



July 17, 2024

<b>The Listing Department</b> <b>The National Stock Exchange of India Ltd.</b> <b>Exchange Plaza, Bandra-Kurla Complex,</b> <b>Bandra (E), Mumbai-400051</b> <b>Fax Nos. 022-26598236/237/238</b> <b>SYMBOL: NUCLEUS</b>	<b>The Listing Department</b> <b>BSE Limited</b> <b>Phiroze Jeejeebhoy Towers,</b> <b>25<sup>th</sup> Floor, Dalal Street, Mumbai-400001</b> <b>Fax No. 022-22722061/41/39</b> <b>SCRIP CODE: 531209</b>
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Dear Sir/Madam,

**SUB: VOTING RESULTS ALONG WITH SCRUTINIZER'S REPORT OF 35TH ANNUAL GENERAL MEETING OF NUCLEUS SOFTWARE EXPORTS LIMITED ("COMPANY")**

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that 35th Annual General Meeting of the members of the Company was held on Monday, July 15, 2024 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

In this regard, please find enclosed herewith the following:

1. Voting Results of the 35th AGM, enclosed as **Annexure (A)**.
2. Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with relevant rules, enclosed as **Annexure (B)**.

You are requested to take the above information on record

**Thanking You**

**Yours Faithfully**  
**Nucleus Software Exports Limited**

**Poonam Bhasin**  
**Company Secretary**

**Encl: as above**

**Registered Office**  
33-35 Thyagraj Nagar Mkt, New Delhi - 110003 CIN:  
L74899DL1989PLC034594

# Annexure (A)

Company Name	NUCLEUS SOFTWARE EXPORTS LTD
Date of the AGM	15-07-2024
Total number of shareholders on record date	36848
No. of shareholders present in the meeting either in person	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	2
Public:	65

Resolution required: (Ordinary/Special)	ORDINARY - Resolution 1 : Adoption of Financial Statements as on 31st March 2024.							
Whether promoter/ promoter group are interested in the	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19614866	13666248	69.6729	13666248	0	100.0000	0.0000
	Poll	19614866	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	19614866	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1997623	1742596	87.2335	1742596	0	100.0000	0.0000
	Poll	1997623	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1997623	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5160835	188109	3.6449	188103	6	99.9968	0.0031
	Poll	5160835	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5160835	0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>26773324</b>	<b>15596953</b>	<b>58.2556</b>	<b>15596947</b>	<b>6</b>	<b>100.0000</b>	<b>0.0000</b>

Resolution required: (Ordinary/Special)	ORDINARY - Resolution 2 : To declare a final dividend of Rs 12.50/- per Equity Share for the financial year ended March 31, 2024							
Whether promoter/ promoter group are interested in the	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19614866	13666248	69.6729	13666248	0	100.0000	0.0000
	Poll	19614866	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	19614866	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1997623	1775277	88.8695	1775277	0	100.0000	0.0000
	Poll	1997623	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1997623	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5160835	188139	3.6455	188133	6	99.9968	0.0031
	Poll	5160835	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5160835	0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>26773324</b>	<b>15629664</b>	<b>58.3777</b>	<b>15629658</b>	<b>6</b>	<b>100.0000</b>	<b>0.0000</b>

Resolution required: (Ordinary/Special)	ORDINARY - Resolution 3A : To re-appoint Mr. Parag Bhise as a Director of the Company who retire by rotation and being eligible offer himself for re-appointment.							
Whether promoter/ promoter group are interested in the	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19614866	13666248	69.6729	13666248	0	100.0000	0.0000
	Poll	19614866	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	19614866	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1997623	1775277	88.8695	1739435	35842	97.9810	2.0189
	Poll	1997623	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1997623	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5160835	159170	3.0842	158964	206	99.8705	0.1294
	Poll	5160835	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5160835	0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>26773324</b>	<b>15600695</b>	<b>58.2695</b>	<b>15564647</b>	<b>36048</b>	<b>99.7689</b>	<b>0.2311</b>

Resolution required: (Ordinary/Special)	ORDINARY - Resolution 3B : To re-appoint Mr. Anurag Mantri as a Director of the Company who retire by rotation and being eligible offer himself for re-appointment							
Whether promoter/ promoter group are interested in the	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19614866	13666248	69.6729	13666248	0	100.0000	0.0000
	Poll	19614866	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	19614866	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1997623	1775277	88.8695	1720286	54991	96.9023	3.0976
	Poll	1997623	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1997623	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5160835	188129	3.6453	187923	206	99.8905	0.1094
	Poll	5160835	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5160835	0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>26773324</b>	<b>15629654</b>	<b>58.3777</b>	<b>15574457</b>	<b>55197</b>	<b>99.6468</b>	<b>0.3532</b>

Resolution required: (Ordinary/Special)	ORDINARY - Resolution 4 : To approve Payment of Commission to Non-Executive Directors of the Company.							
Whether promoter/ promoter group are interested in the	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19614866	13666248	69.6729	13666248	0	100.0000	0.0000
	Poll	19614866	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	19614866	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1997623	1775277	88.8695	1775277	0	100.0000	0.0000
	Poll	1997623	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1997623	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5160835	187972	3.6423	187766	206	99.8904	0.1095
	Poll	5160835	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5160835	0	0.0000	00	0	0.0000	0.0000
<b>Total</b>		<b>26773324</b>	<b>15629497</b>	<b>58.3771</b>	<b>15629291</b>	<b>206</b>	<b>99.9987</b>	<b>0.0013</b>

**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

Meeting	35 <sup>th</sup> Annual General Meeting (AGM) of Nucleus Software Exports Limited ("Company")
Mode	Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")
Date	Monday, 15 <sup>th</sup> July, 2024, at 11:00 A.M. (IST)

Dear Sir/Ma'am,

I, Ankit Singhi, Practicing Company Secretary and Partner of M/s PI & Associates, Company Secretaries, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at 35<sup>th</sup> Annual General Meeting (AGM) of Nucleus Software Exports Limited (the "Company") held on Monday, 15<sup>th</sup> July, 2024, at 11:00 A.M. (IST) through VC/ OAVM facility in compliance with the provisions of Section 96, 101, 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with the terms of General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 ("Act") and the rules made thereunder on account of the threat posed by COVID-19", General Circular no. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through VC or OAVM (collectively referred to as "MCA Circulars"), Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the resolutions forming part of the AGM Notice dated May 23, 2024 ("AGM Notice"). My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting results on the resolutions based on the votes casted on the resolutions.

CORPORATE OFFICE

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LOCATIONS

Hyderabad | Trivandrum | Vadodara

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1. My responsibility as a Scrutinizer was to (i) ensure that the voting process was conducted in a fair and transparent manner and (ii) to submit a Consolidated Scrutinizer's report for remote e-voting and e-voting at the AGM, for the resolutions set out in the AGM Notice to the chairman of the Company or any person authorised by him.
2. I submit my report as under: -
  - i. In compliance with the MCA Circulars and SEBI Circulars, the AGM Notice along with Annual Report for the Financial Year ("F.Y.") 2023-24 was dispatched by the Company on Friday, June 21, 2024 only by electronic mode to all those members, whose e-mail address were registered with the Company/ Registrar and Share Transfer Agent/ Depositories.
  - ii. The Company engaged KFin Technologies Limited ('KFintech') for providing services related to remote e-voting and e-voting at the AGM.
  - iii. The AGM Notice was simultaneously (i) submitted to the stock exchanges i.e. National Stock Exchange of India Ltd. and BSE Ltd. (ii) posted on the website of the Company and KFintech.
  - iv. The members of the Company as on the "cut off" date i.e. Friday, July 5, 2024 were entitled to avail the facility of remote e-voting as well as e- voting at the AGM on the proposed resolutions as set out in the AGM Notice.
  - v. The remote e-voting period commenced on Friday, July 12, 2024 (9:00 a.m. IST) and ended on Sunday, July 14, 2024 (5:00 p.m. IST).
  - vi. After completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked in the presence of two witnesses who are not in the employment of the Company.
  - vii. The data of remote e-voting and e-voting at AGM was diligently scrutinized and reconciled with the records maintained by the KFin Technologies Limited, Registrar and Share Transfer Agent of the Company and the authorizations lodged. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at the AGM.



- viii. For the purpose of preparation of this report, the number of individual shareholders has been determined by consolidating folios with the same Permanent Account Number (PAN).
- ix. The consolidated summary of results of remote e- voting and e-voting at the AGM is annexed herewith as **Annexure- A**.
- x. Based on the aforesaid results, I report that all the Resolutions as contained in the Item No(s). 1 to 4 of the AGM Notice of the Company, have been passed with requisite votes.

Countersigned by

**Chairman/Official Authorized by the Chairman**  
**Nucleus Software Exports Limited**

**Date:** July 16, 2024

**Place:** Noida

**Thanking You**  
**For PI & Associates**  
**Company Secretaries**  
**FRN: P2014UP035400**

**PR: 1498/2021**



  
**Ankit Singh**  
**Partner**

**FCS No. 11685**

**CP No. 16274**

**UDIN: F011685F000753019**

**Item No. 1:**

Adoption of Financial Statements as on 31st March 2024.

**Type of Resolution:** Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	117	1,55,96,947	100	5	6	0		
Venue e-voting	7	2,202	99.9546	1	1	0.0454		
<b>Total</b>	<b>124</b>	<b>1,55,99,149</b>	<b>100</b>	<b>6</b>	<b>7</b>	<b>0</b>		Nil

**Result:** The ordinary resolution has been passed with requisite consent.



**Item No. 2:**

To declare a final dividend of Rs 12.50/- per Equity Share for the financial year ended March 31, 2024.

**Type of Resolution:** Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	119	1,56,29,658	100	5	6	0		
Venue e-voting	7	2,202	99.9546	1	1	0.0454		
<b>Total</b>	<b>126</b>	<b>1,56,31,860</b>	<b>100</b>	<b>6</b>	<b>7</b>	<b>0</b>		Nil

**Result:** The ordinary resolution has been passed with requisite consent.



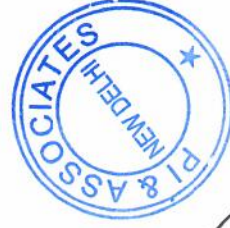
**Item No. 3 (i):**

To re-appoint Mr. Parag Bhise as a Director of the Company who retire by rotation and being eligible offer himself for re-appointment.

**Type of Resolution:** Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	109	1,55,64,647	99.7689	13	36,048	0.2311		
Venue e-voting	7	2,202	99.9456	1	1	0.0454		Nil
<b>Total</b>	<b>116</b>	<b>1,55,66,849</b>	<b>99.7690</b>	<b>14</b>	<b>36,049</b>	<b>0.2310</b>		

**Result:** The ordinary resolution has been passed with requisite consent.





**Item No. 3 (ii):**

To re-appoint Mr. Anurag Mantri as a Director of the Company who retire by rotation and being eligible offer himself for re-appointment.

**Type of Resolution:** Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	109	1,55,74,457	99.6468	14	55197	0.3532		
Venue e-voting	7	2,202	99.9456	1	1	0.0454		Nil
<b>Total</b>	<b>116</b>	<b>1,55,76,659</b>	<b>99.6469</b>	<b>15</b>	<b>55198</b>	<b>0.3531</b>		

**Result:** The ordinary resolution has been passed with requisite consent.



**Item No. 4:**

To approve Payment of Commission to Non-Executive Directors of the Company.

**Type of Resolution:** Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	116	1,56,29,291	99.9987	6	206	00.0013		
Venue e-voting	7	2,202	99.9546	1	1	0.0454		
<b>Total</b>	<b>123</b>	<b>1,56,31,493</b>	<b>99.9987</b>	<b>7</b>	<b>207</b>	<b>0.0013</b>		<b>Nil</b>

**Result:** The ordinary resolution has been passed with requisite consent.

