PRAVESH KUMAR & ASSOCIATES

Practicing Company Secretaries

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Ref: PKA/NSEL/SCR/2026-27 **Annexure B**

27.07.2026

To,
The Chairperson,
Nucleus Software Exports Limited
33-35, Thyagraj Nagar Market,
Delhi, India, 110003

Dear Sir,

We thank you for appointing us as the Scrutinizer for the remote e-voting process and e-voting by your Members during the **37th Annual General Meeting** of your Company held on Monday, July 27, 2026 at 10.00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

For Pravesh Kumar & Associates,
Company Secretaries
ICSI Unique Code: S2024DE976000

PRAVESH KUMAR Digitally signed by PRAVESH KUMAR Date: 2026.07.27 17:19:04 +05'30'

CS Pravesh Kumar
ACS: 60671 | COP: 27218
Peer Review No: 6456/2025
ICSI UDIN: A060671H000943520
27.07.2026 | Delhi

CONSOLIDATED SCRUTINIZER'S REPORT

Name of the Company	**Nucleus Software Exports Limited**
Type of Meeting	**37th Annual General Meeting**
Day, Date & Time	**Monday, 27th July, 2026 at 10.00 A.M. (1ST)**
Deemed Venue	**33-35, Thyagraj Nagar Market, Delhi, India, 110003**
Mode	**Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by the Members at the **37th Annual General Meeting** ("AGM") of Nucleus Software Exports Limited (hereinafter referred to as 'the Company') held on Monday, 27th July, 2026 at 10 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). Our 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 on the resolutions, based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM and Advertisements

2.1 Notice was published in *Financial Express* (English Newspaper) and *Jansatta* (Hindi Newspaper), having electronic editions, specifying the date and time of the AGM, availability of the notice on the Company's website and website of the Stock Exchanges, manner of registration of email ids by the Members who are yet to register their email ids with the Company, and manner of voting through remote e-voting or through e-voting system during the AGM, etc.:

a) Prior to the dispatch of Notice, on Tuesday, 30th June, 2026, pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other general meetings of Members through Video Conferencing (VC) or Other Audio-Visual Means (OAVM);

b) Post the dispatch of Notice, on Friday, 3rd July, 2026, pursuant to the provisions of the Companies Act, 2013 and the relevant rules made thereunder;

2.2 The Company hosted the notice of AGM on its website and also submitted the same to BSE Limited and National Stock Exchange of India Limited on Thursday, 2nd July, 2026.

2.3 The Company has informed that on the basis of the Register of Members and the list of Beneficial Owners made available by KFin Technologies Limited, Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company completed dispatch of Notice of AGM on Thursday, 2nd July, 2026 by e-mail to 39400 Members who had registered their email ids with the Company/Depositories.

3. Cut-off date

3.1 Voting rights with respect to the agenda items were reckoned as on Monday, 20th July, 2026, being the cut-off date for the purpose of deciding the eligibility of Members for remote e-voting and e-voting at the AGM.

4. Remote e-voting process

4.1 Agency

The Company appointed KFin Technologies Limited as the agency for providing the remote e-voting platform.

4.2 Remote e-voting period

Remote e-voting platform was open from 09.00 a.m. (1ST) on Wednesday, 22nd July, 2026 till 05.00 p.m. (1ST) on Sunday, 26th July, 2026 and Members were required to cast their votes electronically conveying their assent or dissent, as the case may be, in respect of the resolution(s) on the remote e-voting platform provided by KFin Technologies Limited.

5. Voting at the AGM

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, the Scrutinizer

shall have access after closure of period of remote e-voting and before the start of the AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID/folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, KFin Technologies Limited ("KFintech"), the remote e-voting agency, provided us with the names, DP ID & Client ID/folios and shareholding of the Members who had cast their votes through remote e-voting.

6. Counting Process

6.1 On completion of e-voting, the votes cast at the AGM through Insta Poll Facility and votes cast through remote e-voting were unblocked on Monday, 27th July, 2026 at *10:45 a.m.* .in presence of two witnesses who are not in the employment of the Company, viz., Mr. Rahul Kumar, R/o H. No. 310, Krishna Kunj 1st. Ghaziabad - 201003 and Mr. Pawan Sharma, R/o Flat No. UGF-1, Plot No. S-3, DLF Ankur Vihar, Ghaziabad on the KFintech e-voting platform and downloaded the results for scrutiny.

7. Result

7.1 Consolidated results with respect to the agenda items as set out in the Notice of the AGM dated 21st May, 2026 is enclosed herewith.

7.2 Based on the aforesaid results, we report that 3 (Three) Ordinary Resolutions as set out in Item Nos. 1 to 3 and 1 (One) Special Resolution as set out in Item No. 4 of the Notice of the AGM dated 21st May, 2026 have been passed with the requisite majority.

For Pravesh Kumar & Associates,
Company Secretaries
ICSI Unique Code: S2024DE976000

PRAVESH KUMAR
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CS Pravesh Kumar
ACS: 60671 | COP: 27218
ICSI UDIN: A060671H000943520
Peer Review No: 6456/2025
***27.07.2026* | Delhi**

Countersigned by

Poonam Bhasin
Digitally signed by Poonam Bhasin
Date: 2026.07.28 11:57:10 +05'30'

Chairperson/Official Authorised by the Chairperson
Nucleus Software Exports Limited

CONSOLIDATED RESULTS

Item No. 1 — Ordinary Resolution

Adoption of Financial Statements (Standalone and Consolidated) as on 31st March 2026.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	150	15600039	2	1592	152	15601631	99.9994
Dissent	6	85	2	2	8	87	0.0006
Invalid Votes	1	31662	0	0	1	31662	--
Total	**157**	**15631786**	**4**	**1594**	**161**	**15633380**	**100.00**

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated 21st May, 2026 has been passed with requisite majority.

Item No. 2 — Ordinary Resolution

To Declare a Final Dividend of Rs 12.50/- per Equity Share for the financial year ended March 31, 2026.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	152	15631764	2	1592	154	15633356	99.9998
Dissent	5	22	2	2	7	24	0.0002
Invalid Votes	0	0	0	0	0	0	--
Total	**157**	**15631786**	**4**	**1594**	**161**	**15633380**	**100.00**

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated 21st May, 2026 has been passed with requisite majority.

Item No. 3 — Ordinary Resolution

To Re-appoint Mr. Parag Bhise (DIN: 08719754), as Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	146	15629630	2	1592	148	15631222	99.9862
Dissent	11	2156	2	2	13	2158	0.0138
Invalid Votes	0	0	0	0	0	0	--
Total	**157**	**15631786**	**4**	**1594**	**161**	**15633380**	**100.00**

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated 21st May, 2026 has been passed with requisite majority.

Item No. 4 — Special Resolution

To Consider and Approve the Re-appointment of Mr. Vishnu R Dusad (DIN: 00008412), as a Managing Director of the Company.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	149	15631692	2	1592	151	15633284	99.9994
Dissent	8	94	2	2	10	96	0.0006
Invalid Votes	0	0	0	0	0	0	--
Total	**157**	**15631786**	**4**	**1594**	**161**	**15633380**	**100.00**

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 4 of the Notice of the AGM dated 21st May, 2026 has been passed with requisite majority.