

## From the Front Page

## Q2 earnings: Infy ups FY22 sales guidance to 17.5%

The company's board also approved an interim dividend of ₹15 per share.

"Our stellar performance and robust growth outlook continue to demonstrate our strategic focus and the strength of our digital offerings," Salil Parekh, CEO and MD, said, adding "Given this continued momentum we have further increased our revenue growth guidance to 16.5%-17.5%."

During the quarter, Infosys recorded a 6.3% growth in topline in constant currency basis.

With clients continuing to spend on digitalisation, the company won deals worth \$2.15 billion during the quarter.

"Our operating margins for Q2 were resilient; the impact of enhanced employee value proposition initiatives was offset by strong operating parameters, cost optimisation and operating leverage. We will continue to invest in our employees to remain a preferred employer-of-choice and seamlessly fulfill client demand," Nilanjana Roy, chief financial officer, said.

The attrition rate, however, increased to 20.1% compared to 13.9% in the previous quarter.

## Coal stocks improve slightly, may avert widespread power outages

Around 1,42,054 megawatt (MW) power capacity or 68% of coal-based generation capacity in the country are running with coal stocks for six days or less. Electricity supply shortage of 82 million units (MU) was recorded on October 12 across the country, a marginal improvement from the deficiency of 86.9 MU a day ago. Highest power supply shortages were recorded in Rajasthan (17.9 MU), Punjab (15.3 MU), Gujarat (12.5 MU), Haryana (8.3 MU) and Bihar (7.8 MU).

"India's power supply fell about 750 MU short of demand during the first 12 days of October, largely due to a coal shortage, a deficit of 1.6% that was the worst since March 2016," Reuters reported citing data from the national grid management agency. "The October shortfall was already the biggest in absolute terms for a single month since November 2018, even with 19 days of October still left," the agency added.

"While we are counting coal stocks in days, several states are stating imminent crisis and exchange prices are going up... (however) the situation should be manageable and there should not be any widespread (power outages)," Somesh Kumar, EY India power and utilities leader, said.

He added that "next few days could be telling but we are quite hopeful that the situation will be managed." Analysts at India Ratings said that "the situation would normalise by end-December when coal production increases daily to around 2.5 MT". However, high coal requirement by the power sector may leave the other sectors such as cement, aluminium and steel in lurch which would have to increase their dependence on imported coal, India Ratings pointed out.

As FE recently reported, power plants have been asked by the government to "expedite the process of importing coal for blending (with domestic coal) to meet the requirement". In a recent meeting between Union power secretary Alok Kumar and generating companies, it was decided that power plants can use up to 10% of their fuel requirement through imported coal, which will be blended with domestic coal. "There are not going to be any (coal) deficiencies which may lead to any shortfall of (power) supply," Union finance minister Nirmala Sitharaman said at Harvard Kennedy School on Tuesday.

## Globetrotting SPAC bosses shun China amid mounting tensions

Across the ocean, Chinese authorities have also started making it harder for companies to seek a foreign listing by requiring cybersecurity reviews. While certain firms have found ways to comply, some SPAC bosses are now deciding it's not worth the trouble and are shifting their focus to other countries.

Singapore businessman James Tan is going even further with his latest SPAC, which is seeking \$50 million for an Asian acquisition. 8i Acquisition 2 updated its offering documents last month to say that it's expressly forbidden under its articles of association from merging with a company that's based in China or does most of its business there.

"Having a Chinese target makes things more complicated at this moment," said Yoann Delwarde, who leads an Asia-focused tech SPAC that filed listing plans in July. "It's not impossible, but legal counsel needs to work harder to get things done."

New Focus Delwarde, who's aiming to raise \$50 million for Embrace Change Acquisition, said he'll have to keep an open mind and build a pipeline of potential acquisitions across Asia. The Shanghai-based executive said he'll likely spend more time than expected looking at targets outside of China.

Another SPAC team planning a New York listing decided to shift their investment focus from China to India in the hopes they would get SEC approval for the offering more quickly, a person with knowledge of the matter said. Bankers say many of the Asia SPACs already trading are also going further afield in their acquisition hunts.

Serial dealmaker Suying Liu, who helped take Playboy

public last year, is staying away from the country with his latest blank-check company. He filed plans last week to raise \$50 million for Mountain Crest Acquisition V, which will focus on North America and Asia Pacific, excluding China.

SPAC dealmakers are narrowing their focus at a time when the market is increasingly under pressure. Fundraising has fallen sharply in recent months and the IPOX SPAC Index, which tracks the trading performance of blank-check companies, is down about 30% from a February peak. The new entrants will also face a lot of competition, as there are roughly 470 SPACs listed in New York that are hunting for a target and hundreds more in the pipeline to list.

—Bloomberg

## Foxconn, Nokia, Tejas among 31 shortlisted for telecom PLI

The scheme, with an outlay of ₹12,195 crore, offers incentives in the range between 4% and 7% for different categories and tenures. For the MSMEs, a 1% higher incentive is proposed in year 1, year 2 and year 3.

The financial year 2019-20 will be treated as the base year for computation of cumulative incremental sales of manufactured goods net of taxes.

The minimum investment threshold for MSMEs has been kept at ₹10 crore and for others at ₹100 crore.

Telecom equipment that would get covered under the scheme includes core transmission equipment, 4G/5G next-generation radio access network and wireless equipment, access and customer premises equipment (CPE), Internet of things (IoT) access devices, other wireless equipment and enterprise equipment like switches, routers, etc.

The scheme is expected to offset huge imports of telecom equipment worth more than ₹50,000 crore and reinforce it with Made-in-India products both for domestic markets and exports.

This is only an advertisement for information purpose and not an offer document announcement. Not for publication, distribution, or release, directly or indirectly into the United States of America or otherwise Outside India. All Capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated September 01, 2021 (the "Letter of Offer" or "LOF") filed with the Stock Exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (NSE together with BSE hereinafter referred to as the "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").



**BANNARI AMMAN SPINNING MILLS LTD.**

## BANNARI AMMAN SPINNING MILLS LIMITED

Bannari Amman Spinning Mills Limited ("Company" or "Issuer") was originally incorporated as "Shiva Textiles (CBT) Limited" on July 10, 1989 as a public limited company under the Companies Act, 1956 with the Registrar of Companies, Tamil Nadu, Madras and consequently a certificate of incorporation dated July 10, 1989 and a certificate of commencement of business dated September 14, 1989 was issued to our Company. The name of our Company was changed to "Bannari Amman Spinning Mills Limited", pursuant to a special resolution of our Shareholders passed in an extra-ordinary general meeting dated September 30, 1991 and a fresh certificate of incorporation dated October 11, 1991, consequent to such name change was issued to our Company by the Registrar of Companies, Tamil Nadu, Coimbatore. There has not been any change in the registered office of our Company since incorporation.

**Registered Office:** 252, Mettupalayam Road, Coimbatore - 641 043, Tamil Nadu, India; **Tel:** +91 422 243 5555; **Fax:** N/A. **E-mail:** shares@bannarimills.com; **Website:** www.bannarimills.com; **Contact Person:** Nachimuthugounder Krishnaraj, Company Secretary and Compliance Officer;

**Corporate Identification Number:** L171117Z1989PLC002476

## OUR PROMOTERS : SANGAMPALAYAM VEDANAYAGAM ARUMUGAM, MURUGAN ENTERPRISE PRIVATE LIMITED AND SAKTHI MURUGAN TRANSPORTS PRIVATE LIMITED

**ISSUE OF UPTO 3,33,33,333 EQUITY SHARES OF FACE VALUE ₹ 5 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹30 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 25 PER EQUITY SHARE) (THE "ISSUE PRICE"). AGGREGATING UPTO ₹ 10,000 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 21 RIGHTS EQUITY SHARE(S) FOR EVERY 20 FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON SEPTEMBER 09, 2021 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS SIX TIMES THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 226 OF THE LETTER OF OFFER.**

## BASIS OF ALLOTMENT

The Board of Directors of Bannari Amman Spinning Mills Limited wishes to thank all its members and investors for the overwhelming response to the Company's Rights Issue of Equity Shares, which opened for subscription on Monday, September 20, 2021 and closed on Monday, October 4, 2021 and the last date for market renunciation of Rights Entitlements was September 28, 2021. Out of the total 4,486 Applications for 4,32,75,629 Equity Shares (including 1,794 applications for 26,93,987 Equity Shares through the optional mechanism i.e. R-WAP and 2,691 applications for 2,75,81,642 Equity Shares through Application Supported by Blocked Amount ("ASBA") also 1 application aggregating to 1,30,00,000 Equity Shares through adjustment of Inter Corporate Deposits availed by the Company from its corporate promoter. Applications for 1,00,113 Equity Shares were rejected due to technical reasons as disclosed in the LOF. The total number of valid applications received were 4,250 for 4,31,75,516 Equity Shares, which aggregates to 129.53% of the total number of Equity Shares allotted under the Issue. In accordance with the LOF and on the basis of allotment finalized on October 08, 2021 in consultation with the Lead Manager, the Registrar to the Issue and BSE, the Designated Stock Exchange for the Issue, the Company has on October 09, 2021 allotted 3,33,33,333 Equity Shares to the successful applicants. We hereby confirm that all the valid applications have been considered for Allotment.

1. Information regarding total Applications received (i.e. Application through both ASBA process and R-WAP facility):

Category	Applications Received		Equity Shares Applied for		Equity Shares allotted		
	Number	%	Number	Value (Rs.)	%	Number	Value (Rs.)
Shareholders	4282	95.45%	42628045	1278841350.00	98.50%	32901513	987045390.00
Renouncees	204	4.55%	647584	19427520.00	1.50%	431820	12954600.00
<b>Total</b>	<b>4486</b>	<b>100.00%</b>	<b>43275629</b>	<b>1298268870.00</b>	<b>100.00%</b>	<b>33333333</b>	<b>999999990.00</b>

2. Basis of Allotment

Category	No. of valid CAFs (including ASBA applications) received		No. of Equity Shares accepted and allotted against Entitlement (A)		No. of Equity Shares accepted and allotted against Additional applied (B)		Total Equity Shares accepted and allotted (A+B)	
	Number		Number		Number		Number	
Shareholders	4066		31152051		1749462		32901513	
Renouncees	195		431820		0		431820	
<b>Total</b>	<b>4261*</b>		<b>31583871</b>		<b>1749462</b>		<b>33333333</b>	

\*Includes Partial acceptance cases.

**Intimations for Allotment/refund/rejection cases:** The dispatch of allotment advice cum refund intimation and question for rejection, as applicable, to the investors has been completed on October 13, 2021. The instructions to (i) ICICI Bank Limited ("Bankers to the Issue") for processing refund through NACH/NEFT/RTGS/direct credit for Applications using R-WAP facility was given on October 11, 2021 and (ii) SCSSBs for unblocking funds in case of ASBA Applications were given on October 8, 2021. The Listing application was executed with BSE and NSE on October 11, 2021 & October 12, 2021 respectively. The credit of Equity Shares in dematerialized form to respective demat accounts of allottees was completed on October 12, 2021. No physical shares were tendered in the Rights Issue. Pursuant to the listing and trading approvals granted by BSE and NSE, the Rights Equity Shares Allotted in the issue is expected to commence trading on BSE and NSE on or about October 14, 2021. In accordance with the SEBI circular dated January 22, 2020, the request for extinguishment of rights entitlement has been sent to NSDL and CDSL on October 12, 2021.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM**

**DISCLAIMER CLAUSE OF BSE (DESIGNATED STOCK EXCHANGE):** It is to be distinctly understood that the permission given by BSE should not, in any way, be deemed or construed that the LOF has been cleared or approved by the BSE, nor does it certify the correctness or completeness of any of the contents of the LOF. The investors are advised to refer to the LOF in the full text of the "Disclaimer clause of BSE" on page 221 of the "LOF".

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not, in any way, be deemed or construed that the LOF has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of LOF. The investors are advised to refer to the LOF for the full text of the "Disclaimer Clause of NSE" on page 221 of the "LOF".

SOLE LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
<p><b>SAFFRON CAPITAL ADVISORS PRIVATE LIMITED</b> 605, Center Point, 6th floor, Andheri Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India. <b>Telephone:</b> +91 22 4082 0914/915 <b>Facsimile:</b> +91 22 4082 0999 <b>E-mail:</b> rights.issue@saffronadvisors.com <b>Website:</b> www.saffronadvisors.com <b>Investor grievance:</b> investor grievance@saffronadvisors.com <b>Contact Person:</b> Amit Wagle / Gaurav Khandelwal <b>SEBI Registration No:</b> INM 000011211 <b>Validity of Registration:</b> Permanent</p>	<p><b>LINK INTIME INDIA PRIVATE LIMITED</b> C - 101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India. <b>Telephone:</b> +91 22 4918 6200 <b>Facsimile:</b> +91 22 4918 6195 <b>E-mail:</b> bannari.rights@linkintime.co.in <b>Website:</b> www.linkintime.co.in <b>Contact person:</b> Sumet Deshpande <b>Investor grievance:</b> bannari.rights@linkintime.co.in <b>CIN:</b> U67190MH1999PTC118368 <b>SEBI Registration No:</b> INR000004058 <b>Validity of Registration:</b> Permanent</p>	<p><b>BANNARI AMMAN SPINNING MILLS LIMITED</b> Nachimuthugounder Krishnaraj 252, Mettupalayam Road, Coimbatore - 641 043, Tamil Nadu, India. <b>Telephone:</b> +91 422 243 5555 <b>E-mail:</b> shares@bannarimills.com <b>Website:</b> www.bannarimills.com Investors may contact the Registrar to Issue / Compliance Officer in case of any Pre-Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.</p>

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre issue or post issue related matter. All grievances relating the ASBA process or the optional mechanism i.e. R-WAP process may be addressed the Registrar, with a copy to the SCSSBs (in case of ASBA process), giving folio details such as name, address of the Applicant contact numbers, e-mail address of the sole/first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process) ASBA Account number, and the Designated Branch of the SCSSBs where the Application Form or the plain paper applications as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP process).

**THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES OR THE BUSINESS PROSPECTS OF THE COMPANY.**

For Bannari Amman Spinning Mills Limited  
Sd/-  
Nachimuthugounder Krishnaraj  
Company Secretary & Compliance Officer

Date: October 13, 2021  
Place: Coimbatore

The LOF is available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in); the Stock Exchanges i.e. [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com); and the website of the Lead Manager, [www.saffronadvisors.com](http://www.saffronadvisors.com); and on the optional mechanism R-WAP accessible at [www.linkintime.co.in](http://www.linkintime.co.in). Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please see the section entitled "Risk Factors" beginning on page 25 of the "LOF".

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the he United States Securities Act of 1933, as amended) the "US Securities Act") or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, resold, allotted, taken up, exercised, renounced, pledged, transferred or delivered, directly or indirectly within the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulations except for these purposes, U.S. Persons include persons who would otherwise have been excluded from such term solely by virtue of Rule 902(K)(1)(VIII)(B) or Rule 902(K)(2)(II)), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. Accordingly, the Rights Entitlements and Rights Equity Shares were offered and sold (i) in offshore transactions outside the United States to non-U.S. Persons in compliance with Regulation S to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions, and (ii) in the United States to U.S. Persons who are U.S. QIBs and are also Qualified Purchasers pursuant to applicable exemptions under the US Securities Act and the Investment Company Act. There will be no public offering in the United States. The Rights Equity Shares and Rights Entitlements are not transferable except in accordance with the restrictions.

Surgeel Comm.

## INTELLIVATE CAPITAL VENTURES LIMITED

**Registered Office:** - 1104, A Wing, Naman Midtown, 11th Floor, Senapati Bapat Marg, Prabhadevi, Mumbai, Mumbai City MH 400013

## Advertisement under Regulation 18(7) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This Advertisement is being issued by D & A Financial Services (P) Limited (the "Manager to the Offer"), for and on behalf of the Acquirer (s), namely, M/s Amfine Capital Management (P) Limited, Mr. Anubhav Dham and Ms. Anamika Dham pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, in respect of the open offer to acquire shares of Intellivate Capital Ventures Limited ("ICVL"/"Target Company"). The Detailed Public Statement ("DPS") with respect to the abovementioned offer was published on Friday, 3<sup>rd</sup> September, 2021, in Financial Express (English-All Editions), Jansatta (Hindi-All Editions), Lakshadweep (Marathi) Mumbai edition.

- Offer Price is Rupees 2.00 (Rupees Two Only) per equity share of face value of Rs. 1/- each.
- Committee of Independent Directors (Hereinafter referred to as "IDCs") of the Target Company recommends that the open offer price of Rupees 2.00 per fully paid up equity shares is fair and reasonable based on the following reasons:
  - The Offer Price is higher than the price as arrived by taking into account valuation parameters including, book value, Profit Earning Capacity Value, and such other parameters as are customary for valuation of shares of such companies, which comes to Rupees 1.83 per share.

The IDC's recommendation was published on 13<sup>th</sup> October, 2021 (Wednesday) in the same newspapers where Detailed Public Statement was published.
- This Offer is not a Compelling Offer.
- The Letter of Offer dated 04<sup>th</sup> October, 2021 has been dispatched to the shareholders on or before Friday, 8<sup>th</sup> October, 2021.
- A Copy of the Letter of Offer (including Form of Acceptance cum acknowledgement) will also be available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) during the offer period and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/non-availability of the form of acceptance, the application can be made on plain paper along with the following details: Name(s) & Address(es) of Joint Holder(s) (if any), Number of Shares held, Number of Shares tendered, Distinctive Numbers, Folio Number, Original share Certificate(s) and duly signed share transfer form(s).
- In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on 08<sup>th</sup> September, 2021. All the observations made by SEBI vide letter no. SEBI/HO/CFD/DCR-1/P/OW/2021/26244/1 dated 29<sup>th</sup> September, 2021 has been incorporated in the Letter of Offer.
- There have been no material changes in relation to the Open Offer since the date of the PA, save as otherwise disclosed in the DPS, Corrigendum to DPS and the Letter of Offer.
- The registered office of the acquirer M/s Amfine Capital Management (P) Limited have been changed from DSC 120, Plot No. A1, Saket District Centre, New Delhi - 110017 to 368-369, 1<sup>st</sup> Floor, Santapur, Mehrauli, New Delhi - 110030.
- Schedule of Activities:**

S. No	Activity	Original Schedule Days & Dates	Revised Schedule Days & Dates
1.	Date of Public Announcement	Friday, August 27, 2021	Friday, August 27, 2021
2.	Date of publication of detailed public statement	Friday, September 03, 2021	Friday, September 03, 2021
3.	Filing of the draft Letter of Offer to SEBI	Monday, September 13, 2021	Monday, September 13, 2021
4.	Last date for a competitive offer(s)	Monday, September 27, 2021	Monday, September 27, 2021
5.	Identified Date*	Wednesday, October 06, 2021	Friday, October 01, 2021
6.	Date by which final Letter of Offer will be dispatched to the Public Shareholders	Wednesday, October 13, 2021	Friday, October 08, 2021
7.	Last date for revising the Offer Price/ number of shares.	Monday, October 18, 2021	Tuesday, October 12, 2021
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Wednesday, October 20, 2021	Wednesday, October 13, 2021
9.	Date of Publication of Offer Opening Public Announcement	Thursday, October 21, 2021	Thursday, October 14, 2021
10.	Date of commencement of Tendering Period (Offer opening date)	Friday, October 22, 2021	Monday, October 18, 2021
11.	Date of Expiry of Tendering Period (Offer closing date)	Tuesday, November 09, 2021	Monday, November 01, 2021
12.	Last Date of communicating rejection / acceptance and payment of consideration for applications accepted / return of unaccepted share certificates / credit of unaccepted equity shares to demat account.	Wednesday, November 24, 2021	Wednesday, November 17, 2021

\*The identified date is only for the purpose of determining the public shareholders as on such date to whom the Letter of Offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.

The Acquirers accept full responsibility for the information contained in this Pre Offer Advertisement and also shall be jointly or severally responsible for the fulfillment of the obligations under the Offer and as laid down in SEBI (SAST) Regulations, 2011 and subsequent amendments thereto.

This Pre Issue Advertisement will also be available on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in).

## Issued by Manager to the Offer on behalf of the Acquirers



## D &amp; A FINANCIAL SERVICES (P) LIMITED

13, Community Centre, East of Kailash, New Delhi - 110065.  
Tel: (011) 26472557, 26419079, 26218274 Fax: (011) 26219491

E-mail: [investors@dnafinserve.com](mailto:investors@dnafinserve.com)

Contact Person: Mr. Priyaranjan

Date : 13.10.2021  
Place: New Delhi



## NUCLEUS SOFTWARE EXPORTS LIMITED

CIN: L74899DL1989PLC034594

**Registered Office:** 33-35, Thyagraj Nagar Market, New Delhi - 110003, India

**Phone:** + 91-120-4031400 | **Fax:** +91-120- 4031672

**Corporate Office:** A-39, Sector-62, Noida, Uttar Pradesh - 201307, India

**Email:** [investorrelations@nucleussoftware.com](mailto:investorrelations@nucleussoftware.com) | **Website:** [www.nucleussoftware.com](http://www.nucleussoftware.com)

## NOTICE

Members are hereby informed that pursuant to the provisions of Section 110 and other applicable provisions, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (cumulatively "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Nucleus Software Exports Limited ("the Company") is seeking approval from its members for passing of resolution as set out in the Postal Ballot Notice dated Tuesday, October 12, 2021 ("Postal Ballot Notice") by way of electronic voting ("e-voting/remote e-voting").

In terms of relevant provisions of the Act and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020 and the General Circular No. 33/2020 dated September 28, 2020, Circular No.39/2020 dated December 31, 2020 & Circular No. 10/2021 dated June 23, 2021 ("MCA Circulars"), the Postal Ballot Notice along with the instructions regarding e-voting has been sent only by email on Wednesday, October 13, 2021 to all those Members, whose email address is registered with the Company or with the Depositories/Depository Participants or with KFin Technologies Private Limited ("Kfintech") and whose names appear in the Register of Members/list of Beneficial Owners as on Friday, October 08, 2021 ("Cut-off Date").

Members may also note that in compliance to the above MCA Circulars the communication of assent / dissent of the members on the resolution proposed in this notice will only take place through the remote e-voting system.

The Postal Ballot Notice is available on the website of the Company at [www.nucleussoftware.com](http://www.nucleussoftware.com) and on the e-voting website of KFin Technologies Private Limited at <https://evoting.kfintech.com/>.

Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/client/services/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [enward.ris@kfintech.com](mailto:enward.ris@kfintech.com). After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Mr. Devesh Kumar Vasisht (CP No.13700) Partner of M/s Sanjay Grover & Associates, Company Secretaries has been appointed as the Scrutinizer for conducting the postal ballot process by way of remote e-voting in a fair and transparent manner.

In compliance with Section 108 and other applicable provisions of the Act read with related Rules, the Company has engaged the services of KFinTech for the purpose of providing e-voting facility to all its members. Voting rights of the Members shall be reckoned as on the Cut-off date. Person who is not a Member as on Cut-off Date should treat this Notice for information purposes only.

The period of e-voting shall commence on 9.00 a.m. (IST) on Thursday, October 14, 2021 and ends at 5.00 p.m. (IST) on Friday, November 12, 2021. The e-voting module shall be disabled by KFinTech for voting thereafter and Members will not be allowed to vote electronically beyond the said date and time. Once the vote is confirmed by the