

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

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### Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules')]

To,

The Chairman

**NUCLEUS SOFTWARE EXPORTS LIMITED**

(CIN: L74899DL1989PLC034594)

33-35, Thyagraj Nagar Market

New Delhi -110003.

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of **NUCLEUS SOFTWARE EXPORTS LIMITED** ('the Company') in the meeting held on September 24, 2021 for the purpose of scrutinizing postal ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020 39/2020 & 10/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020 December 31, 2020 and June 23, 2021 respectively ('MCA Circulars') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation'), Secretarial Standard-2 on "General Meetings"



Issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated October 12, 2021:

S. No.	Type of Resolution	Particulars
1.	Special Resolution	Approval for Buy Back of upto 22,67,400 fully paid up equity shares of the Company.

**I submit my report as under:**

1. The Company has sent Postal Ballot notice along with explanatory statement and remote e-Voting instructions ("**Postal Ballot Notice**") electronically only through e-mail on October 13, 2021 to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent KFIN Technologies Private Limited ('**KFinTech**') or with their respective Depository/ Depository Participant and whose names appear in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on October 08, 2021 ("cut-off date").
2. The Company has published an advertisement on October 14, 2021 regarding service of Postal Ballot Notice to eligible members in Financial Express (English Language) and in Jansatta (Hindi Language).
3. The Members of the Company holding shares as on cut- off date were entitled to vote on the resolution as contained in the Postal Ballot Notice and shall vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of KFinTech viz., <https://evoting.kfintech.com>.



4. The remote e-Voting commenced on Thursday, October 14, 2021, 09:00 A.M. and ended on Friday, November 12, 2021, 05:00 P.M. Further, the remote e- voting process was monitored through the scrutinizer's secured link provided by KFinTech on its designated website i.e. <https://evoting.kfintech.com>.
5. The remote e-voting was unblocked on Friday, November 12, 2021 after 05:00 P.M. in the presence of two witnesses Mr. Prashant Kishanani and. Mr. Rishab Kansal who are not in the employment of the Company.
6. The particulars of remote e-voting report generated from electronic registry of KFinTech have been entered in a separate Register maintained for this purpose.
7. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars in respect of the resolution contained in the postal ballot Notice. My responsibilities as scrutinizers is restricted to make a scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolution contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by KFinTech.
8. Shareholders who have voted for lessor number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered for this report.
9. E-votes cast upto the close of working hours i.e. 05:00 P.M. on Friday, November 12, 2021 i.e. the last date and time fixed by the Company for postal ballot process has been considered for the purpose of this report.
10. The remote e-voting was reconciled with the Register of members of the Company as 'on cut- off date as provided by the Depository Participants (DP)/ Registrar and Share Transfer Agent ('RTA') of the Company.



11. As on cut-off date, the fully paid-up share capital of the Company was Rs. 29,04,07,240/- (Rupees Twenty Nine Crore Four Lakh Seven Thousand Two Hundred and Forty Only) divided into 2,90,40,724 (Two Crore Ninety Lakh Forty Thousand Seven Hundred and Twenty Four) equity shares of Rs. 10/- (Rupees Ten Only) each.
12. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:

**Approval for Buy back of equity shares.**

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal ballot	Total	
Assent	14,25,764	N.A	14,25,764	98.9034
Dissent	15,809		15,809	1.0966
Total	14,41,573		14,41,573	100

The detailed break up of voting through Remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'

13. Based on the aforesaid results, the resolution as mentioned above shall be deemed to have been passed on Friday, November 12, 2021 being the last date of remote e-voting for the members of the Company.



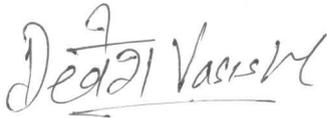
**SANJAY GROVER & ASSOCIATES**

14. The Register containing the details of remote e-voting relating to Postal Ballot is under my safe custody and will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

**FOR SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**

**COUNTERSIGNED BY**



**Devesh Kumar Vasisht**  
C.P. No.:13700  
UDIN: F008488C001446551



Date: November 16, 2021  
Place: New Delhi

A detailed summary of the voting through e-voting is given herein below:

<b>A. VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	278	14,41,573	1,44,15,730
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	278	14,41,573	1,44,15,730
d) Votes with assent for the resolution	262	14,25,764	1,42,57,640
e) Votes with dissent for the resolution	16	15,809	1,58,090

