

**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

**Corporate Office**

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

T: +91 . 120 . 4031 . 400

F: +91 . 120 . 4031 . 672

E: nsl@nucleussoftware.com

W: www.nucleussoftware.com

July 24, 2021

<b>The Listing Department</b>  <b>The National Stock Exchange of India Ltd.</b>  <b>Exchange Plaza, Bandra-Kurla Complex</b>  <b>Bandra (E)</b>  <b>Mumbai-400 051.</b> <b>Fax Nos. 022-26598236/237/238</b>	<b>The Listing Department</b>  <b>Bombay Stock Exchange Limited</b>  <b>Phiroze Jeejeebhoy Towers,</b>  <b>25<sup>th</sup> Floor, Dalal Street</b>  <b>Mumbai-400 001</b> <b>Fax No. 022-22722061/41/39</b>
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Dear Sirs,

**Sub: Annual General Meeting - Voting Results Announcement and Scrutinizer Report**

With reference to the above mentioned subject, please find enclosed herewith copy of voting results of Annual General Meeting (AGM) held on 23<sup>rd</sup> July 2021 in respect of business transacted in the notice of AGM dated 03<sup>rd</sup> June 2021 as per Regulation 44 of SEBI (LODR) Regulation 2015. The Report of the Scrutinizer pursuant to Section 110 of the Companies Act, 2013 and Rule 22(13) of the Companies (Management and Administration) Rules, 2014 is also enclosed herewith for your reference. The same shall also be available on the website of the Company i.e. [www.nucleussoftware.com](http://www.nucleussoftware.com).

You are requested to take note of the same and oblige us.

Thanking You

Yours Sincerely

**For Nucleus Software Exports Limited**

Poonam Bhasin  
Digitally signed by  
Poonam Bhasin  
Date: 2021.07.24  
23:57:02 +05'30'

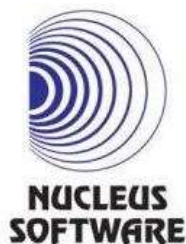
**(Poonam Bhasin)**

**Company Secretary**

**Registered Office**

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

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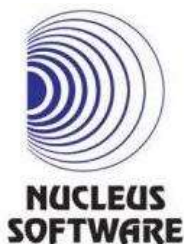
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Nucleus Software Exports Limited								
Voting Results of Annual General Meeting								
Details of venue voting and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:								
Date of the AGM							July 23, 2021	
Total number of shareholders on record date i.e. July 16, 2021							33,724	
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:							NA	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:							3 52	
1. Ordinary Resolution: To receive, consider and adopt: a) The audited financial statements of the Company for the year ended March 31 2021 including Audited Balance Sheet and Profit and Loss account as on March 31, 2021 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, 2021.								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	Total		14,666,248	74.7216	14,666,248	0	100.0000	0
Public-Institutions	E-voting	2,046,177	1,785,126	87.2420	1,785,126	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000

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	<b>Total</b>		<b>1,785,126</b>	<b>87.2420</b>	<b>1,785,126</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,670	3	99.9984	0.0016
	venue voting		<b>5,297</b>	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,967</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,640,344</b>	<b>57.3000</b>	<b>16,640,341</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000E+00</b>

**2. Ordinary Resolution: (a) To Take Note of Interim Dividend declared during the year.  
(b) To declare a final dividend of Rs. 6.00/- per Equity Share for the financial year ended March 31, 2021.**

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,823,765	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,823,765</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,674	2.4933	183,671	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,971</b>	<b>2.5652</b>	<b>188,968</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,984</b>	<b>57.4331</b>	<b>16,678,981</b>	<b>3</b>	<b>100.0000</b>	<b>0</b>

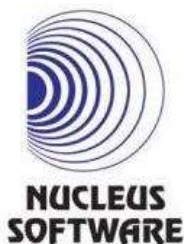
**3. Ordinary Resolution: To re-appoint**  
**(i) Mr. R P Singh (DIN 00008350), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment.**  
**(ii) Mr. Parag Bhise (DIN 8719754), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment**

Whether promoter/ promoter group are intersted in the Agenda/resolution	No
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Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,823,765	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,823,765</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,664	9	99.9951	0.0049
	venue voting		5,297	0.0719	4,797	500	90.5607	9.4393
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,461</b>	<b>509</b>	<b>99.7306</b>	<b>0.2694</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,983</b>	<b>57.4331</b>	<b>16,678,474</b>	<b>509</b>	<b>99.9969</b>	<b>0.0031</b>

**4. Ordinary Resolution: To appoint Retiring Auditors M/s BSR & Associates LLP, Chartered Accountants as Statutory auditors, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting**

**Whether promoter/ promoter group are intersted in the Agenda/resolution**

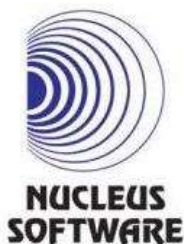
**No**

Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,823,765	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000

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	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,823,765</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,670	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,967</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,983</b>	<b>57.4331</b>	<b>16,678,980</b>	<b>3</b>	<b>100.0000</b>	<b>0</b>

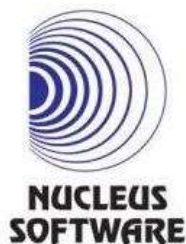
## 5. Special Resolution: To consider and approve Re-appointment of Mr. S M Acharya (DIN: 00545141) as an Independent Director

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
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Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,823,765	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,823,765</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,670	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,967</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,983</b>	<b>57.4331</b>	<b>16,678,980</b>	<b>3</b>	<b>100.0000</b>	<b>0</b>

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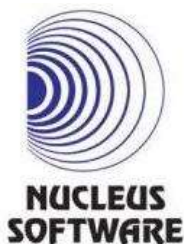
W: www.nucleussoftware.com

6. Ordinary Resolution: To consider and approve appointment of Ms. Yasmin Javeri Krishan (DIN: 08801422) as an Independent Director								
Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
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Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,823,765	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,823,765</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,670	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,967</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,983</b>	<b>57.4331</b>	<b>16,678,980</b>	<b>3</b>	<b>100.0000</b>	<b>0</b>

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**7. Special Resolution: To consider and approve the appointment of Dr. Ritika Dusad (DIN 07022867), as a Whole Time Director and consider payment of remuneration in case of inadequacy of profits of the Company**

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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 s and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutio ns	E-voting	2,046,177	1,823,765	89.1304	1,158,582	665,183	63.5269	36.4731
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,158,582</b>	<b>665,183</b>	<b>63.5269</b>	<b>36.4731</b>
Public-Non Institutio ns	E-voting	7,366,681	183,673	2.4933	183,670	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,967</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,983</b>	<b>57.4331</b>	<b>16,013,797</b>	<b>665,186</b>	<b>96.0118</b>	<b>3.9882</b>

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### 8. Special Resolution: To consider and approve reappointment of Mr. Vishnu R Dusad (DIN: 00008412) as Managing Director of the Company

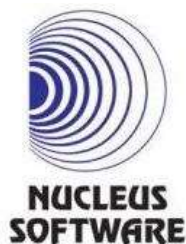
Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>14,666,248</b>	<b>74.7216</b>	<b>14,666,248</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,823,765	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,823,765</b>	<b>89.1304</b>	<b>1,823,765</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Non Institutions	E-voting	7,366,681	183,673	2.4933	183,670	3	99.9984	0.0016
	venue voting		<b>5,297</b>	0.0719	5,297	0	100.0000	0.0000
	<b>Total</b>		<b>188,970</b>	<b>2.5652</b>	<b>188,967</b>	<b>3</b>	<b>99.9984</b>	<b>0.0016</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,678,983</b>	<b>57.4331</b>	<b>16,678,980</b>	<b>3</b>	<b>100.0000</b>	<b>0</b>

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9. Special Resolution: To consider and approve the appointment of Mr. Anurag Mantri (DIN 09002894), as a Whole Time Director.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favor 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
Promoters and Promoter Group	E-voting	19,627,866	14,666,248	74.7216	14,666,248	0	100.0000	0.0000
	venue voting		0	0.0000	0	0	0.0000	0.0000
	Total		14,666,248	74.7216	14,666,248	0	100.0000	0
Public-Institutions	E-voting	2,046,177	1,823,765	89.1304	1,398,378	425,387	76.6753	23.3247
	venue voting		0	0.0000	0	0	0.0000	0.0000
	Total		1,823,765	89.1304	1,398,378	425,387	76.6753	23.3247
Public-Non Institutions	E-voting	7,366,681	183,667	2.4932	183,664	3	99.9984	0.0016
	venue voting		5,297	0.0719	5,297	0	100.0000	0.0000
	Total		188,964	2.5651	188,961	3	99.9984	0.0016
Total		29,040,724	16,678,977	57.4331	16,253,587	425,390	97.4495	2.5505

Poonam Bhasin  
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Date: 2021.07.24 23:58:31 +05'30'

## Registered Office

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

CIN : L74899DL1989PLC034594