

**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013

and

Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

Meeting	35 <sup>th</sup> Annual General Meeting (AGM) of Nucleus Software Exports Limited ("Company")
Mode	Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")
Date	Monday, 15 <sup>th</sup> July, 2024, at 11:00 A.M. (IST)

Dear Sir/Ma'am,

I, Ankit Singhi, Practicing Company Secretary and Partner of M/s PI & Associates, Company Secretaries, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at 35<sup>th</sup> Annual General Meeting (AGM) of Nucleus Software Exports Limited (the "Company") held on **Monday, 15<sup>th</sup> July, 2024, at 11:00 A.M. (IST)** through VC/ OAVM facility in compliance with the provisions of Section 96, 101, 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with the terms of General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 ("Act") and the rules made thereunder on account of the threat posed by COVID-19", General Circular no. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through VC or OAVM (collectively referred to as "MCA Circulars"), Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the resolutions forming part of the AGM Notice dated May 23, 2024 ("AGM Notice"). My 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 results on the resolutions based on the votes casted on the resolutions.

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1. My responsibility as a Scrutinizer was to (i) ensure that the voting process was conducted in a fair and transparent manner and (ii) to submit a Consolidated Scrutinizer's report for remote e-voting and e-voting at the AGM, for the resolutions set out in the AGM Notice to the chairman of the Company or any person authorised by him.
2. I submit my report as under: -
  - i. In compliance with the MCA Circulars and SEBI Circulars, the AGM Notice along with Annual Report for the Financial Year ("F.Y.") 2023-24 was dispatched by the Company on Friday, June 21, 2024 only by electronic mode to all those members, whose e-mail address were registered with the Company/ Registrar and Share Transfer Agent/ Depositories.
  - ii. The Company engaged KFin Technologies Limited ('KFintech') for providing services related to remote e-voting and e-voting at the AGM.
  - iii. The AGM Notice was simultaneously (i) submitted to the stock exchanges i.e. National Stock Exchange of India Ltd. and BSE Ltd. (ii) posted on the website of the Company and KFintech.
  - iv. The members of the Company as on the "cut off" date i.e. Friday, July 5, 2024 were entitled to avail the facility of remote e-voting as well as e- voting at the AGM on the proposed resolutions as set out in the AGM Notice.
  - v. The remote e-voting period commenced on Friday, July 12, 2024 (9:00 a.m. IST) and ended on Sunday, July 14, 2024 (5:00 p.m. IST).
  - vi. After completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked in the presence of two witnesses who are not in the employment of the Company.
  - vii. The data of remote e-voting and e-voting at AGM was diligently scrutinized and reconciled with the records maintained by the KFin Technologies Limited, Registrar and Share Transfer Agent of the Company and the authorizations lodged. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at the AGM.





- viii. For the purpose of preparation of this report, the number of individual shareholders has been determined by consolidating folios with the same Permanent Account Number (PAN).
- ix. The consolidated summary of results of remote e- voting and e-voting at the AGM is annexed herewith as **Annexure- A**.
- x. Based on the aforesaid results, I report that all the Resolutions as contained in the Item No(s). 1 to 4 of the AGM Notice of the Company, have been passed with requisite votes.

Countersigned by

Chairman/Official Authorized by the Chairman  
Nucleus Software Exports Limited

Date: July 16, 2024

Place: Noida



Thanking You  
For PI & Associates  
Company Secretaries  
FRN: P2014UP035400  
PR: 1498/2021

  
Ankit Singh  
Partner

FCS No. 11685

CP No. 16274

UDIN: F011685F000753019

**Item No. 1:**

Adoption of Financial Statements as on 31st March 2024.

**Type of Resolution:** Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	117	1,55,96,947	100	5	6	0		
Venue e-voting	7	2,202	99.9546	1	1	0.0454		
<b>Total</b>	<b>124</b>	<b>1,55,99,149</b>	<b>100</b>	<b>6</b>	<b>7</b>	<b>0</b>		Nil

**Result:** The ordinary resolution has been passed with requisite consent.



**Item No. 2:**

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

**Type of Resolution:** Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	119	1,56,29,658	100	5	6	0		
Venue e-voting	7	2,202	99.9546	1	1	0.0454		
<b>Total</b>	<b>126</b>	<b>1,56,31,860</b>	<b>100</b>	<b>6</b>	<b>7</b>	<b>0</b>	Nil	

**Result:** The ordinary resolution has been passed with requisite consent.



**Item No. 3 (i):**

To re-appoint Mr. Parag Bhise as a Director of the Company who retire by rotation and being eligible offer himself for re-appointment.

**Type of Resolution: Ordinary Resolution**

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	109	1,55,64,647	99.7689	13	36,048	0.2311		
Venue e-voting	7	2,202	99.9456	1	1	0.0454		Nil
Total	116	1,55,66,849	99.7690	14	36,049	0.2310		

**Result:** The ordinary resolution has been passed with requisite consent.





**Item No. 3 (ii):**

To re-appoint Mr. Anurag Mantri as a Director of the Company who retire by rotation and being eligible offer himself for re-appointment.

**Type of Resolution:** Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	109	1,55,74,457	99.6468	14	55197	0.3532		
Venue e-voting	7	2,202	99.9456	1	1	0.0454		
<b>Total</b>	<b>116</b>	<b>1,55,76,659</b>	<b>99.6469</b>	<b>15</b>	<b>55198</b>	<b>0.3531</b>		<b>Nil</b>

**Result:** The ordinary resolution has been passed with requisite consent.



**Item No. 4:**

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

**Type of Resolution:** Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast	Percentage of votes to total votes cast	Number of members who voted	Number of shares for which votes cast
Remote e-voting	116	1,56,29,291	99.9987	6	206	00.0013		
Venue e-voting	7	2,202	99.9546	1	1	0.0454		
<b>Total</b>	<b>123</b>	<b>1,56,31,493</b>	<b>99.9987</b>	<b>7</b>	<b>207</b>	<b>0.0013</b>		Nil

**Result:** The ordinary resolution has been passed with requisite consent.

