



April 01, 2024

The Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Fax Nos. 022-26598236/237/238 SYMBOL: NUCLEUS	The Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Mumbai-400001 Fax No. 022-22722061/41/39 SCRIP CODE: 531209
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SUB: SUBMISSION OF VOTING RESULT UNDER REGULATION 44 OF THE OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (SEBI LISTING REGULATIONS, 2015)

Dear Sir/Madam,

In continuation to our letter dated March 01, 2024 submitting the Postal Ballot Notice for seeking approval of the Members of the Company by way of Special Resolutions for:

Sl. No.	Particulars
1.	Appointment of Mr. Shekar Viswanathan (DIN: 01202587) as an Independent Director of the Company
2.	Appointment of Mr. Prakash Chandra Kandpal (DIN: 06452437) as an Independent Director of the Company

Pursuant to Regulation 44 of the SEBI Listing Regulations, 2015, we hereby submit the result of the e-voting for the resolution as specified in the Postal Ballot Notice dated February 12, 2024. The e-voting for Postal Ballot commenced on **Saturday, March 02, 2024 (10:00 a.m. IST)** and concluded on **Sunday, March 31, 2024 (5:00 p.m. IST)**. The said resolutions were passed with the requisite majority. The Resolutions are deemed to be passed on the last date of the e-voting, i.e., March 31, 2024. The Report of the Scrutiniser Pursuant to section 110 of the Companies Act, 2013 and rules thereunder is enclosed herewith. The same is also available upon the website of the company i.e. www.nucleussoftware.com

This is for your information and records.

Thanking You

Yours Sincerely

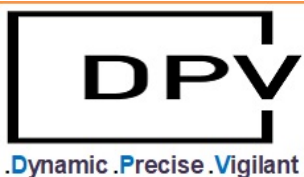
FOR NUCLEUS SOFTWARE EXPORTS LIMITED

(POONAM BHASIN)
COMPANY SECRETARY

Encl.: As above**Registered Office**

33-35 Thyagraj Market, New Delhi - 110003

Tel.: +91.11.2462.7552 F.: +91.11.2462.0872



DPV & ASSOCIATES LLP

COMPANY SECRETARIES, LLPIN: AAV-8350

Reg. Off: 1A/1, Second Floor, Geeta Colony, Delhi-110031 /
Corporate Off.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010

E-mail: dpv@dpvassociates.com / devesh@dpvassociates.com

Scrutinizer's Report

Pursuant to Section 108 and 110 of the Companies Act, 2013 ('**the Act**') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('**the Rules**') read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**LODR Regulations**')

To,

The Chairman

Nucleus Software Exports Limited

(CIN: L74899DL1989PLC034594)

Regd. Office: 33-35, Thyagraj Nagar Market,
New Delhi – 110003

Dear Sir,

I, Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of the Company on February 12, 2024, for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022 and 9/2023 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively ('**MCA Circulars**'), LODR Regulations, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot dated February 12, 2024:

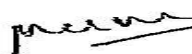
Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Appointment of Mr. Shekar Viswanathan (DIN: 01202587) as an Independent Director of the Company
2.	Special Resolution	Appointment of Mr. Prakash Chandra Kandpal (DIN: 06452437) as an Independent Director of the Company

I submit my report as under:

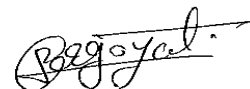
1. As informed by the Company, Postal Ballot Notice along with explanatory statement and remote e-Voting instructions were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on February 23, 2024 ('cut-off date').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including MCA Circulars/ LODR Regulations in respect of the resolutions contained in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizer are restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Postal Ballot Notice, based on the report generated from the e-voting system provided by KFin Technologies Limited ('KFin' or 'KFintech').
3. The Company has published an advertisement on March 02, 2024 regarding service of Postal Ballot Notice to eligible members in English language newspaper "Financial Express" and in Hindi language newspaper "Jansatta".
4. The Members of the Company holding shares as on the cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of KFintech at <https://evoting.kfintech.com>.

5. The remote e-Voting commenced on March 02, 2024, 10:00 A.M. and ended on March 31, 2024, 05:00 P.M. Further, the remote e-voting process was monitored through the Scrutinizer's secured link provided by KFintech on its designated website i.e. '<https://evoting.kfintech.com>'.

6. The remote e-voting was unblocked on March 31, 2024 after 05:00 P.M. in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar, who are not in the employment of the Company and have signed below:



Mukesh Sharma



Parveen Kumar

7. Thereafter, the particulars of remote e-voting report generated from electronic registry of KFintech have been entered in a separate Register maintained for this purpose and the remote e-voting was reconciled with the register of members of the Company as on cut-off date as maintained by RTA of the Company.

8. As on the cut-off date, the fully paid-up share capital of the Company was Rs. 26,77,33,240 (Twenty-Six Crore Seventy-Seven Lakh Thirty-Three Thousand Two Hundred and Forty Only) divided into 2,67,73,324 (Two Crore Sixty-Seven Lakh Seventy-Three Thousand Three Hundred and Twenty-Four) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

9. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice is as under:

I. Appointment of Mr. Shekar Viswanathan (DIN: 01202587) as an Independent Director of the Company:

Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	1,65,84,315	-	1,65,84,315	99.9954
Dissent	762	-	762	0.0046
Total	1,65,85,077	-	1,65,85,077	100

Accordingly, the above resolution is passed with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure A**'.

II. Appointment of Mr. Prakash Chandra Kandpal (DIN: 06452437) as an Independent Director of the Company:

Special Resolution				
Particulars	Number of Votes received			Percentage
	e-votes	Postal Ballot	Total	
Assent	1,65,84,315	-	1,65,84,315	99.9954
Dissent	762	-	762	0.0046
Total	1,65,85,077	-	1,65,85,077	100

Accordingly, the above resolution is passed with requisite majority. The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure B**'.

10. Based on the afore said results, the resolutions as mentioned above are deemed to have been passed on March 31, 2024 being the last date of remote e-voting for the Members of the Company.
11. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to the Company Secretary & Compliance Officer of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

For DPV & Associates LLP

Company Secretaries

Firm Reg. No.: L2021DE009500

Peer Review Certificate No. 2792/2022

For Nucleus Software Exports Limited

Countersigned by

Devesh Kumar Vasisht

Managing Partner

CP No.:13700 / Mem. No. F8488

UDIN: F008488F000005672

Date: April 01, 2024

Place: New Delhi

Poonam Bhasin

Company Secretary &

Compliance Officer

Authorised by the Chairman

Date: April 01, 2024

Place: Noida

Annexure-A

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Voters	No. of Shares	Paid-up value of shares (In Rs.)
a) Total votes	196	1,65,85,077	16,58,50,770
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	196	1,65,85,077	16,58,50,770
d) Votes with assent for the resolution	184	1,65,84,315	16,58,43,150
e) Votes with dissent for the resolution	12	762	7,620

Annexure-B

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Voters	No. of Shares	Paid-up value of shares (In Rs.)
a) Total votes	196	1,65,85,077	16,58,50,770
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	196	1,65,85,077	16,58,50,770
d) Votes with assent for the resolution	184	1,65,84,315	16,58,43,150
e) Votes with dissent for the resolution	12	762	7,620

.....End of Report.....

Company Name	NUCLEUS SOFTWARE EXPORTS LTD
Date of the AGM/EGM	
Total number of shareholders on record date	31049
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Shekar Viswanathan (DIN: 01202587) as an Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19615866	14666248	74.7673	14666248	0	100.0000	0.0000
	Poll	19615866	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	19615866	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1812487	1663583	91.7845	1663583	0	100.0000	0.0000
	Poll	1812487	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1812487	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5344971	255246	4.7754	254484	762	99.7014	0.2985
	Poll	5344971	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5344971	0	0.0000	00	0	0.0000	0.0000
Total		26773324	16585077	61.9463	16584315	762	99.9954	0.0046

Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Prakash Chandra Kandpal (DIN: 06452437) as an Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19615866	14666248	74.7673	14666248	0	100.0000	0.0000
	Poll	19615866	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	19615866	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1812487	1663583	91.7845	1663583	0	100.0000	0.0000
	Poll	1812487	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1812487	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5344971	255246	4.7754	254484	762	99.7014	0.2985
	Poll	5344971	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	5344971	0	0.0000	00	0	0.0000	0.0000
Total		26773324	16585077	61.9463	16584315	762	99.9954	0.0046