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

August 25, 2016

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

Dear Sirs,

Sub: Intimation of Alteration of Memorandum of Association of the Company.

Ref: Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform that vide Special Resolution through postal ballot the Shareholders approved the alteration of Memorandum of association of the Company, on August 03, 2016. The same has been approved by the Ministry of Corporate Affairs vide their letter dated August 24, 2016 (attached as Annexure 1). The Object Clause of the Memorandum of Association of the Company is altered by substituting the Object Clause 1 and inserting new Clauses i.e. Clause 6 & Clause 7 after Clause 5 of Clause III(A) detailed as follows:

Clause 1:

To carry on the business of consultants, trading, manufacturing, importing, exporting, agents and distributors of systems study, analysis, design, development and implementation of technologies, software systems/applications based on wireless, mobile or any other technology, for usage in all kinds of businesses, management systems , mobile system , e-commerce and/or associated logistics including for any other purpose (s) or business (es) whatsoever , communication systems or combination of the computer and communication systems , hardware equipments for any system, product or technology and providing consultancy related to commercial and non-

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NUCLEUS SOFTWARE

NUCLEUS SOFTWARE EXPORTS LTD.
SEZ Unit - Jaipur
CIN : L74899DL1989PLC034594
Plot No. IT - A - 017,
Mahindra World City (Jaipur) Limited,
IT/ITES SEZ, off Jaipur - Ajmer Highway,
Village Kalwara, Tehsil Sanganer,
Distt. Jaipur, Rajasthan - 302037
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commercial usage, engineering goods, electronics equipments and instruments electrical goods and equipment and Computers supply of manpower for supporting software supplied to various commercial and non-commercial users.

Clause 6:

To carry on in India or abroad whether independently or in partnership with any other person the business to provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, run, market, purchase, sell, distribute, resell, import, export and carry on the business of all types/kinds of electronic and/or virtual payment systems services including integrated software and applications, e-wallets, mobile-wallets, cash card, stored value instruments, payment gateways services, prepaid and/or postpaid payment instruments payment systems including open/ closed/semi-closed systems payment instruments, including all kinds of payment services in any manner whatsoever through offline transaction, internet payment transactions or e-commerce payment transactions in banking , credit card payments , debit card payments , smart card payments , prepaid card payments, electronic cash card payments, electronic cashless payment systems, e-wallet payment systems, mobile payment systems, merchant payment transactions, utility payment transactions, digital COD(Cash on Delivery) payments ,remittance transactions, credit reporting services and online search engine services, transaction switching and monitoring and transaction analytics of online financial and non-financial transactions through ATM, POS, Mobile Channels or any other channel available in future, Internet, e-Commerce, m-Commerce or such other system, mechanism, medium or technology as may be available invented ,created from time to time in India or elsewhere, to scale up and to allow seamless integration across multiple business entities spread across various geographical locations to ensure a safe , secure and efficient electronic payment system and to act as marketing agents, consultants , financers, advisors, technicians for promoting and servicing of different types of payment systems such as closed, semi-closed and open systems relating to Payments and Settlement Services and to take over or give franchises of the same.

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Clause 7:

To provide services, management and consultancy in the field of prepaid and/or postpaid payment instruments services, electronic and virtual payment systems, transaction processing, and to act as dealers, distributors, agents, representative of Indian and foreign concerns/persons operating in the line of prepaid, postpaid and other payment system services, and allied activities related thereto.

We are hereby enclosing a copy of revised Memorandum of Association for your records as Annexure 2.

You are requested to take the above information on record.

Thanking You.

Yours Sincerely
FOR NUCLEUS SOFTWARE EXPORTS LIMITED

Nucleus Software Exports Ltd. A-39, Sec.-62 NOIDA-201307

(POONAM BHASIN)
COMPANY SECRETARY

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33-35 Thyagraj Market, New Delhi, 110003. India.
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Annexure - 1

सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Delhi
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

Corporate Identity Number: L74899DL1989PLC034594

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s NUCLEUS SOFTWARE EXPORTS LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on -- altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at New Delhi this Twenty fourth day of August Two thousand sixteen.

DS Ministry of Corporate Affairs (Govt of India) 14

Afsar Ali
Assistant Registrar of Companies
Registrar of Companies
RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

NUCLEUS SOFTWARE EXPORTS LIMITED

33-35, THYAGRAJ NAGAR MARKET, NEW DELHI, Delhi, India, 110003

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

Annexure - 2.

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION OF

NUCLEUS SOFTWARE EXPORTS LIMITED

I. The name of the Company is **NUCLEUS SOFTWARE EXPORTS LIMITED**

II. The Registered office of the Company will be situated in the Union Territory of Delhi.

III.

A. [1]THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. [2]To carry on the business of consultants, trading, manufacturing, importing, exporting, agents and distributors of systems study, analysis, design, development and implementation of technologies, software systems/applications based on wireless, mobile or any other technology, for usage in all kinds of businesses, management systems , mobile system , e-commerce and/or associated logistics including for any other purpose(s) or business(es) whatsoever, communication systems or combination of the computer and communication systems, hardware equipments for any system, product or technology and providing consultancy related to commercial and non-commercial usage, engineering goods, electronics equipments and instruments electrical goods and equipment and computers supply of manpower for supporting software supplied to various commercial and non-commercial users.

2. To carry on the business as manufacturers of, fabricators, assemblers, processors and dealers of all kinds of computers, accounting and business, machines, transistors, transformers, receivers, conductors, magnetic materials, microwave components, videogames tapes, discs, fittings switches and all hardware, software and peripherals thereto.

[1] Title of clause III omitted and title of clause III(A) substituted vide shareholder resolution dated July 8,2015.

[2] Clause 1 substituted vide shareholder resolution dated August 3, 2016

Certified to be true.

For Nucleus Software Exports Limited

Company Secretary

3. To own or otherwise establish set up, manage, run and operate through partnership, joint venture or any other mode, training, data processing and information centers and/ or educational institutions for imparting education, coaching and training in information Technology, Software Solutions, networking, data processing, telecommunication and other allied activities in the fields of computer software, hardware, marketing, management and business related, in India and abroad either through education centers and/or through postal means or through electronic i.e. e-learning services or other media including but not limited to publishing books, magazines, hosting websites for services of content development and support, animation, learning support, learning management systems and knowledge services and other related activities and to carry on the business of data digitalization by digitizing physical and manual records such as text images, videos and audio to carry on the business in India and abroad for commercial as well as non-commercial users.

4. To carry on the business of providing outsourcing services for all processors, sub processors, transactions, activities and all other work performed in various industries within India and across the world including but not limited to those process or sub processes that are enabled by information technology data, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to render computer services for commercial users and to develop software and supply information technology solutions including turnkey solutions, end-to-end solutions, systems integration and development of software, computer hardware, peripherals, networking.

5. To operate technology data processing centre or providing management information, analysis, development accounting and business information, and providing data to Corporate, Institutions, individuals in India and abroad to carry

on the business of gathering compiling, processing analyzing, distributing, selling, publishing data and information and services and providing access to information regarding financial operations and management of financial services, investment services, business and commercial operations. financial status, credit worthiness and rating consumer responses and management of business of all kinds and descriptions and to provide other services through either computer aided or telephone or any other mode in India or anywhere in world and to carry on the business of providing Infrastructure Management services and Application Service provider (ASP) services or commercial usage to Corporates, institutions, individuals, or other legal entity whether in India and abroad.

6. [3]To carry on in India or abroad whether independently or in partnership with any other person ,the business to provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, run, market, purchase, sell, distribute, resell, import, export and carry on the business of all types/kinds of electronic and/or virtual payment systems services including integrated software and applications, e-wallets, mobile-wallets, cash card, stored value instruments, payment gateways services, prepaid and/or postpaid payment instruments payment systems including open/ closed/semi-closed systems payment instruments, including all kinds of payment services. in any manner whatsoever through offline transaction, internet payment transactions or e-commerce payment transactions in banking , credit card payments , debit card payments , smart card payments , prepaid card payments, electronic cash card payments, electronic cashless payment systems, e-wallet payment systems, mobile payment systems, merchant payment transactions, utility payment transactions, digital COD(Cash on Delivery) payments ,remittance transactions, credit reporting services and online search engine services, transaction switching and monitoring and transaction analytics of online financial and non-financial transactions through ATM, POS, Mobile Channels or any other channel available in future, Internet, e-Commerce, m-Commerce or such other system, mechanism, medium or technology as may be available invented ,created from time to time in India or elsewhere, to scale up and

[3] New clause inserted vide shareholder resolution dated August 03, 2016.

to allow seamless integration across multiple business entities spread across various geographical locations to ensure a safe , secure and efficient electronic payment system and to act as marketing agents, consultants , financers, advisors, technicians for promoting and servicing of different types of payment systems such as closed, semi-closed and open systems relating to Payments and Settlement Services and to take over or give franchises of the same.

7. [4]To provide services, management and consultancy in the field of prepaid and/or postpaid payment instruments services, electronic and virtual payment systems, transaction processing, and to act as dealers, distributors, agents, representative of Indian and foreign concerns/persons operating in the line of prepaid, postpaid and other payment system services, and allied activities related thereto.

B. [5]MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE III(A) :-

1. To do all such things which are incidental or ancillary to the attainment of main business of the company.

2. In case of the conversion of the company to a public Ltd. company and subject to the provisions of Companies Act, 2013 and other laws upon any issue of shares, debentures or other securities of the company, to employ brokers, commission agents and under-writers, and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the company or by the granting of options of options to take the same, or in any other manner allowed by law.

3. To negotiable and/or enter into agreements and contracts with individuals, companies, corporations and other organizations, foreign or Indian, for obtaining or providing technical, financial or any other assistance for carrying out all or any of the objects of the Company, and also for the purpose of activating, research, development of manufacturing projects on the basis of know-how and/or financial participation and patent rights for furthering the objects of the Company.

[4] New clause inserted vide shareholder resolution dated August 03, 2016.
[5] Title and sub-clause 16,20 ,31,37,40 substituted vide shareholder resolution dated July 8,2015

4. To accept stock of shares in or debentures, mortgage debentures or other securities of any other company in payment for any services rendered or for any sale made to or debt owing from any such company.
5. To apply for, purchase or otherwise acquire any patents, brevets invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited rights to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights or information so acquired.
6. To acquire buy, sell and purchase all machineries, plants, stock-in-trade, trademarks and other movable and immovable properties of and description, to achieve any of the main objects of the Company.
7. To acquire by concession, grant, purchase, barter, lease, license or otherwise, lands, buildings and/or machinery, farms, water-rights and other works, privileges, rights and hereditaments.
8. To erect upon the lands belonging to the Company and upon any other lands or properly which may be taken on lease or license by the company, factories buildings, houses and erections as may be required for carrying out the objects of the Company and, in particular, equip the said buildings and/or factories with machinery.
9. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of or turn to account or otherwise deal with all or any part of the property and rights of the company.
10. To pay for any lands and immovable or movable estates and or properties or assets of any kind acquired by the company or for any services rendered or to be rendered to the company and generally to pay or discharge any consideration to be paid or given by the company in money or in shares whether fully paid-up or partly paid-up or debentures or debenture stock or obligations of the company, or partly in one way and partly in another or otherwise however with power to issue any shares either as fully paid-up or partly paid up for such purpose.

11. To enter into any contracts, agreements with any Government of Government Authority, Municipal, Revenue, Local or otherwise, which may seem conducive to any of the objects of the Company and obtain from any such Government or Authority any rights, privileges and concessions which may appear desirable to be obtained and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
12. To purchase, take on lease, or otherwise acquire in the Union of India or elsewhere any real or personal property estates, plantations and other lands of freehold, leasehold or other tenure for the purposes of the Company.
13. To enter into partnership or any agreement for sharing profits, union of interest, reciprocal concession, amalgamation or co-operation with any person or persons, corporation or corporation or company, carrying on or about to carry on or engage in any business transaction which this company is authorised to carry on or to engaged in any business or transacting capable of being conducted so as to benefit this company, directly or indirectly, and to take art otherwise acquire and hold stocks or securities and to subsidise or otherwise assist any such company and to sell, hold, reisssue with or without guarantee or otherwise deal with such shares or securities; and to form constitute or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of those company or for any other purpose which may seem directly or indirectly calculated to benefit the company.
14. To invest in other than investment in company's own shares and deal with the moneys of the company not immediately required in any scheduled banks or in trust securities or deposit on interest with any body corporate/individual/firm or in such other manner as is beneficial to the company
15. To draw, accept, endorse or negotiate promissory notes, bill of exchange or other negotiable instrument, drafts, charter, parties, bills of lading and warrants.
16. Subject to provisions of the Companies Act, 2013, to amalgamate with or dispose of or exchange any of the business or undertaking, properties or rights of the company in consideration of shares, debentures, or other securities and to enter into any agreement or arrangement with other companies or firms or individuals

for joint working in business or for sharing of profits in any other company, firm or persons if such acts are advantageous to this company.

17. To sell, dispose of, transfer, exchange, lease, mortgage or otherwise deal with all business, undertaking, properties or rights of the company or any other part thereof for any consideration which the company may deem fit to accept.
18. To aid pecuniarily or otherwise any association, body or movement having for its object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry and trade.
19. To make pecuniary grants by way of donations, subscriptions, allowances, gratuity, guarantee or otherwise to or for the benefit to persons who are or have been employed by the company and widows, orphans and dependents of any such persons.
20. Subject to Sec 181 and Sec 182 of the Companies Act, 2013 Act, to subscribe, contribute, or guarantee money for any national, charitable, benevolent, public, general or useful object or funds or for any exhibition.
21. To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise in connection with the main business of the company.
22. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the company or its predecessors in business or the dependents or relations of such persons and to grant pensions and allowances and to make payments towards insurances.
23. To take up the management of any Company situated in the Union of India engaged in similar business.
24. To procure the Company to be registered, legalised, domiciled or recognised in any country or place and to procure its incorporation in a like character as a society anonym or otherwise in any country or place and to carry on its business or any portion of its business or objects in any country or place.
25. To pay all or any costs, charges or expenses, whatsoever, preliminary, incidental or relating to the promotion, formation, registration or establishment to this or any

other company or to the raising, subscription, issued, settlement or quotation in any stock exchange of any portion of the original or future share, loan or other capital of this or any other company and to remunerate by commission, discount or otherwise any person or company for services rendered in placing of assisting to place any of such capital debenture else, and stocks of securities or obtaining or assisting or for any services, preliminary, incidental or relating to or in connection with the promotion, registration or establishment of this any other company and to charge any payment of remuneration aforesaid to capital or revenue account.

26. To layout, advance, invest and deal with the company's money with such persons or companies and in or upon such investment or securities in such manner as may be deemed fit by the Board of Directors of the company.

27. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the company on any person or persons or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.

28. To import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on the main objects of the company.

29. To purchase or otherwise acquire construct, carry out, equip, maintain, alter, improve, develop, manage, work, sell let on hire, deal in, control and superintend any factories, plants, ware-houses, workshops, sheds, dwellings, offices, shops, stores, buildings, telephones, electric and gas works, power plants, roadways, railways, bridges, reservoirs, warehouses all kinds of works, machinery, apparatus, labour lines and houses wharves, furnaces, crushing works and other works conveniences which may seem calculated directly or indirectly to advance the interests of the company and to join with any other person or company in doing any of these operations.

30. To distribute among members in specie or otherwise any property of the company or any proceeds of sale or disposal of any property of the Company in

the event of winding up but so that no distribution amounting to a reduction of capital be made except with the saction, if any, for the time being required by law.

31. To distribute as dividend or bonus among the members or to place reserve or otherwise to apply, as the Company may from time to time think fit: any money received by way of premium on shares or debentures issued at premium by the company and any moneys received in respect of dividends accrued on aforesaid shares and moneys arising from the sale of the company of forfeited shares subject to the provisions of the Companies Act 2013.
32. To employ agent to experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets: Properties or rights which the company propose to acquire.
33. To create any reserve fund, sinking fund; insurance funds or any other special funds whether for depreciation, repairing, improving, research, extending, or maintaining any of the properties of the Company or for any other purposes conductive to the interests of the company
34. To send out to foreign countries, its directors, employees or any other person or persons for investigating possibilities of any business or for procuring and buying any machinery or establishing trade connections or for prompting the interests of Company and to pay all expenses incurred in this connection.
35. To agree to refer to arbitration and refer to arbitration any dispute, present or future, between company and other company, firm individual or any other body and to submit the same to arbitration in India or abroad whether in accordance with Indian or any foreign system of law.
36. To appoint agents, sub-agents, dealers, managers, canvassers, or representatives for transacting all or any kind of business which this company authorised to carry on and to constitute agencies of the company in India or any other country to establish office and agencies in different parts of the world.
37. Subject to the provisions of the Companies Act, 2013 to distribute any property of the company in specie or kind among the members.

38. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and either by or through agents.

39. To take all such steps and to do all other acts as may be necessary, incidental or conducive or convenient to the attainment of the above objects or any of them.

40. For the purpose of the Company to accept deposits subject to Section 73 and 179 of the Companies Act 2013, and Rules made thereunder and directions of the Reserve Bank of India, for any period of time and pay interest thereon and issue fixed deposit receipts, promissory notes and other securities for the same and keep floating cash credit or other accounts with without interest and to lend or allow loans or overdrafts thereon to the depositors and charge interest thereon.

41. To set up, develop, manage and operate Special Economic Zones, software Technology parks or other Export Promotion Parks for IT/ITes entities for itself and others through Itself or through Joint Venture or otherwise any agreement with other entities and to undertake allied activities in connection thereof leasing/ letting out the same.

[6][******]

(IV) [7]The liability of the members is limited and this liability is limited to the amount unpaid , if any , on the shares held by them

(V) The Authorised Share Capital of the Company is Rs. 40,00,00,000 (Rupees Forty crore) divided into 4,00,00,000 (Four Crore) Equity shares of Rs.10/- (Rupees Ten) each.

Certified to be true

For Nucleus Software Exports Limited

Company Secretary

[6] Clause III(C) omitted vide shareholder resolution dated July 8,2015

[7] Substituted vide shareholder resolution dated July 8,2015

We, the several persons, whose names and addresses are subscribed, hereto are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names :-

Sl. No.	Names, Addresses, Occupation and Description of each Subscribers	No. of Equity Shares taken by each Subscribers	Signature of Subscribers	Signature, Name, Address, Description And Occupation of Witness
1.	Yogesh Andlay S/o R. D. Mathur J&K-51, Laxmi Nagar Delhi-92 (Business)	10 (Ten)	Sd/-	I witness the Signatures of all the subscribers Sd/- Abhay Kumar Agarwal S/o Sh. M. C. Agarwal T-5, New Flats, S.R. College of Commerce Delhi-7 Chartered Accountant
2.	Arun Jain S/o Sh. A.D. K. Jain, F-70, Jawahar Park Extn., Laxmi Nagar, Delhi-92 (Business)	10 (Ten)	Sd/-	
3.	Vishnu Dusad S/o R. B. Dusad, 22, F Mayur Vihar, Pocket IV Delhi-91 (Business)	10 (Ten)	Sd/-	
		30 (Thirty)		

Dated this 29th day of December 1988

Place: DELHI

Certified to be true

For Nucleus Software Exports Limited

Company Secretary