NUCLEUS SOFTWARE EXPORTS LTD.



CIN: L74899DL1989PLC034594

Corporate Office

A-39, Sector-62, Noida, Uttar Pradesh, 201307. India.

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July 17, 2024

The Listing Department

The National Stock Exchange of India Ltd.

Exchange Plaza, Bandra-Kurla Complex,

Bandra (E), Mumbai-400051

Fax Nos. 022-26598236/237/238

SYMBOL: NUCLEUS

The Listing Department

BSE Limited

Phiroze Jeejeebhoy Towers,

25th Floor, Dalal Street, Mumbai-400001

Fax No. 022-22722061/41/39

SCRIP CODE: 531209

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

Annexure (A)

Company Name		NUCLEUS SOFT	WARE EXPORT	'S LTD				
Date of the AGM Total number of shareholders or		15-07-2024 36848						
No. of shareholders present in the Promoters and Promoter Gro		0						
Public:		0						
No. of Shareholders attended the Promoters and Promoter Gro		2						
Public:		65						
Resolution required: (Ordinary/ Special)	ORDINARY - Resolution 1 : A	doption of Finan	cial 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 Poll	19614866 19614866	13666248	69.6729 0.0000	13666248 00	0	100.0000	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 Postal Ballot (if applicable)	1997623 1997623	0	0.0000	00	0	0.0000	0.0000
D. I.V. M. T. alical								
Public- Non Institutions	E-Voting Poll	5160835 5160835	188109 0	3.6449 0.0000		0	99.9968 0.0000	0.0031 0.0000
	Postal Ballot (if applicable)	5160835	0	0.0000	00	0	0.0000	0.0000
	Total	26773324	15596953	58.2556	15596947	6	100.0000	0.0000
Resolution required: (Ordinary/	ORDINARY - Resolution 2 : To	declare a final d	lividend of Rs 1	2.50/- per Equity Share	for the financial	year ended Ma	rch 31, 2024	
Whether promoter/ promoter group are interested in the	No							
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No. of Votes -	No. of Votes	% of Votes in favour	% of Votes against on votes polled
		held (1)	polled (2)	outstanding shares (3)=[(2)/(1)]* 100	in favour (4)	- against (5)	on votes polled (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19614866	13666248	69.6729		0	100.0000	0.0000
	Poll Postal Ballot (if applicable)	19614866 19614866	0	0.0000		0	0.0000	0.0000
Public- Institutions	E-Voting	1997623	1775277	88.8695	1775277	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)	1997623 1997623	0	0.0000	00	0	0.0000 0.0000	0.0000 0.0000
	, /		_					
Public- Non Institutions	E-Voting Poll	5160835 5160835	188139 0	3.6455 0.0000	188133 00	0	99.9968 0.0000	0.0031 0.0000
	Postal Ballot (if applicable)	5160835	0	0.0000	00	0	0.0000	0.0000
	Total	26773324	15629664	58.3777	15629658	6	100.0000	0.0000
Resolution required: (Ordinary/	ORDINARY - Resolution 3A : T	Γο re-appoint Mr	. Parag Bhise as	a Director of the Comp	any who retire b	y rotation and	being eligible offer hims	elf for re-appointment.
Special) Whether promoter/ promoter	No							
group are interested in the Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No. of Votes -	No. of Votes	% of Votes in favour	% of Votes against on votes polled
outegory .	lander of Young	held (1)	polled (2)	outstanding shares	in favour (4)	- against (5)	on votes polled (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19614866	13666248	(3)=[(2)/(1)]* 100 69.6729	13666248	0	100.0000	0.0000
	Poll Postal Ballot (if applicable)	19614866 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	l ₀	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting							
		5160835 5160835	159170 0	3.0842 0.0000	158964 00	206	99.8705 0.0000	0.1294 0.0000
	Poll Postal Ballot (if applicable)	5160835 5160835 5160835		3.0842 0.0000 0.0000	00	206 0 0	99.8705 0.0000 0.0000	0.1294 0.0000 0.0000
	Poll	5160835	0	0.0000	00	0	0.0000	0.0000
Resolution required: (Ordinary/	Poll Postal Ballot (if applicable)	5160835 5160835 26773324	0 0 15600695	0.0000 0.0000 58.2695	00 00 15564647	0 0 36048	0.0000 0.0000 99.7689	0.0000 0.0000 0.2311
Resolution required: (Ordinary/ Special) Whether promoter/ promoter	Poll Postal Ballot (if applicable) Total	5160835 5160835 26773324	0 0 15600695	0.0000 0.0000 58.2695	00 00 15564647	0 0 36048	0.0000 0.0000 99.7689	0.0000 0.0000 0.2311
Special) Whether promoter/ promoter group are interested in the	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : 1	5160835 5160835 26773324 To re-appoint Mr	0 0 15600695 . Anurag Mantr	0.0000 0.0000 58.2695 i as a Director of the Cor	00 00 15564647 npany who retir	36048 e by rotation an	0.0000 0.0000 99.7689 nd being eligible offer hi	0.0000 0.0000 0.2311 mself for re-appointment
Special) Whether promoter/ promoter	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : 1	5160835 5160835 26773324	0 0 15600695	0.0000 0.0000 58.2695	00 00 15564647	0 0 36048	0.0000 0.0000 99.7689	0.0000 0.0000 0.2311
Special) Whether promoter/ promoter group are interested in the Category	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : T No Mode of Voting E-Voting Poll	5160835 5160835 26773324 To re-appoint Mr No. of shares held (1) 19614866 19614866	0 0 15600695 Anurag Mantr No. of votes polled (2) 13666248	0.0000	00 00 15564647 mpany who retire No. of Votesin favour (4) 13666248	0 0 36048 e by rotation as No. of Votes - against (5) 0	0.0000 0.0000 99.7689 nd being eligible offer hi % of Votes in favour on votes polled (5)=[{4}/{2}]*100 100.0000	0.0000 0.0001 0.2311 mself for re-appointment 96 of Yotes against on votes polled (7)=[(5)/(2)]*100 0.0000
Special) Whether promoter/ promoter group are interested in the Category Promoter and Promoter Group	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : 1 No Mode of Voting E-Voting Poll Postal Ballot (if applicable)	5160835 5160835 26773324 To re-appoint Mr No. of shares held (1) 19614866 19614866 19614866	0 0 15600695 Anurag Mantr No. of votes polled (2) 13666248 0	0.0000	00 00 15564647 mpany who retir No. of Votes – in favour (4) 13666248 00	0 0 36048 e by rotation and No. of Votes - against (5) 0 0	0.0000 0.0000 99.7689 Ind being eligible offer hit being eligible offe	0.0000 0.0000 0.2311 mself for re-appointment % of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000
Special) Whether promoter/ promoter group are interested in the Category	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : 1 No Mode of Voting E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Poll	5160835 5160835 26773324 To re-appoint Mr No. of shares held (1) 19614866 19614866 19614866 1997623	0 0 15600695 Anurag Mantr No. of votes polled (2) 13666248 0 0	0.0000 0.0000 58.2695 i as a Director of the Corollary of	00 00 15564647 mpany who retir No. of Votes- in favour (4) 13666248 00 00 1720286	0 0 36048 e by rotation an No. of Votes - against (5) 0 0 0 54991	0.0000 0.0000 99.7689 nd being eligible offer hi % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 0.0000 0.0000 0.0000	0.0000 0.0000 0.2311 mself for re-appointment % of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Special) Whether promoter/ promoter group are interested in the Category Promoter and Promoter Group Public- Institutions	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : 1 No Mode of Voting E-Voting Poll Postal Ballot (if applicable) E-Voting	5160835 5160835 26773324 To re-appoint Mr No. of shares held (1) 19614866 19614866 1997623 1997623 1997623	0 0 15600695 Anurag Mantr No. of votes polled (2) 13666248 0 0 1775277 0	0.0000 0.0000 58.2695 is a a Director of the Cor % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 69.6729 0.0000 0.0000 0.0000 0.0000	00 00 15564647 mpany who retir No. of Votes-in favour (4) 13666248 00 00 1720286 00	0 0 36048 e by rotation and No. of Votes - against (5) 0 0 0 54991 0	0.0000 0.0000 99.7689 d being eligible offer hi % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 96.9023 0.0000 0.0000	0.0000 0.0000 0.2311 mself for re-appointment % of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 3.0976 0.0000 0.0000
Special) Whether promoter/ promoter group are interested in the Category Promoter and Promoter Group	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : T No Mode of Voting E-Voting Poll Postal Ballot (if applicable) E-Voting Poll E-Voting Poll E-Voting Poll E-Voting Postal Ballot (if applicable) E-Voting	5160835 5160835 26773324 Fore-appoint Mr No. of shares held (1) 19614866 19614866 1997623 1997623 1997623 5160835	0 0 15600695 Anurag Mantr No. of votes polled (2) 13666248 0 0	0.0000	00 00 15564647 mpany who retire No. of Votes- in favour (4) 13666248 00 00 1720286 00 00	0 0 36048 e by rotation an No. of Votes - against (5) 0 0 0 54991	0.0000 0.0000 99.7689 nd being eligible offer hi % of Votes in favour on votes polled (5)=[(4)/(2)]*100 100.0000 0.0000 0.0000 96.9023 0.0000 99.8905	0.0000 0.0001 0.0001 mself for re-appointment % of Votes against on votes polled (7)=(5)(2)*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
Special) Whether promoter/ promoter group are interested in the Category Promoter and Promoter Group Public- Institutions	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : 1 No Mode of Voting E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Ballot (if applicable)	5160835 5160835 26773324 To re-appoint Mr No. of shares held (1) 19614866 19614866 1997623 1997623 1997623	0 0 15600695 Anurag Mantr No. of votes polled (2) 13666248 0 0 1775277 0 0 188129	0.0000 0.0000 58.2695 is a a Director of the Cor % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 69.6729 0.0000 0.0000 0.0000 0.0000	00 00 15564647 mpany who retir No. of Votes-in favour (4) 13666248 00 00 1720286 00	0 0 0 36048 e by rotation at No. of Votes - against (S) 0 0 0 0 54991 0 0 0 206	0.0000 0.0000 99.7689 d being eligible offer hi % of Votes in favour on votes polled (6)=[(4)/(2)]*100 100.0000 0.0000 96.9023 0.0000 0.0000	0.0000 0.0000 0.2311 mself for re-appointment % of Votes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 3.0976 0.0000 0.0000
Special) Whether promoter / promoter group are interested in the Category Promoter and Promoter Group Public- Institutions	Poll Postal Ballot (if applicable) Total RRDINARY - Resolution 3B: 1 No Mode of Voting E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Ballot (if applicable)	5160835 5160835 26773324 To re-appoint Mr No. of shares held (1) 19614866 19614866 1997623 1997623 1997623 5160835 5160835	0 0 15600695 Anurag Mantr No. of votes polled (2) 13666248 0 0 1775277 0 0 0 188129 0 0	0.0000 0.0000 58.2695 as a Director of the Cor % of Votes Polled on outstanding shares (3)=[(2)/(1) * 100 69.6729 0.0000 0.0000 88.8695 0.0000 0.0000 3.6453 0.0000	00 00 15564647 mpany who retir No. of Votes in favour (4) 13666248 00 00 1720286 00 00 187923 00 00	0 0 36048 No. of Votes - against (5) 0 0 0 54991 0 0 2206 0 0 0	0.0000 0.0000 99.7689 d being eligible offer hi % of Votes in favour on votes polled (6)=[(4)/(2)*100 100.0000 0.0000 96.9023 0.0000 0.0000 99.8905 0.0000	0.0000 0.0000
Special) Whether promoter promoter group are interested in the Category Promoter and Promoter Group Public- Institutions Resolution required: (Ordinary/Special)	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : T No Mode of Voting E-Voting Poll Postal Ballot (if applicable) E-Voting Poll E-Voting Poll Postal Ballot (if applicable) E-Voting Poll ORDINARY - Resolution 4 : Total ORDINARY - Resolution 4 : Total	5160835 5160835 26773324 Fore-appoint Mr No. of shares held (1) 19614866 19614866 1997623 1997623 1997623 5160835 5160835 5160835	0	0.0000 0.0000 58.2695 as a Director of the Cor % of Votes Polled on outstanding shares (3)=([2)/(1)* 100 0.0000 0.0000 0.0000 3.6453 0.0000 0.0000 0.0000 58.3777	00 00 15564647 mpany who retir No. of Votes in favour (4) 13666248 00 00 1720286 00 00 187923 00 00 15574457	0 0 36048 No. of Votes - against (5) 0 0 0 54991 0 0 0 206 0 0 0 55197	0.0000 0.0000 0.0000 99.7689 d being eligible offer hi % of Votes in favour on votes polled (0.5=[4]/(2)]*100 100.0000 0.0000 0.0000 96.9023 0.0000 0.0000 99.8905 0.0000 0.0000	0.0000 0.0000
Special) Whether promoter promoter group are interested in the Category Promoter and Promoter Group Public- Institutions Public- Non Institutions Resolution required: (Ordinary/Special) Whether promoter/promoter group are interested in the	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : Total No Mode of Voting E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 4 : Total No	5160835 5160835 26773324 Fore-appoint Mr No. of shares held (1) 19614866 19614866 1997623 1997623 1997623 5160835 5160835 5160835 5160835 26773324 o approve Payme	0 15600695 Amurag Mantr No. of votes polled (2) 13666248 0 0 1775277 0 0 188129 0 0 15629654 ent of Commission	0.0000	00 15564647 mpany who retire No. of Votesin favour (4) 13666248 00 00 1720286 00 00 187923 00 00 15574457 eectors of the Core	0 0 36048 e by rotation au No. of Votes - against (5) 0 0 0 54991 0 0 206 0 0 55197 mpany.	0.0000 0.0000 99.7689 nd being eligible offer hi % of Votes in favour on votes polled (56)=[(4)/(2)]*100 100.0000 0.0000 0.0000 99.9023 0.0000 0.0000 99.8905 0.0000 0.0000 99.8905	0.0000 0.0000 0.0001 mself for re-appointment % of Yotes against on votes polled (7)=[(5)/(2)]*100 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000
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Special) Whether promoter/ promoter group are interested in the Category Promoter and Promoter Group Public- Institutions Public- Non Institutions Resolution required: (Ordinary/Special) Whether promoter/ promoter group are interested in the Category	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : T No Mode of Voting E-Voting Poll Postal Ballot (if applicable) E-Voting Poll E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 4 : Total No Mode of Voting	5160835 5160835 26773324 Fore-appoint Mr No. of shares held (1) 19614866 19614866 1997623 1997623 1997623 5160835 5160835 5160835 52773324 o approve Paymo	0 15600695 Amurag Mantr No. of votes polled (2) 13666248 0 0 1775277 0 0 188129 0 0 15629654 ent of Commission	0.0000	00 15564647 mpany who retire No. of Votesin favour (4) 13666248 00 00 1720286 00 00 187923 00 00 15574457 eectors of the Cor	0 0 36048 No. of Votes - against (5) 0 0 54991 0 0 206 0 0 55197 mpany.	0.0000 0.0000 99.7689 M of Votes in favour on votes polled (5)=[4]/(2])*100 0.0000 0.0000 0.0000 99.8905 0.0000 0.0000 99.6468	0.0000 0.0000 0.0001 mself for re-appointment % of Votes against on votes polled (7)=[5]/(2)]*100 0.0000
Special) Whether promoter/ promoter group are interested in the Category Promoter and Promoter Group Public- Institutions Public- Non Institutions Resolution required: (Ordinary/Special) Whether promoter/ promoter group are interested in the Category	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : Total No Mode of Voting E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 4 : Total No Mode of Voting E-Voting Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 4 : Total No Mode of Voting E-Voting Poll Postal Ballot (if applicable)	S160835 S160	0 15600695 Anurag Mantr No. of votes polled (2) 13666248 0 0 1775277 0 0 188129 0 0 15629654 ent of Commissi No. of votes polled (2) 13666248 0 0 1775277	0.0000	00 00 15564647 mpany who retir No. of Votes in favour (4) 13666248 00 00 1720286 00 00 187923 00 00 15574457 ectors of the Cor No. of Votes in favour (4) 13666248 00 00 1775277	0 0 36048 No. of Votes - against (5) 0 0 0 206 0 206 0 0 85197 mpany. No. of Votes - against (5) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0.0000 0.0000	0.0000 0.0000
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Special) Whether promoter/ promoter group are interested in the Category Promoter and Promoter Group Public- Institutions Public- Non Institutions Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the Category Promoter and Promoter Group Public- Institutions	Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 3B : Total No Mode of Voting E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Ballot (if applicable) Total ORDINARY - Resolution 4 : Total No Mode of Voting E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Ballot (if applicable) E-Voting Poll Postal Ballot (if applicable)	S160835	0 15600695 Anurag Mantr No. of votes polled (2) 13666248 0 0 1775277 0 0 188129 0 15629654 ent of Commissi No. of votes polled (2) 13666248 0 0 1775277 0 0 1775277 0 0 1775277 0 0 1775277	0.0000 0.0000 0.0000 58.2695 as a Director of the Cord % of Votes Polled on outstanding shares (3)=([2)/(1) * 100 0.0000 0.0000 0.0000 3.6453 0.0000 0.0000 58.3777 on to Non-Executive Director (3)=([2)/(1) * 100 69.6729 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000	00 00 15564647 mpany who retir No. of Votes in favour (4) 13666248 00 00 1720286 00 00 187923 00 00 15574457 ectors of the Cor No. of Votes in favour (4) 13666248 00 00 1775277	0 0 36048 by rotation an No. of Votes - against (5) 0 0 206 0 0 554991 0 0 554991 0 0 0 55197 mpany. No. of Votes - against (5) 0 0 0 206 0 0 0 206 0 0 0 0 0 0 0 0 0 0	0.0000 0.0000	0.0000 0.0000



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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

Meeting	35th Annual General Meeting (AGM) of Nucleus Software Exports Limited ("Company")
Mode	Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")
Date	Monday, 15th 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 35th Annual General Meeting (AGM) of Nucleus Software Exports Limited (the "Company") held on Monday, 15th 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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 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

Thanking You

For PI & Associates

Company Secretaries

FRN: P2014UP035400

PR: 1498/2021

Chairman/Official Authorized by the Chairman Nucleus Software Exports Limited

Date: July 16, 2024

Place: Noida

NEW DELHI

Ankit Singhi Partner

FCS No. 11685

CP No. 16274

UDIN: F011685F000753019



Annexure- A

Item No. 1:

Adoption of Financial Statements as on 31st March 2024.

Type of Resolution: Ordinary Resolution

	Votes in	Votes in favour of the resolution	solution	Vote	Votes against the resolution	olution	Invalid Votes	Votes
Particulars of Business	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	Nu sh:
Remote e- voting	117	1,55,96,947	100	5	9	0		Cast
Venue e- voting	7	2,202	99.9546	1	_	0.0454	Nii	
Total	124	1,55,99,149	100	9	7	0		





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

	Votes in	Votes in favour of the resolution	solution	Votes	Votes against the resolution	olution	[F] Can	Veter
Particulars of Business	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	Percentage of votes to total votes cast	Number of shar woted which	Number of shares for which votes
Remote e- voting	119	1,56,29,658	100	S	9	0		cast
Venue e- voting	7	2,202	99.9546	1	1	0.0454	ΙΪΧ	_
Total	126	1,56,31,860	100	9	1			



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

		Votes in favour of the resolution	solution	Votes	Votes against the resolution	olution	Invalid Votes	Votos
Particulars of Business	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	Percentage of votes to total	Number of members who voted	Number of shares for which votes
Remote e- voting	109	1,55,64,647	99.7689	13	36,048	0.2311		Cast
Venue e- voting	7	2,202	99.9456	1	1	0.0454	N.	_
Total	116	1,55,66,849	069266	14	36.049	0.2310		





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

	Votes in	Votes in favour of the resolution	solution	Votes	Votes against the resolution	solution	sotoV bileval	Votos
Farticulars of Business	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	Numl membe vot	Number of shares for which votes
Remote e- voting	109	1,55,74,457	99.6468	. 14	55197	0.3532		Cast
Venue e- voting	7	2,202	99.9456	1	_	0.0454	IiN	
Total	116	1,55,76,659	99.6469	15	55198	0.3531		





Item No. 4:

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

Type of Resolution: Ordinary Resolution

	Votes in	Votes in favour of the resolution	solution	Votes	Votes against the resolution	solution		N. A.
Particulars of Business	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	Percentage of votes to total votes cast	Number of shar woted which	Nu sh:
Remote e- voting	116	1,56,29,291	7866.96	9	206	00.0013		cast
Venue e- voting	7	2,202	99.9546	1	-	0.0454	N	=
Total	123	1,56,31,493	7866.66	7	207	0.0013		

