

**NUCLEUS  
SOFTWARE**

**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, 2017

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| <b>The Listing Department</b><br><b>The National Stock Exchange of India Ltd.</b><br><b>Exchange Plaza, Bandra-Kurla Complex</b><br><b>Bandra (E)</b><br><b>Mumbai-400051.</b><br><b>Fax Nos. 022-26598236/237/238</b> | <b>The Listing Department</b><br><b>Bombay Stock Exchange Limited</b><br><b>Phiroze Jeejeebhoy Towers,</b><br><b>25<sup>th</sup> Floor, Dalal Street</b><br><b>Mumbai-400001</b><br><b>Fax No. 022-22722061/41/39</b> |
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Dear Sir/Madam,

**Sub: Summary of Proceedings of 28<sup>th</sup> 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 28<sup>th</sup> Annual General Meeting of the Company held on 8<sup>th</sup> July 2017.

Kindly take note of the same and oblige us.

**Thanking You**

**Yours Faithfully**

**Nucleus Software Exports Limited**

**Poonam Bhasin**  
**Company Secretary**

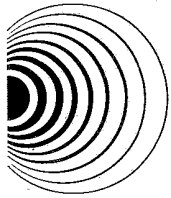


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**Summary of proceedings of the 28<sup>th</sup> Annual General Meeting of Nucleus Software Exports Limited held on 8<sup>th</sup> July, 2017 at 11.30 a.m. at Sri Satya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003**

The 28th Annual General Meeting (AGM) of the Members of Nucleus Software Exports Limited ('the Company') was held on Saturday, July 08, 2017 at 11.30 A.M (IST) at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003. Mr. Janki Ballabh, Chairman of the Board, being present, was requested to chair the meeting. The Chairman, Mr. Janki Ballabh 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, 2017 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 25, 2017, 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 2017 including Audited Balance Sheet and Profit and Loss account as on March 31, 2017 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, 2017 together with the Report of the Auditors thereon.

**RESOLUTION NO. 2**

To declare a final dividend of Rs. 5 per Equity Share for the financial year ended March 31, 2017.

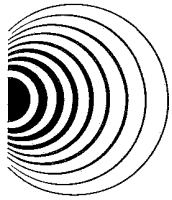


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**RESOLUTION NO.3**

To re-appoint Mr. Vishnu R Dusad (DIN 00008412), as Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

**RESOLUTION NO.4**

To ratify the appointment of M/s BSR & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company.

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. 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. Sanjay Grover, Practicing Company Secretary (FCS No. 4223 and CP. No. 3850) 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 authorised the Managing Director of the Company to sign the Scrutinizer Report on behalf of the Company.

The meeting then concluded at 12.30 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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