
<b>1. Ordinary Resolution: Approval for modification of term of appointment of Statutory Auditors of the company</b>								
Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	1,96,27,866	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	11,40,976	9,75,104	85.4623	9,75,104	0	100.0000	0.0000
	Postal Ballot		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>975104</b>	<b>85.4623</b>	<b>9,75,104</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	82,71,882	69,283	0.8376	68,917	366	99.4717	0.5283

**Registered Office**

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	Postal Ballot		-	0.0000	-	0	0.0000	0.0000
	<b>Total</b>		<b>69,283</b>	<b>0.8376</b>	<b>68,917</b>	<b>366</b>	<b>99.4717</b>	<b>0.5283</b>
<b>Total</b>		<b>2,90,40,724</b>	<b>10,44,387</b>	<b>3.5963</b>	<b>10,44,021</b>	<b>366</b>	<b>99.9650</b>	<b>0.0350</b>

**For Nucleus Software Exports Limited**

Digitally signed  
by Poonam  
Bhasin  
Date: 2022.01.14  
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**(Poonam Bhasin)****Company Secretary****Registered Office**

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