



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 Sixth Annual General Meeting (AGM) of the Members of Nucleus Software Exports Limited will be held on Wednesday, the 8th day of July 2015, at 11:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110 003 to transact the following business:

Ordinary Business:

1. Adoption of Financial Statements

To consider and adopt :

- a) the audited financial statements of the Company for the year ended March 31, 2015 including Audited Balance Sheet and Cash Flow Statement as at March 31, 2015 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, 2015.

2. Declaration of Dividend

To declare a final dividend of ₹ 5.00 per equity share for the financial year ended March 31, 2015.

3. Appointment of Auditors

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.

Special Business:

4. Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and applicable provisions, if any, of the Companies Act, 2013, Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association in the place of existing Articles of Association of the Company, copy of which is laid before the meeting, be and is hereby approved and adopted as new set of Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Adoption of new Memorandum of Association of the Company

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment

thereof for the time being in force), and such other rules and regulations, as may be applicable, the Memorandum of Association of the Company be and is hereby amended in the manner given below:

- a) Title of Clause III stands omitted
- b) Title of Clause III(A) stands substituted by the following :
"THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:"
- c) Title of Clause III(B) stands substituted by the following :
"MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE III(A)"
- d) Sub-clause 16 of Clause III(B) stands substituted by the following:
"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."
- e) Sub-clause 20 of Clause III(B) stands substituted by the following:
"Subject to Section 181 and Section 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."
- f) Sub-clause 31 of Clause III(B) stands substituted by the following:
"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."
- g) Sub-clause 37 of Clause III(B) stands substituted by the following:
"Subject to the provisions of the Companies Act, 2013 to distribute any property of the company in specie or kind among the members."
- h) Sub-clause 40 of Clause III(B) stands substituted by the following:
"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."

- i) Clause III(C) stands omitted
- j) Clause IV stands substituted by the following:
 "The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them"

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Designate Managing Director as a "Director liable to retire by Rotation" and consequential amendment in terms of his Appointment

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT subject to the provisions of Section 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and in partial modification of resolution passed by the shareholders at the Annual General Meeting held on July 8, 2011, the consent of the members of the Company be and is hereby accorded that Mr. Vishnu R Dusad who was appointed as Managing Director for a term of five years w.e.f. January 1, 2012, shall henceforth be liable to retire by rotation and shall be designated as CEO and Managing Director of the Company.

RESOLVED FURTHER THAT save as provided above, other terms and conditions of appointment of Mr. Vishnu R Dusad as CEO & Managing Director will remain unchanged and will continue to be governed as approved by the shareholders of the Company at the Annual General Meeting held on July 8, 2011."

Ordinary Business:

7. Re-appointment of Mr. Vishnu R Dusad (DIN: 00008412) as Managing Director, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Vishnu R Dusad, Managing Director who retires by rotation and being eligible, offers himself for reappointment be and is hereby reappointed as Managing Director of the Company on the same terms and conditions as approved by the shareholders at the Annual General Meeting held on July 8, 2011."

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

Place: NOIDA
Date: May 7, 2015

**(Poonam Bhasin)
Company Secretary
(Membership No. A10865)**

Registered Office :
33-35, Thyagraj Market,
New Delhi 110 003

CIN.: L74899DL1989PLC034594

e-mail: investorrelations@nucleussoftware.com

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY 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.

- 2. Members/Proxies should bring duly filled attendance slips attached herewith for attending the meeting.
- 3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out under the notice is annexed hereto.
- 4. The Board of Directors have recommended final Dividend on Equity Shares, of ₹ 5.00 per share, for the financial year ended March 31, 2015. The Register of Members and Share Transfer Books of the Company will remain closed from July 2 to July 8, 2015 (both days inclusive), in connection with the Annual General Meeting and payment of dividend.
- 5. Subject to the provisions of the Companies Act 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid to those members whose names appear on the Register on Members as on closing hours of July 1, 2015.
- 6. 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.
- 7. 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.
- 8. 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.
- 9. 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.
- 10. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with to the Registrar and Share Transfer Agents, Karvy Computershare Private Limited. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.
- 11. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
 14. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2006-07, from time to time on due dates, to the Investor Education and Protection fund (IEPF) established by Central Government. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 8, 2014 (date of last AGM) on the website of the Company.
 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 2015 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 2015 are being sent by the permitted mode.
 17. Electronic copy of the Notice of the 26th 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 to all the members whose email IDs are registered with the Company/Depository Participants(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 26th 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 26th Annual General Meeting and the Annual Report for 2015 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 at Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication 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
 19. MEMBERS MAY NOTE THAT NO GIFTS/GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING.
- 20. 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, the Company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services 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 July 2, 2015, may cast their vote electronically.
 - a. Enter the login credentials (i.e. User ID and password mentioned over leaf). Your Folio No. DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.
 - b. After entering these details appropriately, click on "LOGIN".
 - c. You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@#s.etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID. etc. on first login. You may also enter a secret question and answer of your choice to retrieve password and that you take utmost care to keep your password confidential.
 - d. You need to login again with the new credentials.
 - e. On successful login, the system will prompt you to select the E-Voting Event Number for Nucleus Software Exports Limited.
 - f. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off Date under each of the heading of the resolution and cast your vote by choosing the "FOR/ AGAINST" option or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution.
 - g. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - h. Voting has to be done for each item of the Notice separately. In case you do not desire to cast you vote on any specific item it will be treated as abstained.
 - i. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - j. 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, Members can login any number of times till they have voted on the Resolution(s).
 - k. Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together

with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: nucleus.scrutinizer@Karvy.com. They may also upload the same in the E-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO".

3. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently, further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
4. In case of any query pertaining to E-voting,
 - i. Member may visit Help & FAQ's section available at Karvy's website: <https://evoting.karvy.com>.
 - ii. Member may Call Karvy's Toll free number 1-800-3454-001
 - iii. Member may send an e-mail request to evoting@karvy.com
5. The facility for voting through electronic means (Insta Poll) shall be made available at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by remote E-voting shall be able to vote at the AGM through "Insta Poll".
6. The members who have cast their vote by remote E-voting may also attend AGM, but shall not be entitled to cast their vote again.
7. The Board of Directors has appointed Mr. Abhishek Bansal-Advocate, (Bar Council Registration No. D/2726/2008) as a Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
8. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being, July 2, 2015.
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on July 2, 2015 shall be entitled to avail the facility of remote E-voting/Insta Poll.
10. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e July 2, 2015 may obtain the User Id and password by in the manner as mentioned below :
 - a. If the mobile number of the member is registered against Folio No./ DPID Client ID, the member may send SMS:
MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91- 9212993399 Example for NSDL : MYEPWD<SPACE>IN12345612345678
 Example for CDSL : MYEPWD<SPACE>1402345612345678
 Example for Physical:
 MYEPWD<SPACE> XXXX1234567890
 - b. if e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.

- c. Member may Call Karvy's Toll free number 1-800-3454-001
- d. Member may send an e-mail request to evoting@karvy.com

11. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.
12. The remote E-voting facility will be available during the following voting period:
 Commencement of E-voting : From 10:00 a.m. (1ST) on July 4, 2015
 End of E-voting : Up to 5:00 p.m. (1ST) on July 7, 2015
13. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of AGM shall unblock the votes cast by remote E-voting and Insta-Poll, in the presence of at least two(2) witness not in the employment of the Company and will make a Consolidated Scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the meeting.
14. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
15. The Results declared along with the Scrutinizer's Report(s) will be available on website of the Company (www.nucleussoftware.com) and on Karvy's website (<https://evoting.karvy.com>). The results shall simultaneously be communicated to Stock Exchanges.

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 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4

The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are no longer in full conformity with the Companies Act, 2013. With the coming into force of the Companies Act, 2013, several articles of the existing Articles of Association of the Company require alteration / deletions. It is now considered expedient to wholly replace the existing Articles of Association with a new set of Articles, and adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company.

The proposed new draft Articles of Association can be inspected during the course of the meeting. The final Articles of Association once approved by the shareholders shall be uploaded on the Company's website at www.nucleussoftware.com/investors for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.4 of the

Notice.

The Board recommends the Special Resolution set out at item No.4 of the Notice for approval by the members.

ITEM NO.5

As per the provisions of Section 4 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 the Memorandum of Association of the Company will no longer carry other objects Clause. However, the existing Memorandum of Association of the Company carries other objects Clause.

In order to comply with Section 4 of the Companies Act, 2013, it is proposed to alter Memorandum of Association of the Company by deleting Clause C – OTHER OBJECTS and carry out related amendments in other clauses which carried references to Company Act, 1956.

The proposed new set of Memorandum of Association of the Company can be inspected during the course of the meeting. The final Memorandum of Association once approved by the shareholders shall be uploaded on the Company's website at "www.nucleussoftware.com/investors" for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.5 of the Notice.

The Board recommends the Special Resolution set out at item No.5 of the Notice for approval by the members

ITEM NO. 6 and 7

As per Sec 152 (6) of the Companies Act, unless the articles provide for the retirement of all Directors at every annual general meeting, not less than two-thirds of the total number of Directors of a public company shall—

- (i) be persons whose period of office is liable to determination by retirement of Directors by rotation; and
- (ii) save as otherwise expressly provided in this Act, be appointed by the Company in general meeting.

Also at the first annual general meeting and at every subsequent annual general meeting, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.

The Directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment.

Section 149 (13) of the Companies Act 2013, provides that the provisions of Section 152 in respect of retirement of Directors by rotation shall not be applicable to appointment of independent Directors.

In accordance with the above regulations, the Company is required to appoint at least two Directors whose office shall be liable to retire by rotation. Mr. R P Singh, Wholetime Director of the Company is the only Director currently whose office is liable to retire by rotation. Five(5) Directors out of the total strength of seven(7) Board Members are Independent Directors.

It is therefore proposed to designate Mr. Vishnu R Dusad, CEO and Managing Director, as a Director liable to retire by rotation.

Mr. Vishnu R Dusad who was appointed as Managing Director for a term of five years w.e.f. January 1, 2012, shall henceforth be liable to retire by rotation and shall be designated as CEO and Managing Director of the Company.

The other terms and conditions of his appointment will remain unchanged and will continue to be governed by resolution passed by the members of the Company at the Annual General Meeting held on July 8, 2011.

Further Mr. Vishnu R Dusad, Managing Director shall retire by rotation at the ensuing AGM under the provisions of Section 152 (6) of the Companies Act, 2013 and offers himself for reappointment.

Mr. Vishnu R Dusad being eligible and seeking re-appointment, is proposed to be appointed as CEO and Managing Director.

The Company has received from Mr. Vishnu R Dusad (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Vishnu R Dusad as CEO and Managing Director of the Company pursuant to Section 196, Section 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The other terms and conditions of his appointment will remain unchanged and will continue to be governed by resolution passed by the members of the Company at the Annual General Meeting held on July 8, 2011.

In the opinion of the Board of Directors, Mr. Vishnu R Dusad, fulfils the conditions specified in the Act and the Rules made thereunder. The Board considers that his continued association would be of immense benefit to the Company.

None of the Directors/Key Managerial Personnel of the Company/ their relatives, except Mr. Vishnu R Dusad, are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item No 6 and 7 of the Notice.

The Board recommends Resolution set out at item No. 6 and 7 of the Notice for approval by the members.

Annexure-A

PROFILE OF THE DIRECTORS RECOMMENDED FOR RE-APPOINTMENT ON RETIREMENT BY ROTATION

Mr. Vishnu R. Dusad

Mr. Vishnu R. Dusad is one of the main founders of Nucleus Software Exports Ltd. and has served as a Director since the inception of the Company. Mr. Dusad completed his Bachelor's Degree in Technology from the Indian Institute of Technology (IIT), Delhi and has been associated with the development of the software industry in India since 1983 as an entrepreneur. Mr. Dusad has enriched Nucleus with his technology background and 28 years of valuable professional experience in the exciting space of BFSI IT Solutions. He has a deep commitment to making a difference in the lives of fellow Nucleites, and through Nucleus, to the world around. His success in concluding business deals for implementing Nucleus Products globally owes much to a deep sensitivity to cross-cultural nuances. His experience encompasses areas of software development, creation of strategic alliances, business development, and strategic planning.

Mr. Vishnu R Dusad holds 1,603,492 Equity Shares of the Company.

| | |
|---------------------------------------|---|
| Directorships held in other Companies | <ol style="list-style-type: none">1. Nucleus Software Solutions Pte. Ltd.2. Nucleus Software Inc.3. Karmayogi Holdings Pvt. Ltd.4. Nucleus Software Japan Kabushiki Kaisha.5. Virstra i-Technology Services Limited6. Nucleus Software Netherlands B.V.7. Nucleus Software Limited8. Indian Software Product Industry Round Table Foundation9. Nucleus Software Australia Pty. Ltd.10. Nucleus Software South Africa (Pty.) Ltd. |
|---------------------------------------|---|

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

| S. No. | Name of the Company | Committee Name | Chairman/ Member |
|--------|--------------------------|-----------------|------------------|
| 1 | Nucleus Software Limited | Audit Committee | Chairman |

Disclosure in terms of Clause 49 (VIII)(E)(2) of the Listing Agreement

There are no inter-se relationships between the Board members.



Nucleus Software Exports Limited

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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 SIXTH ANNUAL GENERAL MEETING** of the Company held on Wednesday, the 8th day of July 2015, at 11:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110 003.

Name of the Member/Proxy

Signature of the Member/Proxy

.....TEAR HERE.....



Nucleus Software Exports Limited

CIN : L74899DL1989PLC034594

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

| |
|-----------|
| D.P. ID |
| Client ID |

PROXY FORM

| |
|-----------------|
| 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 SIXTH ANNUAL GENERAL MEETING** of the Company to be held on Wednesday, the 8th day of July 2015, at 11:30 A.M. and at any adjournment thereof in respect of such resolution as are indicated below.

| Resolution | For | Against |
|--|-----|---------|
| 1. Adoption of Audited Financials as at March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon. | | |
| 2. Declaration of Dividend on Equity Shares | | |
| 3. Appointment of Auditors and fixing their remuneration | | |
| 4. Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013 | | |
| 5. Adoption of new Memorandum of Association of the Company | | |
| 6. Designate Managing Director as a "Director liable to retire by Rotation" and consequential amendment in terms of his Appointment | | |
| 7. Re-appointment of Mr. Vishnu R Dusad (DIN: 00008412) as Managing Director, who retires by rotation at this meeting and being eligible, offers himself for re-appointment. | | |

Signed..... day of 2015



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.
- It is optional to indicate your preference. 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 .