



July 15, 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
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Dear Sir/Madam,

Sub: Summary of Proceedings of 35th Annual General Meeting

Ref: Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above mentioned subject, Please find the enclosed herewith copy of Summary of the Proceeding of the 35th Annual General Meeting of the Company held on July 15, 2024.

Kindly take note of the same and oblige us.

Thanking You

Yours Faithfully

Nucleus Software Exports Limited

Poonam Digitally signed by
Poonam Bhasin
Bhasin Date: 2024.07.15
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Poonam Bhasin
Company Secretary

Registered Office

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

CIN: L74899DL1989PLC034594



Summary of proceedings of the 35th Annual General Meeting of Nucleus Software Exports Limited held on 15th July, 2024 at 11:00 a.m. held through Video Conference or Other Audio Visual Means.

The 35th Annual General Meeting (AGM) of the Members of Nucleus Software Exports Limited ('the Company') was held on Monday, July 15, 2024 at 11.00 A.M. (IST) held through Video Conference or Other Audio-Visual Means.

Mr. S. M. Acharya took the chair and welcomed the members to the AGM of the Company. After ascertaining the requisite Quorum present as per Section 103 of Companies Act 2013, he called the meeting in order. The Chairperson delivered his speech.

The Company Secretary informed that the Chairperson of the Audit Committee, Nomination and Remuneration/Compensation Committee and Stakeholders Relationship Committee were present at the meeting.

All the Directors except Ms. Ritika Dusad, Executive Director attended the meeting. The Company Secretary informed that the Company had provided the members the facility to cast their votes electronically on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity through Insta Poll to cast their votes during the meeting.

The following items of business, as per the Notice of AGM, were transacted at the meeting.

ORDINARY BUSINESS

RESOLUTION NO. 1:

To consider and adopt:

- a) The audited financial statements of the Company for the year ended March 31, 2024 including Audited Balance Sheet and Profit and Loss account as on March 31, 2024 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and
- b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2024.

RESOLUTION NO. 2

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

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RESOLUTION NO.3

To Re-appoint

- i. Mr. Parag Bhise (DIN: 08719754), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment.
- ii. Mr. Anurag Mantri (DIN: 09002894), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment.

SPECIAL BUSINESS

RESOLUTION NO.4

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

The Company Secretary than invited the members to raise queries or seek clarifications and/or offer comments related to any item of business as contained in the Notice. The Members raised only few queries which were answered by the Managing Director and Chairperson.

The Company Secretary further requested the members to cast their votes. She informed that Mr. Ankit Singhi (CP No. 16274 Membership No. F11685), Partner or failing him, Mr. Nitesh Latwal (CP No. 16276), Partner of M/s PI & Associates, Company Secretaries was appointed as a Scrutinizer to scrutinize the e-voting & Insta poll process in a fair and transparent manner.

The Chairperson authorized the Company Secretary to declare the voting results, intimate the stock exchanges and place the same on the website of the Company.

The details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report will be disseminated to the exchanges and will be placed on the Company's website, in due course.

The meeting then concluded at 12.09 p.m. with a vote of thanks.

This is for your information and records.

Thanking You.

Yours Sincerely

FOR NUCLEUS SOFTWARE EXPORTS LIMITED

Poonam

Bhasin

(POONAM BHASIN)

COMPANY SECRETARY

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Poonam Bhasin
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