



Nucleus Software Exports Limited

CIN : L74899DL1989PLC034594

Regd. Office: 33-35, Thyagraj Market, New Delhi - 110003. Tel : +91 - 120 - 4031400; Fax : +91 - 120 - 4031672

Email : investorrelations@nucleussoftware.com, Website : www.nucleussoftware.com

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting (AGM) of the Members of Nucleus Software Exports Limited will be held on Monday, the 2nd day of July 2018, at 11:30 A.M. at PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 to transact the following business:

Ordinary Business:

1. Adoption of Financial Statements

To receive, consider and adopt:

- the audited financial statements of the Company for the year ended March 31, 2018 including Audited Balance Sheet and Profit and Loss account as on March 31, 2018 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and
- the audited consolidated financial statements of the Company for the financial year ended March 31, 2018.

2. Declaration of Dividend

To declare a final dividend of ₹ 8 per Equity Share for the financial year ended March 31, 2018

3. To re-appoint Mr. R P Singh (DIN 00008350), as Director of the Company who retires by rotation and being eligible offer himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Sec 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company, be and is hereby accorded to the re-appointment of Mr. R P Singh, as a Director of the Company, who retires by rotation and being eligible offers himself for reappointment.”

4. Ratification of Appointment of Statutory Auditors

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of BSR & Associates LLP, Chartered Accountants (Registration No.: 116231 W/W -100024) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as decided by the Board of Directors.”

By Order of the Board of Directors
For Nucleus Software Exports Limited

Place: Noida
Date: May 3, 2018

Poonam Bhasin
Company Secretary
(Membership No.:A10865)

Registered Office:
33-35, Thyagraj Market,
New Delhi 110 003
CIN: U74899DL1989PLC034594
e-mail: investorrelations@nucleussoftware.com

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
- Members/Proxies should bring duly filled attendance slips attached herewith for attending the meeting.
- The Register of Members and Share Transfer Books of the Company will be closed on June 26 to July 2, 2018 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for 2017-18, if declared by the members. The Dividend, if approved at the Annual General Meeting, will be payable to such members whose names appear on the Register of Members of the Company and as beneficial owners in the records of National Securities Depositories Ltd. and Central Depository Services (India) Ltd., at close of business hours as on June 25, 2018.
- Members are requested to support our commitment to environment protection by choosing to receive their shareholding communication through email. You can do this by updating your email address with your depository participant/ Company.
- Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
- Members whose shareholding(s) are in electronic mode are requested to direct changes relating to address, bank mandate and Electronic Clearing Service (ECS) details to their respective Depository participants.
- Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (D.P) ID number on all correspondence with the Company.
- Members who are holding shares in more than one folio are requested to intimate to the Company the detail of all folio numbers for consolidation into a single folio.

10. Members/Proxy holders are requested to bring their copies of the Annual Report with them to the Annual General Meeting, as extra copies will not be provided.
11. Pursuant to Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), all unclaimed /unpaid dividend remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, is to be transferred to the IEPF established by the Central Government.
As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. In the event of transfer of Unclaimed dividend/ shares to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5.
12. Members who have not yet encashed their dividend warrant(s) pertaining to the final dividend for the financial year 2010-11 onwards for the Company, are requested to lodge their claims, It may be noted that the unclaimed Final Dividend for the financial year 2010-11 declared by the Company on July 8, 2011 can be claimed by the Members by July 7, 2018. Members attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.
The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amount lying with Companies) Rules 2012. In terms of the above Rules, the Company has uploaded the information in respect of the Unclaimed Dividends, as on the date of last AGM i.e. July 8, 2017, on the website of the Company viz. www.nucleussoftware.com.
13. Details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting as required under the provisions of Secretarial Standards- 2 issued by the Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related rules thereunder and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and related rules thereunder will be available for inspection by Members of the Company at the venue of the meeting.
15. Members are requested to send to the Company their queries, if any, on accounts and operations of the Company at least ten days before the meeting so that the same could be suitably answered at the meeting.
16. Copies of the Annual Report 2018 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2018 are being sent by the permitted mode.
17. Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
18. Members may also note that the Notice of the 29th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Papers and the Annual Report for 2018 will also be available on the Company's website www.nucleussoftware.com for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office, for inspection during normal business hours on working days.
19. Even after registering for e-communication, members are entitled to receive such communication(s) in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investorrelations@nucleussoftware.com
20. In case of joint Members attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote
21. For the immediate reference, route map for reaching the venue of the Annual General Meeting hall is attached.
22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
23. In terms of Section 72 of the Companies Act, 2013 and related rules thereunder, a Member of the Company may nominate a person on whom the Shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
24. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
25. MEMBERS MAY NOTE THAT NO GIFTS/GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING.
26. **Voting through electronic means**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their

right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Pvt. Ltd.:

2. The instructions for e-voting are as under:
 - I. To use the following URL for e-voting:
 - a. From Karvy website : <http://evoting.karvy.com>
 - II. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date i.e. closing hours of June 25, 2018 may cast their vote electronically.
 - III. Enter the login credentials [i.e., user id and password mentioned in the Notice of the AGM]. Your Folio No/ DP ID Client ID will be your user ID.
 - IV. After entering the details appropriately, click on LOGIN.
 - V. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - VI. You need to login again with the new credentials.
 - VII. On successful login, the system will prompt you to select the EVENT i.e., Nucleus Software Exports Limited.
 - VIII. On the voting page, enter the number of shares as on the cutoff date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
 - IX. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
 - X. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
 - XI. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
 - XII. The Portal will remain open for voting from: 10 A.M. on June 28, 2018 to 5 P.M. on July 1, 2018.
 - XIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the

download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at Tel No. 1800 345 4001 (toll free).

3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of closing hours of June 25, 2018.
4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the closing hours June 25, 2018 shall be entitled to avail the facility of remote e-voting/ Insta Poll.
5. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. June 25, 2018 may obtain the User Id and password by sending a request at evoting@karvy.com.
However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
6. Mr. Sanjay Grover, Practicing Company Secretary (FCS No. 4223) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility
8. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.nucleussoftware.com and on the website of Karvy Computershare and communicated to the respective Stock Exchanges, where the securities of the Company are listed.

**By Order of the Board of Directors
For Nucleus Software Exports Limited**

**Place: Noida
Date: May 3, 2018**

**Poonam Bhasin
Company Secretary
Registered Office:
33-35, Thyagraj Market, New Delhi 110 003
CIN.U74899DL1989PLC034594
e-mail: investorrelations@nucleussoftware.com**

Annexure-A

PROFILE OF THE DIRECTORS RECOMMENDED FOR APPOINTMENT/ RE-APPOINTMENT

Mr. R P Singh

Mr. Ravi Pratap Singh, or 'RP', has been with Nucleus ever since its initiation. In the early years, he played a key role in building innovative solutions for Citibank in India and South East Asia.

Currently, he heads Global Product Management for Nucleus Software covering both its product lines i.e., FinnOne™, the flagship Lending solution and Cash@Will, the comprehensive Cash Management solution. He took on this role in 2012 and has been instrumental in the launch of the re-architected avatars of both the products. The two are in the market with brand names FinnOne NEO and FinnAxia.

Prior to this, he had a long stint as Head, Global Delivery where he was instrumental in implementing and supporting Nucleus products across nearly 50 countries. A respected industry leader, he led a highly charged team while implementing the products at some of the largest businesses in India, South East Asia and Middle East. In 2010, he started Nucleus School of Banking Technology (NSBT) as a new division of Nucleus, with a vision of training & developing world class Banking (& Financial) Technology Professionals. Being a natural mentor and a technocrat of high caliber himself, he continues to work closely with NSBT to teach young professionals what they were not taught at Engineering Schools.

His entire career has been spent designing, developing & delivering software solutions for global Banking and Financial Services leaders. His strong background in technology and business domain coupled with his enthusiasm to deliver value to customers drives his career.

Mr. Singh did his graduation in Economics from Shri Ram College of Commerce before doing his Post Graduation in Computer Applications. An alumni of Harvard Business School, he completed the General Management Program (GMP) from the School.

He is an ardent golfer and an outdoors person involved in many adventure activities.

Ms. R P Singh joined the Nucleus Board in July 2014. He is also on the Board of Virstra – i Technology Services Limited, Nucleus Software Limited, Nucleus Software Japan Kabushiki Kaisha and Nucleus Software Netherland B. V.

Mr. R P Singh has been appointed as CEO of the Company w.e.f April 1, 2018.

Other relevant information as required under the Secretarial Standards- 2 issued by the Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as are follows:

Terms and Conditions of Appointment	As Mentioned in the letter of appointment
Details of Remuneration Sought to be Paid	As Mentioned in the letter of appointment
The Remuneration Last Drawn by Mr. R P Singh, if applicable	Detail provided in Annexure I to the Directors' Report
Age	55 years
Date of First Appointment on the Board	July 26, 2014
Number of shares held in the Company	151,977
Directorships held in other companies	<ul style="list-style-type: none">Virstra i-Technology Services Ltd.Nucleus Software LimitedNucleus Software Japan Kabushiki Kaisha andNucleus Software Netherland B. V.
Inter-se relations between the Board members/ relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Number of Meetings of the Board attended during the Year	Mr. R P Singh attended all 9 Board meetings held during the year.

Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/Investor Grievance Committee) : Nil



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PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Joint shareholders may obtain additional Attendance Slip on request.

DP. ID
Client ID

ATTENDANCE SLIP

Regd. Folio No.

No. of Share(s) held:

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the **TWENTY NINTH ANNUAL GENERAL MEETING** of the Company to be held on Monday, the 2nd day of July 2018, at 11:30 A.M. at PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016.

Name of the Member/Proxy

Signature of the Member/Proxy

*Holder of this form may vote either For or Against each resolution at the Annual General Meeting

..... TEAR HARE.....



Nucleus Software Exports Limited

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PROXY FORM

D.P. ID
Client ID

Regd. Folio No.

I/ We
of being a member / members of Nucleus Software Exports Ltd.
hereby appoint of
..... or failing him
..... of

as my / our proxy to vote for me / us on my / our behalf at the **TWENTY NINTH ANNUAL GENERAL MEETING** of the Company to be held on Monday, the 2nd day of July 2018, at 11:30 A.M. and at any adjournment thereof in respect of such resolution as are indicated below.

Resolution	For	Against
1. To receive, consider and adopt :		
a) the audited financial statements of the Company for the year ended March 31 2018 including Audited Balance Sheet and Profit and Loss account as on March 31, 2018 alongwith Cash Flow statement as 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, 2018		
2. To declare dividend for the Financial Year 2017-18.		
3. To re-appoint Mr. R P Singh (DIN: 00008350), as Director of the Company who retires by rotation and being eligible offer himself for re-appointment.		
4. To ratify the appointment of Statutory Auditors.		

Signed..... day of 2018

Affix a
₹ 1/-
Revenue
Stamp

Note:

- The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.
- Holder of this form may vote either For or Against each resolution.
- If you leave the **For** or **Against** column blank against any or all resolutions, you proxy will be entitled to vote in the manner as he/she may deem appropriate.

Route Map to the 29th AGM Venue

Venue: PHD Chamber of Commerce & Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016

