



January 30, 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 <b>SYMBOL: NUCLEUS</b>	The Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, 25 <sup>th</sup> Floor, Dalal Street, Mumbai-400001 Fax No. 022-22722061/41/39 <b>SCRIP CODE: 531209</b>
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**SUB: SUBMISSION OF VOTING RESULT UNDER REGULATION 44 OF THE OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (SEBI LISTING REGULATIONS, 2015)**

Dear Sir/Madam,

In continuation to our letter dated December 26, 2023 submitting the Postal Ballot Notice for seeking approval of the Members of the Company by way of Special Resolution for Continuation of Directorship of Mr. S M Acharya (**DIN: 00545141**) as a Non-Executive Independent Director beyond the age of 75 Years.

Pursuant to Regulation 44 of the SEBI Listing Regulations, 2015, we hereby submit the result of the e-voting for the resolution as specified in the Postal Ballot Notice dated December 08, 2023. The e-voting for Postal Ballot commenced on **Thursday, December 28, 2023, at 10.00 a.m. (IST)** and concluded on **Friday, January 26, 2024 at 5.00 p.m. (IST)**. The said resolution was passed with the requisite majority. The resolution is deemed to be passed on the last date of the e-voting, i.e., January 26, 2024. The Report of the Scrutiniser Pursuant to section 110 of the Companies Act, 2013 and rules thereunder is enclosed herewith. The same is also available upon the website of the company i.e. [www.nucleussoftware.com](http://www.nucleussoftware.com)

This is for your information and records.

Thanking You

Yours Sincerely

**FOR NUCLEUS SOFTWARE EXPORTS LIMITED**

**(POONAM BHASIN)  
COMPANY SECRETARY**

**Encl.: As above**

**Registered Office**

33-35 Thyagraj Market, New Delhi - 110003

Tel.: +91.11.2462.7552 F.: +91.11.2462.0872

**SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS  
(THROUGH REMOTE E-VOTING)**

**FOR  
NUCLEUS SOFTWARE EXPORTS LTD.**

To,  
The Chairman  
Nucleus Software Exports Ltd.  
CIN: L74899DL1989PLC034594  
33-35 Thyagraj Nagar Market, New Delhi – 110003, India

Dear Sir,

**Subject: Scrutinizer's Report on Postal Ballot Process**

I, Ankit Singh, Partner of M/s PI & Associates, Practicing Company Secretaries (FRN: P2014UP035400), was appointed as a Scrutinizer by the Board of Directors of Nucleus Software Exports Ltd. (“the Company”) on December 8, 2023, for the purpose of scrutinizing the e-voting/postal ballot process in a fair and transparent manner in respect of the resolution mentioned in the notice of Postal Ballot dated December 8, 2023 (“Notice”) under the provisions of Section 108 and 110 of the Companies Act, 2013 (“Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (“Rules”) and in accordance with the terms of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as the “MCA Circulars”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) 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 following resolution forming part of the Notice:-

S. No.	Type of Resolution	Particulars
1	Special Resolution	Approval of Continuation of Directorship of Mr. S M Acharya (DIN: 00545141) as a Non-Executive Independent Director beyond the age of 75 Years

In connection with the above-referred matter, I submit my report as under:



1. In compliance with above referred MCA Circulars, the Company had sent the Notice along with the Statement under Section 102 of the Act setting out all material facts in respect of the resolution mentioned therein electronically by email to all the members of the Company, whose names appeared on the register of members/ list of beneficial owners as received from KFin Technologies Limited (“RTA”) as on Friday, December 15, 2023 (“cut-off date”).
2. The Company completed the dispatch of Notice by e-mail on Tuesday, December 26, 2023. In accordance with the MCA Circulars, no physical copy of the Notice, Postal Ballot Form, and pre-paid business reply envelope was dispatched to the members. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot.
3. The Company had published an advertisement in Financial Express (all India editions in English language) and Jansatta (all editions in Hindi language), newspapers on Wednesday, December 27, 2023 regarding the completion of the dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.
4. The Company had hosted the Postal Ballot Notice on its website and the website of KFin Technologies Limited (e-voting Agency) and also intimated the same to BSE Limited and National Stock Exchange of India Limited on December 26, 2023. The remote e-voting period commenced on Thursday, December 28, 2023 and ended on Friday, January 26, 2024, 5.00 P.M. (IST), both days inclusive for the purpose of postal ballot.
5. The members of the Company holding shares as on the cut-off date were entitled to vote on the resolution as contained in the Notice and have voted through the e-voting facility only as per the MCA circulars. Members have casted their votes on the designated platform, viz.: <https://evoting.kfintech.com>.
6. The remote e-voting was unblocked on Friday, January 26, 2024, after 5:00 PM (IST) in the presence of two witnesses who are not in employment of the Company.
7. Thereafter, the details containing, *inter-alia*, list of the members, who voted "For" or "Against" on the resolution were derived from the report generated from the e-voting platform provided by the Authorised Agency in respect of voting through remote e-voting.
8. The members have casted their votes through remote e-voting for resolution set out in said Notice and all votes casted up to Friday, January 26, 2024, 5:00 P.M. (IST), i.e., the last date and time fixed by the Company for postal ballot process have been considered for the purpose of this report.
9. The detailed result of the postal ballot (through remote e-voting) is annexed herewith in **Annexure A**.



10. The relevant records related to this postal ballot activity will be handed over to the Authorised Person of the Company for safekeeping.
11. Based on such results, I hereby certify that the resolution as set out in Notice has been approved and passed by the requisite consent of the members.
12. The resolution specified in the Notice is deemed to be passed on the last date of remote e-voting i.e., Friday, January 26, 2024.

**Countersigned by**

**Authorised Signatory**  
Nucleus Software Exports Ltd.

Thanking You  
**For PI & Associates  
Company Secretaries**



**Ankit Singh**  
**\*Partner**  
**FCS No.: 11685**  
**C P No.:16274**  
**PR No.: 1498/2021**  
**UDIN: F011685E003331122**

**Date: 30.01.2024**  
**Place: Chennai**

**Item No. 1:** Approval of Continuation of Directorship of Mr. S M Acharya (DIN: 00545141) as a Non-Executive Independent Director beyond the age of 75 Years

**Type of Resolution:** Special Resolution

Particulars	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
E – Voting	103	1,54,73,550	95.3876	46	7,48,211	4.6124	0	0
Postal Ballot	Not Applicable							
<b>Total</b>	103	1,54,73,550	95.3876	46	7,48,211	4.6124	0	0

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



Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPROVE CONTINUATION OF DIRECTORSHIP OF MR. S M ACHARYA (DIN: 00545141) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19615866	14666248	74.7673	14666248	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19615866	14666248	74.7673	14666248	0	100
Public- Institutions	E-Voting	1553538	1358445	87.442	610571	747874	44.9463	55.0537
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1553538	1358445	87.442	610571	747874	44.9463
Public- Non Institutions	E-Voting	5603920	197068	3.5166	196731	337	99.829	0.171
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5603920	197068	3.5166	196731	337	99.829
Total		26773324	16221761	60.5893	15473550	748211	95.3876	4.6124
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								