



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 DPV & Associates LLP, Practicing Company Secretaries (Firm Registration Number: L2021HR009500) was appointed as Scrutinizer by the Board of Directors of **Nucleus Software Exports Limited** (the **"Company"**) on March 25, 2026 for the purpose of scrutinizing Postal Ballot conducted by way of electronic voting (**"remote e-voting"**) in a fair and transparent manner, in respect of the resolution(s) mentioned in the Postal Ballot Notice along with explanatory statement dated March 25, 2026 read with Corrigendum to the Notice of Postal Ballot (**"Notice"**) issued under the provisions of Section 110 of the Companies Act, 2013 (**"Act"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (**"Rules"**) and read with the General Circulars Nos. 10/2022 dated December 28, 2022; 20/2020 dated May 5, 2020; 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 09/2024 dated September 19, 2024; and 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (**"MCA"**), and/or any other circulars issued from time to time by the MCA (collectively referred to as the **"MCA Circulars"**), and Securities and Exchange Board of India (**"SEBI"**) Master Circulars and applicable SEBI Circulars, other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

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 Friday, March 27, 2026 (**'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 April 8 2026 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 Wednesday, April 08, 2026, 10:00 A.M. and ended on Thursday, May 7, 2026, 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 May 7, 2026 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.
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. 26,32,53,060 (Twenty-Six Crore Thirty-Two Lakh Fifty-Three Thousand and Sixty Only) divided into 2,63,25,306 (Two Crore Sixty-Three Lakh Twenty-Five Thousand Three Hundred and Six) 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. Re-appointment of Mr. Parag Bhise (DIN: 08719754), as a Whole Time Director & CEO and consider payment of remuneration in case of inadequacy of profits of the Company:

Ordinary Resolution			
Particulars	Number of Votes received		Percentage of total E-votes
	No. of Voters	No. of E-votes	
Assent	117	1,49,94,594	93.9910
Dissent	49	9,58,633	6.0090
Total	166	1,59,53,227	100

Therefore, the above-mentioned resolution has been approved with requisite majority.

II. Appointment of Dr. Nitin R Gokarn (DIN: 07619691) as an Independent Director of the Company:

Special Resolution			
Particulars	Number of Votes received		Percentage of total E-votes
	No. of Voters	No. of E-votes	
Assent	155	1,59,52,785	99.9972
Dissent	11	442	0.0028
Total	166	1,59,53,227	100

Therefore, the above-mentioned resolution has been approved with requisite majority.

III. To consider and approve Nucleus Software RSU Scheme-2026 of the Company:

Special Resolution			
Particulars	Number of Votes received		Percentage of total E-votes
	No. of Voters	No. of E-votes	
Assent	118	1,49,95,462	93.9964
Dissent	48	9,57,765	6.0036
Total	166	1,59,53,227	100

Therefore, the above-mentioned resolution has been approved with requisite majority.

IV. To consider and approve Grant of Restricted Stock Units to the Eligible Employees of the Subsidiary Company, in India or Outside India, of the Company under Nucleus Software RSU Scheme – 2026:

Special Resolution			
Particulars	Number of Votes received		Percentage of total E-votes
	No. of Voters	No. of E-votes	
Assent	116	1,49,95,436	93.9963
Dissent	49	9,57,775	6.0037
Total	165	1,59,53,211	100

Therefore, the above-mentioned resolution has been approved with requisite majority.

V. To Consider and Approve Secondary Acquisition of Equity Shares of the Company by Nucleus Software Equity Incentive Trust Under Nucleus Software RSU Scheme-2026:

Special Resolution			
Particulars	Number of Votes received		Percentage of total E-votes
	No. of Voters	No. of E-votes	
Assent	116	1,49,95,567	93.9972
Dissent	49	9,57,644	6.0028
Total	165	1,59,53,211	100

Therefore, the above-mentioned resolution has been approved with requisite majority.

VI. To Consider and Approve Provision of Loan by the Company for the Purchase of its own Shares by the Nucleus Software Equity Incentive Trust for the benefit of Employees Under Nucleus Software RSU Scheme-2026:

Special Resolution			
Particulars	Number of Votes received		Percentage of total E-votes
	No. of Voters	No. of E-votes	
Assent	117	1,49,95,601	93.9973
Dissent	49	9,57,626	6.0027
Total	166	1,59,53,227	100

Therefore, the above-mentioned resolution has been approved with requisite majority.

10. Based on the aforesaid results, the resolution(s) as mentioned above are deemed to have been passed on May 7, 2026 being the last date of remote e-voting for the Members of the Company. The detailed summary of remote e-voting is attached herewith as **Annexure-1**.

Thanking You,

**For DPV & Associates LLP
Company Secretaries**

Firm Reg. No.: L2021HR009500

Peer Review Certificate No. 6189/2024

DEVESH

KUMAR

VASISHT

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DEVESH KUMAR
VASISHT
Date: 2026.05.08
16:34:41 +05'30'

Devesh Kumar Vasisht

Managing Partner

CP No.:13700 / Mem. No. F8488

UDIN: F008488H000313166

Date: May 8, 2026

Place: Faridabad

**For Nucleus Software Exports Limited
Countersigned by**

Poonam

Bhasin

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Poonam Bhasin
Date: 2026.05.08
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Poonam Bhasin

Company Secretary &

Compliance Officer

Authorised by the Chairman

Date: May 8, 2026

Place: Noida

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

Resolution No. 1		Ordinary Resolution	
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes	166	1,59,53,227	15,95,32,270
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	166	1,59,53,227	15,95,32,270
d) Votes with assent for the resolution	117	1,49,94,594	14,99,45,940
e) Votes with dissent for the resolution	49	9,58,633	95,86,330

Resolution No. 2		Special Resolution	
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes	166	1,59,53,227	15,95,32,270
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	166	1,59,53,227	15,95,32,270
d) Votes with assent for the resolution	155	1,59,52,785	15,95,27,850
e) Votes with dissent for the resolution	11	442	4,420

Resolution No. 3		Special Resolution	
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes	166	1,59,53,227	15,95,32,270
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	166	1,59,53,227	15,95,32,270
d) Votes with assent for the resolution	118	1,49,95,462	14,99,54,620
e) Votes with dissent for the resolution	48	9,57,765	95,77,650

Resolution No. 4		Special Resolution	
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes	165	1,59,53,211	15,95,32,110
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	165	1,59,53,211	15,95,32,110
d) Votes with assent for the resolution	116	1,49,95,436	14,99,54,360
e) Votes with dissent for the resolution	49	9,57,775	95,77,750

Resolution No. 5		Special Resolution	
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes	165	1,59,53,211	15,95,32,110
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	165	1,59,53,211	15,95,32,110
d) Votes with assent for the resolution	116	1,49,95,567	14,99,55,670
e) Votes with dissent for the resolution	49	9,57,644	95,76,440

Resolution No. 6		Special Resolution	
Particulars	No. of Voters	No. of Shares	Paid-up value of shares
a) Total votes	166	1,59,53,227	15,95,32,270
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	166	1,59,53,227	15,95,32,270
d) Votes with assent for the resolution	117	1,49,95,601	14,99,56,010
e) Votes with dissent for the resolution	49	9,57,626	95,76,260

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