



Nucleus Software Exports Limited

CIN : L74899DL1989PLC034594

Regd. Office: 33-35, Thyagraj Nagar,

New Delhi - 110003. Tel : +91 - 120 - 4031400; Fax : +91 - 120 - 4031672

Email : investorrelations@nucleussoftware.com, Website : www.nucleussoftware.com

Notice of the Annual General Meeting

Notice is hereby given that the **Thirty Seventh Annual General Meeting (AGM) of the Members of Nucleus Software Exports Limited will be held on Monday, July 27, 2026, at 10.00 a.m. through Video Conferencing/ Other Audio-Visual Means ("VC") to transact the following business:**

Ordinary Business:

1. Adoption of Financial Statements

To receive, consider and adopt:

- The audited financial statements of the Company for the financial year ended March 31, 2026, including audited Balance Sheet and Profit and Loss account as on March 31, 2026, along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and
- The audited consolidated financial statements of the Company together with the reports of the Auditors thereon for the financial year ended March 31, 2026.

2. Declaration of Dividend

To declare a final dividend of ₹ 12.50 per Equity Share for the financial year ended March 31, 2026.

- 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.

Special Business:

- To consider and approve the Re-appointment of Mr. Vishnu R Dusad (DIN: 00008412), as a Managing Director of the Company, if thought fit, to pass the following resolution as a Special Resolution, with or without modification(s):**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, and pursuant to the recommendation of the Nomination and Remuneration/Compensation Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for the re-appointment of Mr. Vishnu R Dusad (DIN: 00008412) as

Managing Director of the Company for a further period of five years i.e. from January 1, 2027 till December 31, 2031, notwithstanding that he will attain the age of 70 years during the tenure of his re-appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company with the recommendation of the Nomination & Remuneration /Compensation Committee be and are hereby authorized to alter and vary or modify the different components of the terms and conditions of his re-appointment, as it may deem fit, during the tenure of his re-appointment

RESOLVED FURTHER THAT In the event of inadequacy or absence of profits in any financial year, Mr. Vishnu R Dusad shall be entitled to receive remuneration along with perquisites/benefits as mentioned in the explanatory statement, by way of minimum remuneration for a period of three years commencing from January 01, 2027 to December 31, 2029

RESOLVED FURTHER THAT the Board of Directors of the Company are hereby authorized or further delegate such authority as may be required to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

The above re-appointment of Mr. Vishnu R Dusad as Managing Director of the Company is recommended by the Board of Directors.

**By Order of the Board of Directors
For Nucleus Software Exports Limited**

Sd/-

Poonam Bhasin

Company Secretary

(Membership No.: A10865)

Place: Noida

Date: May 21, 2026

Registered Office:

33-35, Thyagraj Nagar,

New Delhi 110 003

CIN: L74899DL1989PLC034594

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is attached with this Notice of AGM.
2. All documents referred to in the accompanying Notice and the Explanatory Statement are available on the website of the Company for inspection by the Members up to the date of AGM.
3. Pursuant to the General Circular No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and the Circulars issued from time to time by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
4. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC, the facility for the appointment of proxies by the members will not be available
5. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. July 27, 2026. Members seeking to inspect such documents can send an email to investorrelations@nucleussoftware.com
6. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the SEBI Circulars from time to time. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 12 for the process to be followed for updating bank account details.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to upload a certified copy of the Board resolution / authorization letter on the VC portal / e-voting portal or write an email to einward.ris@kfintech.com.
8. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
9. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the **cut-off date** i.e. July 20, 2026 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
10. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. **July 20, 2026**, may obtain the login ID and password by sending a request to einward.ris@kfintech.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
11. Members may note that the Board, at its meeting held on May 21, 2026, has recommended a final dividend of ₹ 12.50 per equity share for the financial year ended March 31, 2026. The record date for the purpose of final dividend is July 10, 2026. The final dividend, once approved by the members in the ensuing AGM, will be paid on or before 30 days from the date of declaration, through various modes. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account.
12. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Limited at einward.ris@kfintech.com, to receive copies of the Integrated Annual Report 2025-26 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.



AGM Notice

Type of Member	Process to be followed	
PHYSICAL	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: Nucleus Software Exports Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form No. ISR-1
	Update of signature of securities holder	Form No. ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form No. SH-13
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form No. SH-14
	Declaration to opt out nomination	Form No. ISR-3
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form No. ISR 4
DEMAT	The forms for updating the above details are available at https://www.nucleussoftware.com	
	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

Appeal to Shareholders

• Updation of PAN Bank Mandate and Contact Details

Shareholders are requested to update their email ids, PAN and Bank Mandate with the Company to ensure faster communication and credit of amounts. Regular reminders are also sent to shareholders in this regard. SEBI through its circulars issued from time to time, has informed that it is mandatory for holders of securities in physical mode to update their PAN, bank mandate, nomination, or opt out of nomination to ensure

timely responses on their grievances/ requests and receipt of dividend. Registration of email IDs will ensure faster communication. Pursuant to SEBI Master Circular No. SEBI/ HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated 06 February 2026, the Company has already sent intimations to those Members whose shares are in physical mode for updation of PAN, KYC and Nomination details requesting them to update the details.

• Unclaimed Dividend/Shares

The Company regularly sends reminders to shareholders for timely claiming of unclaimed dividends and shares and has uploaded the details of unpaid and unclaimed dividends on its website at <https://investor.nucleussoftware.com/>. In accordance with the IEPF Rules, shares pertaining to dividends remaining unclaimed for seven consecutive years or more are transferred to the IEPF after due notice to the concerned shareholders. Details of such transfers are available on the Company's website at <https://investor.nucleussoftware.com/>.

• Conversion of Securities into Dematerialised form

Shareholders are encouraged to hold their shares in dematerialised form for enhanced safety, faster settlements and ease of portfolio management. In line with SEBI vide Circular SEBI/ HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25 January 2022 read with the amended circulars and issued guidelines for Issuance of Securities in dematerialised form in case of investor service request. Shareholders are requested to convert their physical holdings into dematerialised form to facilitate seamless transactions and efficient processing of service requests.

- All the Members, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members are requested to complete their KYC by writing to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com.
- Members who are holding shares in more than one folio are requested to intimate to the Company the detail of all folio numbers for consolidation into a single folio.
- Members who have not yet encashed their dividend warrant(s) pertaining to the final dividend for the financial year 2020-21 onwards for the Company, are



- requested to lodge their claims, It may be noted that the unclaimed Final Dividend for the financial year 2018-19 declared by the Company on July 08, 2019, could be claimed by the Members on or before July 6, 2026. In case the Members don't claim then with a view to comply with the requirements of the said IEPF Rules, it will be Transferred to Investor Education and Protection Fund on or before the due date i.e. August 6, 2026.
16. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules
 17. Details in respect of the Directors seeking appointment/re- appointment at the Annual General Meeting as required under the provisions of Secretarial Standards-2 issued by the Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
 18. In compliance with the Circulars, the Integrated Annual Report for FY 2025-26, the Notice of the 37th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company/depository participant(s) (DP). A letter providing the web-link for accessing the Integrated Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company. Members may note that the Notice and Integrated Annual Report 2025-26 will also be available on the Company's website www.nucleussoftware.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
 19. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice
 20. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.
 21. In case of joint Members attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 22. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
 23. Members are requested to address all correspondence, including dividend-related matters, to RTA, KFin Technologies Limited, Unit: Nucleus Software Export Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500032.
 24. In terms of Section 72 of the Companies Act, 2013 and related rules thereunder, a Member of the Company may nominate a person on whom the Shares held by him/ her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form to the Company/ RTA in case shares are held in Physical form and to their respective depository participant, if held in electronic form. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the integrated Annual Report and all other communication sent by the Company, from time to time, can get their email address registered with the RTA.
 25. The Board of Directors has appointed M/s Pravesh Kumar & Associates (Membership No. A60671) (CP No. 27218), Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
 26. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him/her in writing, who shall countersign the same.
 27. The results of remote e-voting and voting during AGM on the resolutions shall be aggregated and declared on or after the AGM of the Company. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM.
 28. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or KFinTech, for assistance in this regard.
 29. **Instructions For Members for Attending the AGM through VC are as under:**
PROCEDURE FOR REMOTE E-VOTING
 - (i) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI Listing Obligations and Disclosure



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Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing e-voting facility through KFin Technologies Limited ('KFinTech') on all resolutions set forth in this AGM Notice, to Members holding shares as on Monday, July 20, 2026, being the cut-off date fixed for determine eligible members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

- (ii) As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual Members holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.
- (iii) Individual demat account holders would be able to cast their vote without registering again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- (iv) The Remote e-Voting period commences on Wednesday, July 22, 2026 (9:00 a.m. IST) and ends on Sunday, July 26, 2026 (5:00 p.m. IST). During this period, Member holding shares either in physical form or in dematerialized form, as on Monday, July 20, 2026, i.e. **cut-off date**, may cast their vote electronically, the Voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (v) Any person holding shares in physical form and non-individual Members, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she / it is already registered with KFinTech for remote e-Voting then he /she /it can use his / her /its existing User ID and password for casting the vote.
- (vi) In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

- (vii) Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Wednesday, July 22, 2026	Sunday, July 26, 2026

- (viii) The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (ix) During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on Monday, July 20, 2026, i.e., **cut-off date**, may cast their vote by remote e-voting.
- (x) The process and manner for remote e-voting is as under:
 - a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
 - b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
 - d. The process and manner of remote e-voting is explained below:
 - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - ii. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.



I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. Click on company name i.e. 'Nucleus Software Exports Limited' or ESP i.e. KFin. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. Those not registered under IDeAS: <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name i.e., Nucleus Software Exports Limited or ESP name i.e., KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>



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Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility: <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com Click on New System Myeasi. Login to Myeasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. User not registered for Easi/ Easiest <ol style="list-style-type: none"> Visit: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. Alternatively, by directly accessing the e-voting website of CDSL <ol style="list-style-type: none"> Visit: www.cdslindia.com Provide demat account number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Nucleus Software Exports Limited' or select KFin. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. Once logged-in, Members will be able to view e-voting option. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against name of the Company, viz. 'Nucleus Software Exports Limited' or 'KFin'. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>



- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9871, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Nucleus Software Exports Limited' and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

General Guidelines for Members:

1. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from **July 21, 2026 to July 23, 2026**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
2. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from **July 21, 2026 to July 23, 2026**.
3. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Suresh Babu, (Unit: Nucleus Software Exports Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 - 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.

**By Order of the Board of Directors
For Nucleus Software Exports Limited**

Sd/-

Poonam Bhasin

Company Secretary

(Membership No.: A10865)

Place: Noida

Date: May 21, 2026

Registered Office:

33-35, Thyagraj Nagar,

New Delhi 110 003

CIN: L74899DL1989PLC034594



AGM Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

Mr. Vishnu R Dusad was appointed as a Managing Director of the Company, by the members of the Company at the AGM held on July 23, 2021, to hold office for five consecutive years for a term up to December 31, 2026. Accordingly, his term of appointment as a Managing Director will end on December 31, 2026.

The Board of Directors on the recommendation of the Nomination and Remuneration/Compensation committee, at the meeting held on May 20, 2026, and subject to the approval of members, approved the re-appointment of Mr. Vishnu R Dusad as a Managing Director of the Company for the period i.e. January 1, 2027, till December 31, 2031, at the terms and conditions including his remuneration as below:

1. Salary: ₹ 5,00,000- p.m.
2. Special Allowance: ₹ 2,00,000 p.m.
3. **Perquisites**
 - Housing: Furnished accommodation to be provided by the Company, and if the Company's accommodation is not provided, the Managing Director shall be entitled to the House Rent Allowance subject to the ceiling of 60% of the salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
 - Leave Travel Concession: For self and family every year incurred in accordance with the Rules of the Company.
 - Refreshment allowance/reimbursement: As per the rules of the Company.
 - Employee benefits: Benefit Plans as maintained by the Company including Provision of Company Cars with Driver, Communication facilities at office and/or residence for official purposes, Personal accident insurance/ Group life insurance, contribution to retirement benefits such as Provident fund, Pension fund, Gratuity, etc.
 - Leave with full pay and allowances shall be allowed per the Rules of the Company.
 - Provision for fuel and driver/ salary allowance: As per the rules of the Company.

Commission: Such remuneration by way of commission in addition to the salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year as may be determined by the Board of Directors of the Company at the end of each financial year subject to the overall ceilings stipulated in Sec 196 and 197 of the Companies Act, 2013.

All the above-mentioned components of the Compensation shall be paid, in accordance with the Company's normal payroll practices and subject to withholding tax and shall always be subject to the overall ceiling laid down in Section 196 and 197 and other applicable provisions of the Companies Act, 2013.

Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year during the tenure of his directorship, the Company will pay such remuneration, which comprising salary, perquisites and other benefits, as approved by the Board of Directors as minimum remuneration to the Managing director notwithstanding that such remuneration may exceed the limits prescribed under Section 197(1)(i) and in the Table in Schedule V, Part II, Section II (A) to the Act in any financial year(s) in which such inadequacy or loss arises.

The additional information as required under Schedule V of the Act is given below:

I. General Information:

1) Nature of Industry:

The Company, inter alia, provides software product company that provides lending and transaction banking products to global financial leaders.

2) Date or expected date of commencement of commercial production:

The Company was incorporated on January 09, 1989 and started the operations in the year 1989.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

4) Financial performance based on given indicators – as per audited financial results for the year ended March 31, 2026:

Particulars	₹ in crores
Gross Turnover & Income	805.97
Net Profit as per Statement of Profit & Loss (After Tax)	124.24
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	134.16
Net Worth	874.66

5) Foreign investments or collaborators, if any:

Not Applicable

II. Information about the appointee:

1) Background details: Refer Annexure to the Explanatory Statement of this Notice.

2) Past remuneration: Refer Annexure to the Explanatory Statement of this Notice.



- 3) **Recognition or awards:** Refer Annexure to the Explanatory Statement of this Notice.
- 4) **Job Profile and his suitability:** Refer Annexure to the Explanatory Statement of this Notice.
- 5) **Remuneration proposed:** As stated above.
- 6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Considering the Company's scale, Mr. Vishnu R Dusad and profile of a co-founder of Nucleus Software, the proposed remuneration is aligned with industry benchmarks and comparable senior leadership positions in peer organizations.
- 7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:** Besides the remuneration proposed to be paid to him, Mr. Vishnu R Dusad does not have any other pecuniary relationship with the Company or the managerial personnel or other Director.

III. Other Information

- 1) **Reasons of loss or inadequate profits:** Not applicable, as the Company has posted net profit after tax of ₹ 124.24 crores during the year ended March 31, 2026.
- 2) **Steps taken or proposed to be taken for improvement:** Not applicable as the Company has adequate profits.
- 3) **Expected increase in productivity and profits in measurable terms:** Not applicable as the Company has adequate profits.

IV. Disclosures:

All the information and disclosures with respect to the remuneration of all the Directors were provided in the Corporate Governance Report forming part of the Integrated Annual Report for F.Y. 2025-26 under the Heading "**Compensation paid/payable to the Directors for the period April 2025 to March 2026**" as per the requirement of Section II of Part II of Schedule V of the Act. Considering that the re-appointment of Mr. Parag Bhise as the Whole Time Director & CEO is effective from April 01, 2026, the information and disclosures of the revised remuneration of Mr. Parag Bhise will be provided in the Corporate Governance Report forming part of the Integrated Annual Report for F.Y. 2026-27 onwards, as applicable.

The Company has received the following from Mr. Vishnu R Dusad:

- i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not

disqualified under sub-section (2) of Section 164 of the Act;

- iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations and the Companies Act, 2013, as amended, the Company proposes to continue Mr. Vishnu R Dusad, as Managing Director after he attains the age of 70 years.

Mr. Vishnu R Dusad is a visionary leader and co-founder of Nucleus Software, where he has played a pivotal role in shaping the company's trajectory since its inception. His unwavering passion to empower banks with technology has not only propelled Nucleus Software to the forefront of the industry but has also catalyzed the evolution of India's financial technology landscape on a global scale.

Considering his extensive industry knowledge, distinguished experience, and invaluable contribution to the Company's sustained growth and success, the Board believes that his continued leadership will greatly benefit the organization.

Hence, approval of the members is sought for the re-appointment of Mr. Vishnu R Dusad as Managing Director of the Company and continuing his tenure as Managing Directors even after attaining the age of 70 years.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, the Board recommends the re-appointment of Mr. Vishnu R Dusad, as a Managing Director of the Company, to the Members for their approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Dr. Ritika Dusad, Whole Time Director, are in any way concerned or interested in the Special Resolution set out at item No. 4 of the Notice.

**By Order of the Board of Directors
For Nucleus Software Exports Limited**

**Place: Noida
Date: May 21, 2026**

**Registered Office:
33-35, Thyagraj Nagar,
New Delhi 110 003
CIN: L74899DL1989PLC034594**

**Sd/-
Poonam Bhasin
Company Secretary
(Membership No.: A10865)**



AGM Notice

Details of Directors seeking appointment/re-appointment at the Annual General Meeting as per SS-2 and Schedule V of the Companies Act, 2013

Particulars	Mr. Vishnu R Dusad	Mr. Parag Bhise
Age	69 Years	60 Years
Qualifications	Bachelor's Degree in Technology from the Indian Institute of Technology (IIT), Delhi	Master's degree in computer applications from BIT Mesra and MBA from the Management Development Institute – Gurgaon
Experience	As mentioned in profile in Corporate Governance Report	As mentioned in profile in Corporate Governance Report
Terms and Conditions of Appointment	As per Letter of Appointment	As per Letter of Appointment
Details of Remuneration Sought To be Paid	As per Letter of Appointment	As per Letter of Appointment
Date of first appointment On the Board	Jan 01, 1989	March 16, 2020
The Remuneration Last Drawn	Details provided in Annexure H to the Board's Report	Details provided in Annexure H to the Board's Report
Number of shares held in the Company	15,75,325	28,959
Directorship held in other Companies	<ul style="list-style-type: none"> Nucleus Software Limited Karmayogi Holdings Pvt. Ltd. Indian Software Product Industry Round Table Foundation Nucleus Software Solutions Pte. Ltd. Nucleus Software Inc. Nucleus Software Kabushiki Kaisha Nucleus Software Netherlands B.V. Nucleus Software Australia Pty Limited Nucleus Software South Africa (Pty) Ltd Nucleus Software Vietnam Company Ltd. 	<ul style="list-style-type: none"> Nucleus Software Limited Nucleus Software Kabushiki Kaisha
Inter-se relations between the Board members/ relationship with other Directors, Manager and other Key Managerial Personnel of the company.	Dr. Ritika Dusad, Executive Director (Daughter)	NA
Number of Meetings of the Board attended during the Year	12	12
Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders/Investor Grievance Committee	NA	NA
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	NA	NA