

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024  
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### Consolidated Scrutinizer's Report

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

To,

The Chairman

**NUCLEUS SOFTWARE EXPORTS LIMITED**

(CIN: L74899DL1989PLC034594)

33-35, Thyagraj Nagar Market,

New Delhi- 110003

Dear Sir,

I, Devesh Kumar Vasisht, Practicing Company Secretary, Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. e-voting and voting at Annual General Meeting (AGM) through electronic voting system (Insta-Poll) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Notice dated April 23, 2019 for 30<sup>th</sup> AGM of the Company held on Monday, July 8, 2019 at 4:00P.M. at PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi- 110016.

I submit my report as under:-

1. The e-voting period commenced on Thursday, July 4, 2019 at 10:00 A.M. and ended on Sunday, July 7, 2019 at 05:00 P.M. via e-voting platform on the designated website of



Karvy Fintech Private Limited (formerly known as Karvy Computershare private limited),  
Authorized Agency to provide e-voting facility viz.: <http://evoting.karvy.com>.

2. The Members of the Company as on the "cut off" date i.e. Monday, July 1, 2019 were entitled to avail the facility of e-voting as well as Insta-Poll at the 30<sup>th</sup> Annual General Meeting on the proposed resolution(s) as set out in the Notice dated April 23, 2019.
3. The total paid up Equity Share Capital of the Company as on Monday, July 1, 2019 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.
4. The Chairman ordered for Insta-Poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
5. After completion of Insta-Poll at the AGM, the votes cast through e-voting were unblocked in the presence of two witnesses, Ms. Kajal Goel and Ms. Shubhi Khetan who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Kajal Goel



Shubhi Khetan

6. The consolidated summary of results of Insta-Poll at AGM and e-voting are as under:

**Resolution No. 1-** To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2019 including Audited Balance Sheet and Profit and Loss account as on March 31, 2019 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, 2019

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll at AGM	e-Votes	Total	
Assent	53,361	1,70,35,828	1,70,89,189	100
Dissent	7	0	7	0
Total	53,368	1,70,35,828	1,70,89,196	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of Insta-Poll at AGM & e-voting are given in Annexure- A.

**Resolution No. 2-** To declare a final dividend of Rs.9 per Equity Share for the financial year ended March 31, 2019

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll at AGM	e-Votes	Total	
Assent	53,361	1,70,91,894	1,71,45,255	100
Dissent	7	0	7	0
Total	53,368	1,70,91,894	1,71,45,262	100

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of Insta-Poll at AGM & e-voting are given in Annexure- B.



**Resolution No. 3-** To re-appoint Ms. 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
	Insta-Poll at AGM	e-Votes	Total	
Assent	53,361	1,51,80,037	1,52,33,398	88.8490
Dissent	7	19,11,857	19,11,864	11.1510
Total	53,368	1,70,91,894	1,71,45,262	100

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of Insta-Poll at AGM & e-voting are given in **Annexure- C**.

**Resolution No. 4-** To re-appoint Mr. Prithvi Haldea (DIN:0001220) as an Independent Director.

SpecialResolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll at AGM	e-Votes	Total	
Assent	53,361	1,66,17,408	1,66,70,769	97.2325
Dissent	7	4,74,486	4,74,493	2.7675
Total	53,368	1,70,91,894	1,71,45,262	100

Therefore, the Resolution No. 4hasbeen approved with requisite majority. Details of Insta-Poll at AGM & e-voting are given in **Annexure-D**.



**Resolution No.5-** To re-appoint Prof. Trilochan Sastry (DIN:02762510) as an Independent Director.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll at AGM	e-Votes	Total	
Assent	53,361	1,70,91,894	1,71,45,255	100
Dissent	7	0	7	0
Total	53,368	1,70,91,894	1,71,45,262	100

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of Insta-Poll at AGM & e-voting are given in **Annexure-E.**

**Resolution No. 6-** To re-appoint Mrs. Elaine Mathias (DIN: 06976868) as an Independent Director.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll at AGM	e-Votes	Total	
Assent	53,361	1,70,91,894	1,71,45,255	100
Dissent	7	0	7	0
Total	53,368	1,70,91,894	1,71,45,262	100

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of Insta-Poll at AGM & e-voting are given in **Annexure-F.**



**Resolution No. 7-** To re-appoint Mr. R P Singh (DIN:00008350) as an Executive Whole Time Director.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll at AGM	e-Votes	Total	
Assent	53,361	1,69,21,017	1,69,74,378	99.8887
Dissent	7	18,900	18,907	0.1113
Total	53,368	1,69,39,917	1,69,93,285	100

Therefore, the Resolution No. 7 has been approved with requisite majority. Details of Insta-Poll at AGM & e-voting are given in **Annexure-G**.

**Resolution No. 8-** Payment of commission to Non-Executive Directors of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll at AGM	e-Votes	Total	
Assent	53,361	1,70,72,994	1,71,26,355	99.8897
Dissent	7	18,900	18,907	0.1103
Total	53,368	1,70,91,894	1,71,45,262	100

Therefore, the Resolution No. 8 has been approved with requisite majority. Details of Insta-Poll at AGM & e-voting are given in **Annexure-H**.



7. The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,

**For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**

*Devesh Kumar Vasisht*

(Devesh Kumar Vasisht)

Partner

Scrutinizer

CP No.13700

Date: July 09, 2019

Place: New Delhi



**Countersigned by**

**Chairman**

**Date:**

**Place: New Delhi**

**Annexure - A**

Details of Insta-Poll at AGM & e-voting for Resolution No.-1 are as under:

**A1. VOTING THROUGH INSTA-POLL AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	25	53,368	5,33,680
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	25	53,368	5,33,680
d) Votes with Assent	21	53,361	5,33,610
e) Votes with Dissent	4	7	70

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	49	1,70,35,828	17,03,58,280
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	49	1,70,35,828	17,03,58,280
d) Votes with Assent	49	1,70,35,828	17,03,58,280
e) Votes with Dissent	0	0	0



Details of Insta-Poll at AGM & e-voting for Resolution No.-2 are as under:

**B1. VOTING THROUGH INSTA-POLL AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	25	53,368	5,33,680
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	25	53,368	5,33,680
d) Votes with Assent	21	53,361	5,33,610
e) Votes with Dissent	4	7	70

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	51	1,70,91,894	17,09,18,940
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	51	1,70,91,894	17,09,18,940
d) Votes with Assent	51	1,70,91,894	17,09,18,940
e) Votes with Dissent	0	0	0



Details of Insta-Poll at AGM & e-voting for Resolution No.-3 are as under:

**C1. VOTING THROUGH INSTA-POLL AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	25	53,368	5,33,680
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	25	53,368	5,33,680
d) Votes with Assent	21	53,361	5,33,610
e) Votes with Dissent	4	7	70

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	51	1,70,91,894	17,09,18,940
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	51	1,70,91,894	17,09,18,940
d) Votes with Assent	15	1,51,80,037	15,18,00,370
e) Votes with Dissent	36	19,11,857	1,91,18,570



**Annexure -D**

Details of Insta-Poll at AGM & e-voting for Resolution No.-4 are as under:

**D1. VOTING THROUGH INSTA-POLL AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	25	53,368	5,33,680
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	25	53,368	5,33,680
d) Votes with Assent	21	53,361	5,33,610
e) Votes with Dissent	4	7	70

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	51	1,70,91,894	17,09,18,940
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	51	1,70,91,894	17,09,18,940
d) Votes with Assent	38	1,66,17,408	16,61,74,080
e) Votes with Dissent	13	4,74,486	47,44,860



Details of Insta-Poll at AGM & e-voting for Resolution No.-5 are as under:

**E1. VOTING THROUGH INSTA-POLL AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	25	53,368	5,33,680
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	25	53,368	5,33,680
d) Votes with Assent	21	53,361	5,33,610
e) Votes with Dissent	4	7	70

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	51	1,70,91,894	17,09,18,940
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	51	1,70,91,894	17,09,18,940
d) Votes with Assent	51	1,70,91,894	17,09,18,940
e) Votes with Dissent	0	0	0



Details of Insta-Poll at AGM & e-voting for Resolution No.-6 are as under:

**F1. VOTING THROUGH INSTA-POLL AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	25	53,368	5,33,680
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	25	53,368	5,33,680
d) Votes with Assent	21	53,361	5,33,610
e) Votes with Dissent	4	7	70

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	51	1,70,91,894	17,09,18,940
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	51	1,70,91,894	17,09,18,940
d) Votes with Assent	51	1,70,91,894	17,09,18,940
e) Votes with Dissent	0	0	0



Details of Insta-Poll at AGM & e-voting for Resolution No.-7 are as under:

**G1. VOTING THROUGH INSTA-POLL AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	25	53,368	5,33,680
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	25	53,368	5,33,680
d) Votes with Assent	21	53,361	5,33,610
e) Votes with Dissent	4	7	70

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	50	1,69,39,917	16,93,99,170
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	50	1,69,39,917	16,93,99,170
d) Votes with Assent	49	1,69,21,017	16,93,99,170
e) Votes with Dissent	1	18,900	1,89,000



Details of Insta-Poll at AGM & e-voting for Resolution No.-8 are as under:

**H1. VOTING THROUGH INSTA-POLL AT AGM:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	25	53,368	5,33,680
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	25	53,368	5,33,680
d) Votes with Assent	21	53,361	5,33,610
e) Votes with Dissent	4	7	70

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	51	1,70,91,894	17,09,18,940
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	51	1,70,91,894	17,09,18,940
d) Votes with Assent	50	1,70,72,994	17,07,29,940
e) Votes with Dissent	1	18,900	1,89,000

