

**MINUTES OF THE 24th ANNUAL GENERAL MEETING OF NUCLEUS SOFTWARE EXPORTS LTD. HELD ON JULY 10, 2013 AT 11.30 A.M AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, LODI ROAD, NEW DELHI- 110 003**

---

**MEMBERS PRESENT:**

Members in Person: 196  
Members in Proxy: 11

**DIRECTORS PRESENT AT THE MEETING:**

Mr. Janki Ballabh - Chairman  
Mr. Vishnu R Dusad - Managing Director  
Mr. Sanjiv Sarin - Director  
Mr. Prithvi Haldea - Director  
Mr. Narayanan Subramaniam - Director  
Prof. Trilochan Sastry - Director

**In Attendance**

Mr. Pramod K. Sanghi, President Finance & CFO  
Ms. Poonam Bhasin, Company Secretary

The Chairman informed that the full Quorum as required, being five members in person are present at this meeting. Hence, the meeting was declared open.

All the statutory books for the inspection of the members under the various provisions of the Companies Act, 1956 were kept open during the meeting.

**1. APPOINTMENT OF CHAIRMAN OF THE MEETING:**

Mr. Janki Ballabh, Chairman of the Board, being present, was requested to chair the meeting.

**2. NOTICE OF THE MEETING:**

With the permission of the members present, the Notice dated April 27, 2013 calling the Annual General Meeting was taken as read.

With the permission of the Chair, the Secretary read the Auditors' Report to the members of the Company.

**PROCEEDINGS & DECISIONS**

The Company Secretary with the permission of the Chair proceeded with the Agenda items. However, before taking the items detailed in the AGM Notice, some of the shareholders created disorder in the meeting.

The Chairman in view of the disorder, on his own motion ordered to put all the resolutions from Sl. No. 1 to Sl. No. 8, detailed in notice of the meeting, to poll and further announced that the poll to be taken at the Registered Office of the Company on July 10, 2013 between 1.00 pm to 1.30 pm for all businesses of the notice.

Pursuant to Section 184 of the Companies Act, 1956, the Chairman appointed Mr. Abhinav Mishra, Employee of the Company and Mr. Suchitta Koley (a member [folio no. 8475] and not being an officer or employee of the Company) to be scrutinizers for the poll.

For NUCLEUS SOFTWARE EXPORTS LIMITED

  
Company Secretary

The Chairman further informed that the results of the poll for each business item covered in the AGM Notice shall be available at the Registered Office of the Company.

Thereafter, the meeting concluded for the poll to be taken at the Registered Office of the Company on July 10, 2013 between 1.00 pm to 1.30 pm for all businesses covered in the AGM Notice dated April 27, 2013.

**RESULTS OF POLL HELD AT THE REGISTERED OFFICE OF THE COMPANY ON JULY 10 2013 BETWEEN 1.00 P.M TO 1.30 P.M COVERING AGENDA ITEMS DETAILED IN THE AGM NOTICE DATED APRIL 27, 2013**

**ORDINARY BUSINESS**

**RESOLUTION NO. 1:**

***To review, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.***

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2013 and the Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon be and are hereby adopted."

Total Votes Cast in favour: 93,99,759

Total Votes cast against: 39

The report of the Scrutinizers disclose that the votes cast in favour of the resolution on the poll by the members who being entitled to do so and voting in person and valid proxy were more than the votes cast against the resolution, the resolution is passed with requisite majority.

The Chairman thereafter declared the resolution passed as an Ordinary Resolution.

**RESOLUTION NO. 2:**

***To declare dividend @ Rs.3.00 per share on equity shares for the financial year ended March 31, 2013.***

"RESOLVED THAT Final Dividend at the rate of Rs. 3.00/- per share (30% on par value of Rs. 10/-) on the equity share capital of Rs. 32,38,36,340/- (Rs. Thirty Two Crore Thirty Eight Lacs Thirty Six Thousand Three Hundred Forty only) of the Company, consisting of 3,23,83,634 (Three Crore Twenty Three Lacs Eighty Three Thousand Six Hundred Thirty Four Only) equity shares of Rs. 10/- each, proposed by the Board of Directors of the Company during the year, at their meeting held on April 27, 2013 be and is hereby confirmed and declared as final dividend for the year ended 31<sup>st</sup> March, 2013."

Total Votes Cast in favour: 93,99,763

Total Votes cast against: 35

The report of the Scrutinizers disclose that the votes cast in favour of the resolution on the poll by the members who being entitled to do so and voting in person and valid proxy were more than the votes cast against the resolution, the resolution is passed with requisite majority

The Chairman thereafter declared the resolution passed as an Ordinary Resolution.

For NUCLEUS SOFTWARE SOLUTIONS LIMITED



**RESOLUTION NO.3**

***To appoint a Director in place of Mr. Janki Ballabh, who retires by rotation and being eligible offers himself for reappointment.***

"RESOLVED THAT Mr. Janki Ballabh, Director who retires by rotation and being eligible offers himself for reappointment be and is hereby reappointed as Director of the Company."

Total Votes Cast in favour: 93,99,759

Total Votes cast against: 39

The report of the Scrutinizers disclose that the votes cast in favour of the resolution on the poll by the members who being entitled to do so and voting in person and valid proxy were more than the votes cast against the resolution, the resolution is passed with requisite majority.

The Chairman thereafter declared the resolution passed as an Ordinary Resolution.

**RESOLUTION NO.4:**

***To appoint a Director in place of Mr. Prithvi Haldea, who retires by rotation and being eligible offers himself for reappointment.***

"RESOLVED THAT Mr. Prithvi Haldea, Director who retires by rotation and being eligible offers himself for reappointment be and is hereby reappointed as Director of the Company."

Total Votes Cast in favour: 93,99,759

Total Votes cast against: 39

The report of the Scrutinizers disclose that the votes cast in favour of the resolution on the poll by the members who being entitled to do so and voting in person and valid proxy were more than the votes cast against the resolution, the resolution is passed with requisite majority.

The Chairman thereafter declared the resolution passed as an Ordinary Resolution.

**RESOLUTION NO. 5:**

***To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration. M/s Deloitte Haskins & Sells, Chartered Accountants, the retiring auditors are eligible for reappointment.***

"RESOLVED THAT M/s Deloitte Haskins & Sells, Chartered Accountants, New Delhi, be and are hereby reappointed as Statutory Auditors of the Company, who shall hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company at an appropriate time."

Total Votes Cast in favour: 93,99,759

Total Votes cast against: 39

The report of the Scrutinizers disclose that the votes cast in favour of the resolution on the poll by the members who being entitled to do so and voting in person and valid proxy were more than the votes cast against the resolution, the resolution is passed with requisite majority.

The Chairman thereafter declared the resolution passed as an Ordinary Resolution.

For NUCLEUS FOOD AND EXPORTS LIMITED



ty

**RESOLUTION NO. 6:**

***Regularisation of Appointment of Additional Director- Mr. N Subramaniam***

"RESOLVED THAT Mr. N. Subramaniam, who was appointed as an Additional Director of the Company effective from July 11, 2012 by the Board of Directors and who holds office until the date of the Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956 and Article 89 of the Articles of Association of the Company, and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, proposing his candidature, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Total Votes Cast in favour: 93,99,759

Total Votes cast against: 39

The report of the Scrutinizers disclose that the votes cast in favour of the resolution on the poll by the members who being entitled to do so and voting in person and valid proxy were more than the votes cast against the resolution, the resolution is passed with requisite majority.

The Chairman thereafter declared the resolution passed as an Ordinary Resolution

**RESOLUTION NO. 7:**

***Regularisation of Appointment of Additional Director- Prof. Trilochan Sastry***

RESOLVED THAT Professor Trilochan Sastry, who was appointed as an Additional Director of the Company effective from April 27, 2013, by the Board of Directors and who holds office until the date of the Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956 and Article 89 of the Articles of Association of the Company, and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, proposing his candidature, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Total Votes Cast in favour: 93,99,759

Total Votes cast against: 39

The report of the Scrutinizers disclose that the votes cast in favour of the resolution on the poll by the members who being entitled to do so and voting in person and valid proxy were more than the votes cast against the resolution, the resolution is passed with requisite majority.

The Chairman thereafter declared the resolution passed as an Ordinary Resolution

**RESOLUTION NO. 8:**

***Post facto approval in terms of the Central Government approval no. 4/98/T-1/2013/D/820 dated 17th April 2013***

RESOLVED THAT pursuant to Section 297 of the Companies Act, 1956 and approval of the Regional Director, Ministry of Corporate Affairs vide no. 4/98/T-1/2013/D/820 dated April 18, 2013 and other applicable provisions, consent of members be and is hereby given to the Company to enter into a contract with M/s Prime Database Private Limited, for availing of services i.e. creation, maintenance and hosting of Investors Relation Website of M/s Nucleus Software Exports Limited for a period from 1.4.2013 to 31.03.2016 as per the terms and conditions set out in the agreement entered into with the latter and approved by the Regional Director.

RESOLVED FURTHER THAT it is hereby confirmed that:

NUCLEUS SOFTWARE EXPORTS

Comp

- (a) the Contract entered into with M/s Prime Database Private Limited is competitive, at arm's length, without conflict of interest and is not less advantageous to it as compared to similar contracts with other parties and the Company has not made any default under Section 297 of the Companies Act, 1956 in the past and there is no default in repayment of any of its debts (including public deposits) or debenture or interest payable thereon and has filed its up to date balance sheet and annual return with the Registrar of companies;
- (b) the contract is falling within the provisions of Section 297 of the Companies Act, 1956 and provisions of Section 198, 269, 309, 314 and 295 are not applicable in the proposed contract; and
- (c) the Company and its Directors have complied with the provisions of Section 173, 287, 299, 300, 301 and other applicable provisions of the Companies Act, 1956 with regard to the proposed contract."

RESOLVED FURTHER THAT the Board of Directors be and hereby authorised to do all such acts, deeds or things as may be necessary to give effect to the above resolution subject to the compliance of terms of the said approval letter."

Total Votes Cast in favour: 93,99,759

Total Votes cast against: 39

The report of the Scrutinizers disclose that the votes cast in favour of the resolution on the poll by the members who being entitled to do so and voting in person and valid proxy were more than the votes cast against the resolution, the resolution is passed with requisite majority.

The Chairman thereafter declared the resolution passed as an Special Resolution.

The report of the Scrutinizers submitted further stated that in all 24 ballots were used. The valid ballots constituting 93,99,798 Equity shares were polled for all Resolution(s) during the poll.

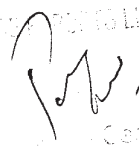
The Chairman thereafter declared that each item of all the businesses covered in the AGM Notice have been approved by Poll with requisite majority.

**Sd/-  
Chairman**

**Certified to be True  
For Nucleus Software Exports Limited**

**Poonam Bhasin  
(Company Secretary)**

For NUCLEUS SOFTWARE EXPORTS LIMITED

  
Secretary