



**PRAVESH KUMAR & ASSOCIATES**  
**Practicing Company Secretaries**

C-26, Lawrence Road, Keshav Puram, Delhi – 110035  
Email: cspravesh@gmail.com, Mob: +91 8802695515

**Annexure B**

29.07.2025

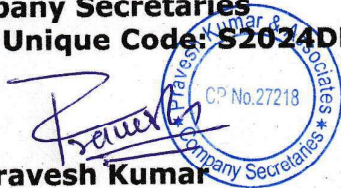
**To,**  
**The Chairman,**  
**Nucleus Software Exports Limited**  
**33-35, Thyagraj Nagar Market,**  
**Delhi, India, 110003**

Dear Sir,

We thank you for appointing us as the scrutinizer for remote e-voting process and e-voting by your Members during the Annual General Meeting of your Company held on Monday, 28<sup>th</sup> July, 2025 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**



**CS Pravesh Kumar**  
**ACS: 60671 | COP: 27218**  
**Peer Review No: 6456/2025**  
**ICSI UDIN: A060671G000889092**  
**29<sup>th</sup> July, 2025 | Delhi**

**Countersigned by**

**Poonam**  
**Bhasin**  
Digitally signed by  
Poonam Bhasin  
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**Chairman/Official Authorised by**  
**the Chairman**  
**Nucleus Software Exports Limited**

## **CONSOLIDATED SCRUTINIZER'S REPORT**

<b>Name of the Company</b>	<b>Nucleus Software Exports Limited</b>
<b>Type of Meeting</b>	<b>36<sup>th</sup> Annual General Meeting</b>
<b>Day, Date &amp; Time</b>	<b>Monday, 28<sup>th</sup> July, 2025 at 10.00 A.M. (1ST)</b>
<b>Deemed Venue</b>	<b>33-35, Thyagraj Nagar Market, Delhi, India, 110003</b>
<b>Mode</b>	<b>Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")</b>

### **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 36<sup>th</sup> Annual General Meeting ("AGM") of Nucleus Software Exports Limited (hereinafter referred to as 'the Company') held on Monday, 28<sup>th</sup> July, 2025 at 10.00 a.m. (1ST) 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 Notices were 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 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, manner of voting through remote e-voting or through e-voting system during the AGM, etc.:

- a) Prior to the dispatch of Notice, on 1<sup>st</sup> July, 2025, 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);



**Report of Scrutinizer on remote e-voting and e-voting by Members at the AGM of  
Nucleus Software Exports Limited held on 28<sup>th</sup> July, 2025.**

b) Post the dispatch of Notice, on 04<sup>th</sup> July, 2025, 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 3<sup>rd</sup> July, 2025.

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 3<sup>rd</sup> July, 2025 by e-mail to 41,714 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, 21<sup>st</sup> July, 2025, 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, 23<sup>rd</sup> July, 2025 till 05.00 p.m. (1ST) on Sunday, 27<sup>th</sup> July, 2025 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.



**Report of Scrutinizer on remote e-voting and e-voting by Members at the AGM of Nucleus Software Exports Limited held on 28<sup>th</sup> July, 2025.**

## 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 casted at the AGM through Insta Poll Facility and votes casted through remote e-voting were unblocked on July 28<sup>th</sup>, 2025 at 10:41 A.M. in presence of two witnesses who are not in the employment of Company, viz., Mr. Rahul Kumar R/o G-314/2, Karawal Nagar, Delhi - 110094 and Mr. Saurav Papnai R/o P-100/2, Kirari, Suleman Nagar, New Delhi - 110086, on the **KFintech** e-voting platform and downloaded the results for scrutiny.
- 6.2 All the votes cast by the Members were found to be valid.

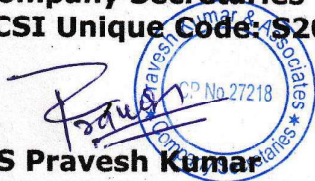
## 7. Result

- 7.1 Consolidated results with respect to the agenda items as set out in the Notice of the AGM dated **26<sup>th</sup> June, 2025** is enclosed herewith.
- 7.2 Based on the aforesaid results, we report that 7 (Seven) Ordinary Resolutions as set out in Item Nos. 1 to 6 & 8 and 1 (One) Special Resolution as set out in Item No. 7 of the Notice of the AGM dated **26<sup>th</sup> June, 2025** have been passed with the requisite majority.



*Report of Scrutinizer on remote e-voting and e-voting by Members at the AGM of  
Nucleus Software Exports Limited held on 28<sup>th</sup> July, 2025.*

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



**CS Pravesh Kumar  
ACS: 60671 | COP: 27218  
Peer Review No: 6456/2025  
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**Countersigned by**

**Poonam  
Bhasin**

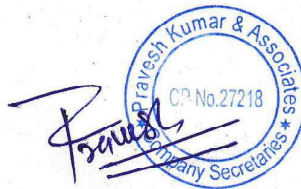
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by Poonam  
Bhasin  
Date: 2025.07.29  
20:37:51 +05'30'

**Chairman/Official Authorised by  
the Chairman  
Nucleus Software Exports Limited**

We the undersigned witnessed that the votes were unblocked from the e-voting website of KFintech (<https://evoting.kfintech.com/>) in our presence.

**Name: Mr. Rahul Kumar  
Address: G-314/2, Karawal Nagar, Delhi – 110094**

**Name: Mr. Saurav Papnai  
Address: P-100/2, Kirari, Suleman Nagar, New Delhi - 110086**



## **CONSOLIDATED RESULTS**

### **Item No. 1 Adoption of Financial Statements as on 31st March 2025.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	188	16422448	4	3059	192	16425507	96.8383
<b>Dissent</b>	5	536285	0	0	5	536285	3.1617
<b>Invalid Votes</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>193</b>	<b>16958733</b>	<b>4</b>	<b>3059</b>	<b>197</b>	<b>16961792</b>	<b>100.00</b>

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 26<sup>th</sup> June, 2025 has been passed with requisite majority.

### **Item No. 2 To declare a final dividend of Rs 12.50 per Equity Share for the financial year ended March 31, 2025.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	189	16455130	4	3059	193	16458189	96.8444
<b>Dissent</b>	5	536285	0	0	5	536285	3.1556
<b>Invalid Votes</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>194</b>	<b>16991415</b>	<b>4</b>	<b>3059</b>	<b>198</b>	<b>16994474</b>	<b>100.00</b>

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 26<sup>th</sup> June, 2025 has been passed with requisite majority.



Report of Scrutinizer on remote e-voting and e-voting by Members at the AGM of  
Nucleus Software Exports Limited held on 28<sup>th</sup> July, 2025.

**Item No. 3 To re-appoint Mr. Vishnu R Dusad (DIN: 00008412), 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	
<b>Assent</b>	181	16437484	4	3059	185	16440543	96.7428
<b>Dissent</b>	12	553536	0	0	12	553536	3.2572
<b>Invalid Votes</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>193</b>	<b>16991020</b>	<b>4</b>	<b>3059</b>	<b>197</b>	<b>16994079</b>	<b>100.00</b>

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 26<sup>th</sup> June, 2025 has been passed with requisite majority.

**Item No. 4 To re-appoint Dr. Ritika Dusad (DIN: 07022867), as Director of the Company who retires by rotation and being eligible offers herself for re-appointment**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	140	15826623	4	3059	144	15829682	93.1482
<b>Dissent</b>	52	1164397	0	0	52	1164397	6.8518
<b>Invalid Votes</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>192</b>	<b>16991020</b>	<b>4</b>	<b>3059</b>	<b>196</b>	<b>16994079</b>	<b>100.00</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM dated 26<sup>th</sup> June, 2025 has been passed with requisite majority.



**Report of Scrutinizer on remote e-voting and e-voting by Members at the AGM of Nucleus Software Exports Limited held on 28<sup>th</sup> July, 2025.**

**Item No. 5 Re-appointment of Mr. Parag Bhise (DIN: 08719754), as a Whole Time Director of the Company**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	148	15934664	4	3059	152	15937723	93.7818
<b>Dissent</b>	46	1056754	0	0	46	1056754	6.2182
<b>Invalid Votes</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>194</b>	<b>16991418</b>	<b>4</b>	<b>3059</b>	<b>198</b>	<b>16994477</b>	<b>100.00</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 5 of the Notice of the AGM dated 26th June, 2025 has been passed with requisite majority.

**Item No. 6 Re-appointment of Dr. Ritika Dusad (DIN: 07022867), as a Whole Time Director of the Company**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	145	15934258	4	3059	149	15937317	93.7816
<b>Dissent</b>	47	1056764	0	0	47	1056764	6.2184
<b>Invalid Votes</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>192</b>	<b>16991022</b>	<b>4</b>	<b>3059</b>	<b>196</b>	<b>16994081</b>	<b>100.00</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 6 of the Notice of the AGM dated 26th June, 2025 has been passed with requisite majority.



**Item No. 7 Re-appointment of Mrs. Yasmin Javeri Krishan (DIN: 08801422) as an Independent Director of the Company.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	184	16448346	4	3059	188	16451405	96.8067
<b>Dissent</b>	9	542678	0	0	9	542678	3.1933
<b>Invalid Votes</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>193</b>	<b>16991024</b>	<b>4</b>	<b>3059</b>	<b>197</b>	<b>16994083</b>	<b>100.00</b>

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 7 of the Notice of the AGM dated 26th June, 2025 has been passed with requisite majority.

**Item No. 8 Appointment of M/s. PI & Associates as Secretarial Auditors and to fix their remuneration.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	186	16454697	4	3059	190	16457756	96.8440
<b>Dissent</b>	7	536328	0	0	7	536328	3.1560
<b>Invalid Votes</b>	0	0	0	0	0	0	0
<b>Total</b>	<b>193</b>	<b>16991025</b>	<b>4</b>	<b>3059</b>	<b>197</b>	<b>16994084</b>	<b>100.00</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 8 of the Notice of the AGM dated 26th June, 2025 has been passed with requisite majority.



**Report of Scrutinizer on remote e-voting and e-voting by Members at the AGM of Nucleus Software Exports Limited held on 28<sup>th</sup> July, 2025.**