

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

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### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") as amended]

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 its meeting held on May 17, 2022, for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting during the 33<sup>rd</sup> Annual General Meeting ("**AGM**"), under the provisions of Section 108 of the Act read with the Rules and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5 2022 respectively ("**MCA Circulars**") issued by the Ministry of Corporate Affairs ("**MCA**") from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and other applicable laws and regulations (including any statutory modifications or re-enactments thereof, for the time being in force) in respect of the resolution as mentioned in Notice ("**AGM Notice**") for 33<sup>rd</sup> AGM of the Company held on Friday, July 8, 2022, at 11:00 A.M. (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") facility.

I submit my report as under: -



1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the MCA Circulars; and (iii) the Listing Regulations related to e-voting in respect of the resolutions contained in the AGM Notice including the dispatch of notice to the shareholders and also for ensure a secured framework for e-voting.
2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the report generated from the e-voting system provided by KFintech.
3. The remote e-Voting period commenced on Tuesday, July 5, 2022 (9:00 a.m. IST) and ended on Thursday, July 7, 2022 (5:00 p.m. IST) via e-voting platform on the designated website of KFintech, Authorized Agency to provide e-voting facility viz: <https://evoting.kfintech.com>. The Company provided e-voting facility to the Members who participated/ attended the AGM through VC/OAVM to enable such Members to cast their vote, if they had not cast their vote earlier through remote e-voting.
4. The Members of the Company as on the "cut off" date i.e. July 1, 2022 were entitled to avail the facility of remote e-voting as well as e-voting at AGM (herein collectively referred as "e-votes/ e-voting") on the proposed resolutions as set out in the AGM Notice.
5. The total paid up Equity Share Capital of the Company as on July 1, 2022 was Rs. 26,77,33,240 (Rupees Twenty Six Crore Seventy Seven Lakh Thirty Three Thousand Two Hundred Forty only) divided into 2,67,73,324 (Two Crore Sixty Seven Lakh Seventy Three Thousand Three Hundred Twenty Four Only) Equity Shares of Re. 10/- (Rupees Ten Only) each.
6. After completion of e-voting at the AGM, the e-votes cast by the Shareholders were unblocked in the presence of two witnesses i.e. Mr. Rizwan Khan and Mr. Jatin Sharma who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:  

  
Mr. Rizwan Khan

  
Mr. Jatin Sharma
7. The data of e-votes was diligently scrutinized and reconciled with the records maintained by KFin Technologies Limited, Registrar and Share Transfer Agent ("RTA") of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
8. The consolidated summary of results of e-voting are as under:





**Resolution No. 1:** To receive, consider and adopt:

- a) The audited financial statements of the Company for the year ended March 31, 2022, including Audited Balance Sheet and Profit and Loss account as on March 31, 2022 along with Cash Flow Statement 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, 2022.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	7,727	1,22,85,939	1,22,93,666	99.99998
Dissent	0	2	2	0.00002
Total	7,727	1,22,85,941	1,22,93,668	100.00000

Therefore, Resolution No. 1 has been approved with requisite majority and further details of e-votes are given in **Annexure-A**.

**Resolution No. 2:** To declare a final dividend of Rs. 7/- per Equity Share for the financial year ended March 31, 2022.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	7,727	1,23,28,122	1,23,35,849	99.99998
Dissent	0	2	2	0.00002
Total	7,727	1,23,28,124	1,23,35,851	100.00000

Therefore, Resolution No. 2 has been approved with requisite majority and further details of e-votes are given in **Annexure-B**.



**Resolution No. 3:** To Re-appoint

(i) Mr. Anurag Mantri (DIN 09002894), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment.

(ii) Dr. Ritika Dusad (DIN 07022867), as a Director of the Company who retires by rotation and being eligible offer herself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	7,727	1,23,27,324	1,23,35,051	99.99351
Dissent	0	800	800	0.00649
Total	7,727	1,23,28,124	1,23,35,851	100.00000

Therefore, the Resolution No. 3 has been approved with requisite majority and further details of e-votes are given in **Annexure-C**.

**Resolution No. 4:** To appoint M/s. ASA & Associates LLP, Chartered Accountants, (Firms Registration No. 009571N/ N500006) as Statutory Auditors of the Company

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	7,727	1,23,27,949	1,23,35,676	99.99876
Dissent	0	153	153	0.00124
Total	7,727	1,23,28,102	1,23,35,829	100.00000

Therefore, the Resolution No. 4 has been approved with requisite majority and further details of e-votes are given in **Annexure-D**.



**Resolution No. 5:** To consider and approve the payment of remuneration to Mr. Parag Bhise, Whole Time Director and CEO of the Company, in the event of inadequacy or absence of profits in any financial year during his tenure.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	7,727	1,16,40,183	1,16,47,910	94.42324
Dissent	0	6,87,941	6,87,941	5.57676
Total	7,727	1,23,28,124	1,23,35,851	100.00000

Therefore, the Resolution No. 5 has been approved with requisite majority and further details of e-votes are given in Annexure-E.

**Resolution No. 6:** To consider and approve the payment of remuneration to Mr. Anurag Mantri, Whole Time Director and CFO of the Company, in the event of inadequacy or absence of profits in any financial year during his tenure.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	7,727	1,18,42,816	1,18,50,543	96.06587
Dissent	0	4,85,308	4,85,308	3.93413
Total	7,727	1,23,28,124	1,23,35,851	100.00000

Therefore, the Resolution No. 6 has been approved with requisite majority and further details of e-votes are given in Annexure-F.





**Resolution No. 7:** To consider and approve the payment of remuneration to Mr. Vishnu R Dusad, Managing Director of the Company, in the event of inadequacy or absence of profits in any financial year.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	7,727	1,23,24,652	1,23,32,379	99.97185
Dissent	0	3,472	3,472	0.02815
Total	7,727	1,23,28,124	1,23,35,851	100.00000

Therefore, the Resolution No. 7 has been approved with requisite majority and further details of e-votes are given in **Annexure-G**.

**Resolution No. 8:** To consider and approve the payment of remuneration to Dr. Ritika Dusad, Whole Time Director of the Company, in the event of inadequacy or absence of profits in any financial year during her tenure.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	7,727	1,16,44,592	1,16,52,319	94.45898
Dissent	0	6,83,532	6,83,532	5.54102
Total	7,727	1,23,28,124	1,23,35,851	100.00000

Therefore, the Resolution No. 8 has been approved with requisite majority and further details of e-votes are given in **Annexure-H**



**Resolution No. 9:** To consider and approve the payment of remuneration to Mr. R. P. Singh, Whole Time Director of the Company, in the event of inadequacy or absence of profits in any financial year during his tenure.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	7,727	1,21,21,924	1,21,29,651	98.32845
Dissent	0	2,06,200	2,06,200	1.67155
Total	7,727	1,23,28,124	1,23,35,851	100.00000

Therefore, the Resolution No. 9 has been approved with requisite majority and further details of e-votes are given in Annexure-I.

9. The register containing the details of e-voting is under my safe custody and will be handed over to the Chairman of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

**For Sanjay Grover & Associates**  
**Company Secretaries**

*Devesh Kumar Vasisht*

Devesh Kumar Vasisht

Scrutinizer

CP No.: 13700 / Mem. No. F8488

UDIN: F008488D000595272

Date: July 09, 2022

New Delhi



**Countersigned by**  
**Authorised Signatory**



**Annexure - A**

Details of E-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

**A1. VOTING THROUGH E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	19	7,727	77,270
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	19	7,727	77,270
d) Votes with Assent	19	7,727	77,270
e) Votes with Dissent	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	83	1,22,85,941	12,28,59,410
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	1,22,85,941	12,28,59,410
d) Votes with Assent	81	1,22,85,939	12,28,59,390
e) Votes with Dissent	2	2	20





Annexure - B

Details of e-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

**B1. VOTING THROUGH E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	19	7,727	77,270
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	19	7,727	77,270
d) Votes with Assent	19	7,727	77,270
e) Votes with Dissent	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	85	1,23,28,124	12,32,81,240
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	85	1,23,28,124	12,32,81,240
d) Votes with Assent	83	1,23,28,122	12,32,81,220
e) Votes with Dissent	2	2	20



Details of e-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

**C1. VOTING THROUGH E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	19	7,727	77,270
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	19	7,727	77,270
d) Votes with Assent	19	7,727	77,270
e) Votes with Dissent	0	0	0

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	85	1,23,28,124	12,32,81,240
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	85	1,23,28,124	12,32,81,240
d) Votes with Assent	77	1,23,27,324	12,32,73,240
e) Votes with Dissent	8	800	8,000





**Annexure - D**

Details of e-voting during the AGM & remote e-voting for Resolution No.- 4 are as under:

**D1. VOTING THROUGH E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	19	7,727	77,270
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	19	7,727	77,270
d) Votes with Assent	19	7,727	77,270
e) Votes with Dissent	0	0	0

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	84	1,23,28,102	12,32,81,020
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	84	1,23,28,102	12,32,81,020
d) Votes with Assent	81	1,23,27,949	12,32,79,490
e) Votes with Dissent	3	153	1,530





Details of e-voting during the AGM & remote e-voting for Resolution No.-5 are as under:

**E1. VOTING THROUGH E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	19	7,727	77,270
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	19	7,727	77,270
d) Votes with Assent	19	7,727	77,270
e) Votes with Dissent	0	0	0

**E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	85	1,23,28,124	12,32,81,240
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	85	1,23,28,124	12,32,81,240
d) Votes with Assent	50	1,16,40,183	11,64,01,830
e) Votes with Dissent	35	6,87,941	68,79,410



Annexure - F

Details of e-voting during the AGM & remote e-voting for Resolution No.- 6 are as under:

**F1. VOTING THROUGH E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	19	7,727	77,270
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	19	7,727	77,270
d) Votes with Assent	19	7,727	77,270
e) Votes with Dissent	0	0	0

**F2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	85	1,23,28,124	12,32,81,240
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	85	1,23,28,124	12,32,81,240
d) Votes with Assent	54	1,18,42,816	11,84,28,160
e) Votes with Dissent	31	4,85,308	48,53,080





Details of e-voting during the AGM & remote e-voting for Resolution No.-7 are as under:

**G1. VOTING THROUGH E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	19	7,727	77,270
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	19	7,727	77,270
d) Votes with Assent	19	7,727	77,270
e) Votes with Dissent	0	0	0

**G2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	85	1,23,28,124	12,32,81,240
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	85	1,23,28,124	12,32,81,240
d) Votes with Assent	73	1,23,24,652	12,32,46,520
e) Votes with Dissent	12	3,472	34,720





Details of e-voting during the AGM & remote e-voting for Resolution No.-8 are as under:

**H1. VOTING THROUGH E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	19	7,727	77,270
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	19	7,727	77,270
d) Votes with Assent	19	7,727	77,270
e) Votes with Dissent	0	0	0

**H2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	85	1,23,28,124	12,32,81,240
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	85	1,23,28,124	12,32,81,240
d) Votes with Assent	50	1,16,44,592	11,64,45,920
e) Votes with Dissent	35	6,83,532	68,35,320



Details of e-voting during the AGM & remote e-voting for Resolution No.-9 are as under:

**11. VOTING THROUGH E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	19	7,727	77,270
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	19	7,727	77,270
d) Votes with Assent	19	7,727	77,270
e) Votes with Dissent	0	0	0

**12. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	85	1,23,28,124	12,32,81,240
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	85	1,23,28,124	12,32,81,240
d) Votes with Assent	68	1,21,21,924	12,12,19,240
e) Votes with Dissent	17	2,06,200	20,62,000

