

Scaling New Heights

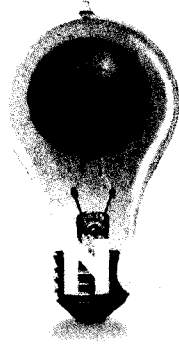
Annual Report 2003

Report Junction.com



**NUCLEUS
SOFTWARE**

www.nucleussoftware.com



Vision

As a committed team we shall strive for...
...being a trustworthy, customer oriented organization

...an open and warm environment where everyone is
respected, listened to, encouraged to excel.

...actively creating and exploring opportunity for
the growth of our customers and our organization



NUCLEUS Mission

Nucleus wants to be a dependable world-class organization.

We shall foster the spirit of entrepreneurship within the organization through individual development. Our endeavor is to provide our national and international customers with competitive Information Technology solutions. We shall achieve this Quality Service by comprehending their need through close interaction and by creating a global network.



NUCLEUS SOFTWARE EXPORTS LTD.

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of Nucleus Software Exports Ltd., will be held on Tuesday, July 8, 2003 at 10.00 a.m. at FICCI Auditorium, Federation House, Tansen Marg, New Delhi- 110001 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31,2003 and the Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Lt. Gen T P Singh (Retd.) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Sanjiv Sarin who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration. M/s Bharat S. Raut & Co.,Chartered Accountants, the retiring auditors , are eligible for-reappointment.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 (hereinafter referred to as the "Delisting Guidelines") and subject to the provisions of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 and the Rules framed thereunder, Listing Agreements, and all other applicable rules, regulations, and guidelines and subject to the approval, consent, permission or sanction of the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed and any other appropriate authorities, institutions or regulators as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (herein after referred to as "the Board") the consent of the Company be and is hereby accorded to the Board to delist the equity shares of the Company from the Stock Exchanges at Ahmedabad,Chennai,Delhi and Jaipur at such time or times as the Board may decide."

By Order of the Board
For Nucleus Software Exports Ltd.

Place : New Delhi
Dated : April 30, 2003

(Poonam Bhasin)
Company Secretary



NUCLEUS SOFTWARE EXPORTS LTD.

NOTES:

1. The relative Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956 in respect of the items of Special Business in annexed to the notice.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the registered office of the Company not less than 48 hours before the meeting.
3. The Register of members and Share Transfer Books will remain closed from June 25, 2003 to July 1, 2003 (both days inclusive).
4. The dividend on equity shares as recommended by the Board of Directors for the financial year ended March 31, 2003 if approved at the meeting, will be payable to those shareholders whose names appear on the Register of Members of the Company as on June 25, 2003, being the first day of book-closure, and to those whose names appear as beneficial owners in the records of National Securities Depositories Ltd. and Central Depository Services (India) Limited as on the said date.
5. Members are requested to immediately notify the changes, if any, in their addresses to the Company, specifying full address with Pin Code of the Post Office.
6. 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 and notify the Company immediately of change, if any, in the registered address. Members whose shareholdings is in the electronic mode are requested to intimate change of address to their respective Depository Participants.
7. Members who are holding shares in more than one folio are requested to intimate to the Company the details of all folio numbers for consolidation into a single folio.
8. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting, as extra copies will not be provided.
9. 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 date of meeting so that the same could be suitably answered at the meeting.

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956

Item No.6

The Securities and Exchange Board of India (SEBI) has issued the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 (hereinafter referred to as the "Delisting Guidelines") incorporating, among others, provisions for delisting of securities of a body corporate voluntarily by a promoter or an acquirer or any person other than the Stock Exchanges.

The Equity Shares of the Company are currently listed on the following six Stock Exchanges in India:

- (i) The National Stock Exchange of India Limited
- (ii) The Stock Exchange, Mumbai



NUCLEUS SOFTWARE EXPORTS LTD.

- (iii) The Delhi Stock Exchange Association Limited
- (iv) The Ahmedabad Stock Exchange Limited
- (v) The Madras Stock Exchange Limited
- (vi) The Jaipur Stock Exchange Limited

With the extensive networking of The Stock Exchange, Mumbai (BSE) and The National Stock Exchange of India Limited (NSE) as also the extension of BSE/NSE terminals to other cities as well, investors have access to online dealings in Equity shares of the Company across the country. The bulk of the trading in the Company's equity shares in any case takes place on the BSE and NSE and the depth and liquidity of trading in the Company's Equity Shares on all the other Stock Exchanges are not significant.

The Company's Equity shares are one of the scrips which the Securities and Exchange Board of India (SEBI) has specified for settlement only in dematerialized form by all investors.

The Board has been informed that there is nil trading on the Stock Exchanges of Ahmedabad, Chennai, Delhi and Jaipur during last three years.

The Company has proposed this Resolution, which will enable it to delist its equity shares from The Delhi Stock Exchange Association Limited, The Ahmedabad Stock Exchange Limited, The Madras Stock Exchange Limited and The Jaipur Stock Exchange Limited at an appropriate time in future.

Based on the "Delisting Guidelines", the Company is not required to give exit option to the shareholders of the region from where the delisting is sought. The proposed delisting of the Company's Equity Shares from the said Stock Exchanges, as and when it takes place, will not affect the investors adversely. The Company's Equity Shares will continue to be listed on BSE and the NSE. The delisting will take effect after all approvals, permissions and sanctions are received. The exact date on which delisting will take effect will be suitably notified at that time.

The promoters and persons acting in concert of the Company hold 70.49% of total percentage of equity capital of the Company as on March 31, 2003 and the general public holds the balance shares. Pursuant to the delisting of the equity shares of the Company from the abovementioned Stock Exchanges, there would be no change in the capital structure and shareholding pattern of the Company.

In line with SEBI regulations and approvals, if any, required of any authorities, Members approval is being sought by a Special Resolution for enabling voluntary delisting of its securities from the said Stock Exchanges.

Your Directors, therefore recommend the resolution for your approval.

None of the Directors of the Company are, in any way, concerned or interested in this said Resolution.

**By Order of the Board
For Nucleus Software Exports Ltd.**

**Place : New Delhi
Dated : April 30, 2003**

**(Poonam Bhasin)
Company Secretary**



NUCLEUS SOFTWARE EXPORTS LTD.

PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT

Lt. Gen T P Singh, retiring Director has offered himself for re-appointment as a Director under Sec 256 of the Companies Act, 1956.

He joined the Board of Directors of the Company in December, 1994 and was unanimously appointed as Chairman of the Board in December, 1996. He is also a member of the following Committees of the Board:

- (i) Share Transfer Committee
- (ii) Shareholders Committee
- (iii) Compensation Committee and
- (iv) Remuneration Committee

Lt. Gen T P Singh retired from the Army in 1993 after completing 39 years of commissioned service.

Discounting the purely military achievements he has impeccable credentials pertinent to his continuation as a Director on the Board of Nucleus Software Exports Ltd.

In the HRD field, he has handled large number of officers and men including civilians of all grades. He established himself as an expert in formulation of training policies and in their implementation during various tenures as an Instructor including one as Commandant of the School of Artillery, an institute awarding a recognized degree of M Tech.

In the organizational field, he has proved himself by being awarded the Ati Vashist Seva Medal for work involved in framing the future structure of the Indian Artillery. Later he was awarded the Param Vashist Seva Medal for his contribution as a senior member of the Experts Committee set up to recommend structural reorganisation, and management process streamlining for the Indian Army. This included:-

- Financial Planning
- Policy for implementing IT
- Long term policy for equipment modernization
- Plan for networked and secure communications.
- Organisations, including that of Army Headquarters.

His last posting prior to retirement was as a Principal Staff Officer, one of the seniormost appointments tenable by Lt. Gen. at the Army Headquarters. He was responsible for:-

- Establishing policies and priorities for handling a multi-thousand crore annual budget.
- Looking after the functioning of the College of Electrical and Mechanical Engineering and the College of Material Management. He was instrumental in the conversion of the latter to the Army School of Management, which is today running recognised MBA courses.
- He established the initial policy for computerization of inventory control.
- He was Chairman of the Joint Services Principal Maintenance Committee advising the three Service Chiefs and the Ministry of Defence on macro equipment policies and standardization.
- He was a member of the Ordnance Factories Board, which supervises all defense PSU's.
- He was Chairman of one R and D Panel and a member of other such panels charged with reviewing and guiding research and development projects assigned to the DRDO.
- He was the final arbitration authority for dispensation of Quality specifications.

The General worked on the Investment Committee of the Army Group Insurance Scheme where investments worth crores were processed. This involved incisive knowledge of industrial environment and long term trends.

It will be seen from above that Gen. T P Singh has built up a unique experience in matters involving a long-term perspective of complex issues having a direct bearing on good corporate management.

**NUCLEUS SOFTWARE EXPORTS LTD.**

Mr. Sanjiv Sarin

Mr. Sanjiv Sarin, retiring Director has offered himself for re-appointment as a Director under Sec 256 of the Companies Act, 1956.

Mr. Sarin joined the Board of Directors of the Company in June 2001. He is also a member of the following Committees of the Board:

- (i) Audit Committee
- (ii) Share Transfer Committee
- (iii) Shareholders Committee
- (iv) Compensation Committee and
- (v) Remuneration Committee

Mr. Sanjiv Sarin is a postgraduate from IIT Delhi and MBA from XLRI, Jamshedpur. He is currently working as Managing Director of Medison Medical Systems India Pvt. Ltd. Earlier he was posted in Singapore for a period of two and half years (1995-97) as Regional Manager (Asia), with Medison Co. Ltd., a Korean Multinational.

Mr. Sanjiv Sarin has more than 21 years of experience in various areas of management including marketing, team building, organization development and managing new projects. Mr. Sarin has made significant contributions in the overall development of the Company by providing right direction and strategic vision in formulating the policies, processes, which are of paramount importance for the success of the Company.



NUCLEUS SOFTWARE EXPORTS LTD.

Registered Office : 33-35, Thyagraj Nagar Market, New Delhi-110 003

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.

ATTENDANCE SLIP

| |
|------------|
| DP.Id* |
| Client.Id* |

| | | |
|-------|-------|-----|
| Regd. | Folio | No. |
|-------|-------|-----|

NAME AND ADDRESS OF THE SHAREHOLDER

No. of Share(s) held:

I hereby record my presence at the **FOURTEENTH ANNUAL GENERAL MEETING** of the Company held on Tuesday, July 8, 2003 at 10.00 a.m. at FICCI Auditorium, Federation House, Tansen Marg, New Delhi-110001.

Signature of the Shareholder or proxy

* Applicable for investors holding shares in electronic form.

..... TEAR HERE

NUCLEUS SOFTWARE EXPORTS LTD.

Registered Office : 33-35, Thyagraj Nagar Market, New Delhi-110 003

PROXY FORM

| |
|------------|
| DP.Id* |
| Client.Id* |

| | | |
|-------|-------|-----|
| 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 and on my/our behalf at the **FOURTEENTH ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, July 8, 2003 at 10.00 a.m. or at any adjournment thereof.

Signed day of 2003.

* Applicable for investors holding shares in electronic form.

| |
|-------------------------------------|
| Affix a Rs.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.



NUCLEUS SOFTWARE EXPORTS LTD.

BOARD OF DIRECTORS

| | |
|---------------------------|-------------------|
| Lt. Gen T P Singh (Retd.) | Chairman |
| Vishnu R Dusad | Managing Director |
| Suresh Joshi | Director |
| Arun Shekhar Aran | Director |
| Sanjiv Sarin | Director |
| Prithvi Pal Singh Haldea | Director |

BANKERS

Citibank
HDFC Bank

COMPANY SECRETARY

Poonam Bhasin

AUDITORS

Bharat S Raut & Co.
Chartered Accountants


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