



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 Eighth Annual General Meeting (AGM) of the Members of Nucleus Software Exports Limited will be held on Saturday, the 8th day of July 2017, at 11:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 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 2017 including Audited Balance Sheet and Profit and Loss account as on March 31, 2017 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and
- the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 together with the Report of the Auditors thereon.

2. Declaration of Dividend

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

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

“RESOLVED THAT Mr. Vishnu R. Dusad, Managing Director and CEO who retires by rotation and being eligible offers himself for reappointment be and is hereby reappointed as Director of the Company.”

4. Appointment of Statutory Auditors

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“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: Delhi
Date: April 25, 2017

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

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

Notes:

- 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.

- The Register of Members and Share Transfer Books of the Company will be closed on Monday, July 3, 2017 to Saturday, July 8, 2017 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for 2016-17, if declared by the members.
- Members, Proxies and Authorised Representatives should bring duly filled attendance slips attached herewith for attending the meeting.
- 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.
- 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.
- Pursuant to Sections 205A and 205C, and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed / unpaid dividend, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. 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'), both of which were applicable with effect from September 7, 2016, also contain similar provisions for transfer of such amounts to the IEPF.

Accordingly, all unclaimed / unpaid dividend remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

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. The Company has sent notice to all the members whose Dividends are lying unpaid / unclaimed against their name for seven consecutive years or more. Members are requested to claim the same on or before June 30, 2017. In case the dividends are not claimed by the said date, necessary steps will be initiated by the Company for transfer of such shares without further notice. 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 shares and the unclaimed dividends 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.

9. Members who have not yet encashed their dividend warrant(s) pertaining to the final dividend for the financial year 2009-10 onwards for the Company, are requested to lodge their claims, it may be noted that the unclaimed Final Dividend for the financial year 2009-10 declared by the Company on July 8, 2010 can be claimed by the Members by July 7, 2017. 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, 2016, on the website of the Company viz. www.nucleussoftware.com.

10. 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.
11. 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.
12. 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.
13. Copies of the Annual Report 2017 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 2017 are being sent by the permitted mode.
14. Electronic copy of the Notice of the 28th 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 28th 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.

15. Members may also note that the Notice of the 28th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Papers and the Annual Report for 2017 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.
16. 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
17. 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
18. For the immediate reference, route map for reaching the venue of the Annual General Meeting hall is attached.
19. 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.
20. 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.
21. 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.
22. MEMBERS MAY NOTE THAT NO GIFTS/GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING.

23. 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 28th 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 July 1, 2017, 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 (a-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 July 4, 2017 to 5 P.M. on July 7, 2017.**
 - 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 July 1,2017
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 July 1, 2017 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. July 1, 2017 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 along with 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: Delhi
Date: April 25, 2017

**(Poonam Bhasin)
Company Secretary**

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

PROFILE OF THE DIRECTORS RECOMMENDED FOR APPOINTMENT/ RE-APPOINTMENT**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 more than 30 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.

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 per the Appointment Letter
Details of Remuneration Sought to be Paid	As per the Appointment Letter
The Remuneration Last Drawn by Mr. Vishnu R Dusad, if applicable	Detail provided in Annexure H to the Directors' Report
Date of First Appointment on the Board	January 9, 1989
Number of shares held in the Company	1,603,492
Directorships held in other companies	<ul style="list-style-type: none"> • Nucleus Software Solutions Pte. Ltd. • Nucleus Software Japan Kabushiki Kaisha • Nucleus Software Netherlands B.V • Nucleus Software Limited • Nucleus Software South Africa (Pty) Ltd. • Nucleus Software Australia Pty Limited • Nucleus Software Inc. (USA) • Indian Software Product Industry Round Table Foundation • Karmayogi Holdings Pvt. Ltd. • Virstra i-Technology Services Ltd.
Inter-se relations between the Board members/ relationship with other Directors, Manager and other Key Managerial Personnel of the company	Ms. Ritika Dusad, Non Executive Director is daughter of Mr. Vishnu R Dusad
Number of Meetings of the Board attended during the Year	Mr. Vishnu R Dusad 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).

Sr. No.	Name of the Company	Committee Name	Chairman/Member
1	Nucleus Software Limited	Audit Committee	Member



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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 EIGHTH ANNUAL GENERAL MEETING** of the Company to be held on Saturday, the 8th day of July 2017, 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

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

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



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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 EIGHTH ANNUAL GENERAL MEETING** of the Company to be held on Saturday, the 8th day of July 2017, 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 2017 including Audited Balance Sheet and Profit and Loss account as on March 31, 2017 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, 2017		
2. To declare dividend for the Financial Year 2016-17.		
3. To re-appoint Mr. Vishnu R. Dusad (DIN: 00008412), 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 2017

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 28th AGM Venue

Venue: Shri Satya Sai International Centre,
Pragati Vihar, Lodhi Road, New Delhi - 110 003

