

**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 09, 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 Sir/Madam,

Sub: Summary of Proceedings of 27th 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 27th Annual General Meeting of the Company held on 8th July 2016.

This is for your information and records.

Thanking You.

Yours Sincerely

FOR NUCLEUS SOFTWARE EXPORTS LIMITED

(POONAM BHASIN)

COMPANY SECRETARY

Membership No: A10865

**Address: 136, IIIrd Floor, Sant Nagar
New Delhi-110065**



Encl: A/a

Regd. Office

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

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Summary of proceedings of the 27th Annual General Meeting:

The 27th Annual General Meeting (AGM) of the Members of Nucleus Software Exports Limited ('the Company') was held on Friday, July 08, 2016 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 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, 2016 and its future outlook. All the Directors of the company except Mr. Ravi Pratap Singh Attended the meeting. With the permission of the Chair, Ms. Poonam Bhasin the 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 vote 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.

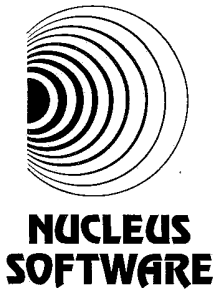
The following items of business, as per the Notice of AGM dated June 2, 2016, were transacted at the meeting.

RESOLUTION NO. 1:

To consider and adopt:

- a) the audited financial statements of the Company for the year ended March 31, 2016 including Audited Balance Sheet and Cash Flow Statement as at March 31, 2016 and Profit and Loss account for the year ended 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, 2016 .





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RESOLUTION NO. 2:

To Confirm the payment of Interim Dividend of Rs.5 per equity share for FY 2015-16.

RESOLUTION NO.3

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

RESOLUTION NO.4

Appointment of New Auditors in place of Retiring auditors

To appoint M/s BSR & Associates LLP, Chartered Accountants, as auditors in place of retiring auditor, M/s Deloitte Haskins and Sells to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of fifth consecutive Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration and if thought fit, to pass, with or without modifications.

RESOLUTION NO.5:

Appointment of Mr. S M Acharya (DIN: 00545141) as an Independent Director

RESOLUTION NO. 6:

Re-Appointment of Mr. Vishnu R Dusad (DIN: 00008412) as Managing Director to be designated as "Chief Executive Officer and Managing Director" of the Company.

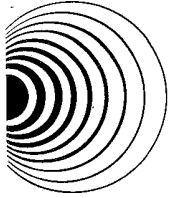


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The Chairman than invited the members to raise queries or seek clarifications and/or offer comments related to any item of business as contained in the Notice. The Members raised only few queries which were answered by the Chairman.

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 Exchanges, published on the Company's website on July 9, 2016 at 2.00 p.m. The chairman authorized 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.

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