



DPV & ASSOCIATES LLP

COMPANY SECRETARIES, LLPIN: AAV-8350

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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended from time to time]

To,
The Chairman
Nucleus Software Exports Limited
(CIN: L74899DL1989PLC034594)
Regd. Office: 33-35, Thyagraj Nagar Market,
New Delhi - 110003

Dear Sir,

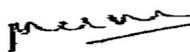
I, **Devesh Kumar Vasisht**, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, bearing firm Registration No. L2021DE009500 having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of **Nucleus Software Exports Limited** ("the Company") on May 26, 2023, for the purpose of scrutinizing voting process i.e. remote e-voting and e-voting during the 34th Annual General Meeting ('AGM'), in a fair and transparent manner under the provisions of Sections 108 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 & 10/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 14, 2021 and December 28, 2022 respectively ("MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with SEBI Circular No. 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 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ('SEBI Circulars'), 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 resolutions mentioned in Notice dated May 26, 2023 ("AGM Notice") for 34th AGM of the Company held on Friday, 14th day July 2023, at 11.00 a.m. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM').

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the MCA Circulars; (iii) SEBI Circulars and (iv) the Listing Regulations related to e-voting in respect of the resolutions

contained in the AGM Notice including the dispatch of AGM notice to the shareholders and also to ensure a secured framework for e-voting.

2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice and addendum thereto, based on the report generated from the e-voting platform provided by KFin Technologies Limited ("KFintech").
3. The remote e-voting period commenced on Tuesday, July 11, 2023 at 9:00 A.M. (IST) and ended on Thursday, July 13, 2023 at 5:00 P.M. (IST) via e-voting platform on the designated website provided by KFintech Technologies Limited, Authorized Agency to provide e-voting facility i.e. <https://evoting.kfintech.com>. The Company also provided e-voting facility to the Members who participated/ attended through VC/OAVM to enable such Members to cast their votes, if they had not casted their vote earlier through remote e-voting.
4. The Members of the Company as on the "Cut-off Date" i.e. Friday, July 7, 2023 were entitled to avail the facility of remote e-voting as well as e-voting during the AGM on the proposed resolutions as set out in AGM Notice.
5. After completion of e-voting during the AGM, the e-votes cast by the Shareholders were unblocked 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 in confirmation of the same:



Mukesh Sharma



Parveen Kumar

6. Thereafter, the data of remote e-voting and e-voting during the AGM was diligently scrutinized and reconciled with the register of members of the Company as on cut-off date as maintained by KFin Technologies Limited, ("RTA") of the Company. Detailed registers are maintained containing the summary of results of remote e-voting and e-voting during the AGM.
7. There was no shareholder who opted for both the facilities, i.e. remote e-voting and e-voting during the AGM.
8. As on cut-off date, the total paid up Equity 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 Twenty Four) Equity Shares of Rs. 10/- (Rupees Ten Only) each.
9. The consolidated summary of results of e-voting during AGM and remote e-voting are as under:

Resolution No. 1 To receive, consider and adopt:

Ordinary Resolution

- a) The audited financial statements of the Company for the year ended March 31, 2023, including Audited Balance Sheet and Profit and Loss account as on March 31, 2023 along with Cash

Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and

- b) The Audited consolidated financial statements of the Company for the financial year ended March 31, 2023.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	1,344	1,55,71,770	1,55,73,114	99.9919
Dissent	-	1,261	1,261	0.0081
Total	1,344	1,55,73,031	1,55,74,375	100

Therefore, the above-mentioned Resolution No. 1 has been approved with requisite majority and further details of e-votes are given in 'Annexure A'.

Resolution No. 2 To declare a final dividend of 10/- per Equity Share for the financial year ended March 31, 2023.
Ordinary Resolution

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during AGM	Remote E-voting	Total	
Assent	1,344	1,56,13,377	1,56,14,721	99.9919
Dissent	-	1,261	1,261	0.0081
Total	1,344	1,56,14,638	1,56,15,982	100

Therefore, the above-mentioned Resolution No. 2 has been approved with requisite majority and further details of e-votes are given in 'Annexure B'.

Resolution No. 3 To Re-appoint:
Ordinary Resolution

- (i) To re-appoint Mr. R P Singh (DIN 00008350), as Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
- (ii) 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.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during AGM	Remote E-voting	Total	
Assent	1,344	1,48,64,554	1,48,65,898	95.1967
Dissent	-	7,50,079	7,50,079	4.8033
Total	1,344	1,56,14,633	1,56,15,977	100

Therefore, the above-mentioned Resolution No. 3 has been approved with requisite majority and further details of e-votes are given in '**Annexure C**'.

10. The register containing the details of e-voting will be handed over to the Chairperson of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking You,

For DPV & Associates LLP
Company Secretaries
Firm Reg. No.: L2021DE009500
Peer Review Certificate No. 2792/2022

Countersigned by
Authorised Signatory

Devesh Kumar Vasisht
Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488E000619945
Date: July 17, 2023
Place: New Delhi

Poonam Bhasin
Company Secretary
Date: July 17, 2023
Place: New Delhi

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Annexure-A

Details of E-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	101	1,56,14,653	15,61,46,530
b) Less: Invalid votes	-	-	-
c) Abstained from voting	3	41,622	4,16,220
c1) Less Voted	-	-	-
d) Net Valid votes cast	98	1,55,73,031	15,57,30,310
e) Votes with assent for the resolution	96	1,55,71,770	15,57,17,700
f) Votes with dissent for the resolution	2	1261	12,610

A2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	13	1,344	13,440
b) Less: Invalid votes	-	-	-
c) Abstained from voting	-	-	-
d) Net Valid votes cast	13	1,344	13,440
e) Votes with assent for the resolution	13	1,344	13,440
f) Votes with dissent for the resolution	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	101	1,56,14,653	15,61,46,530
b) Less: Invalid votes	-	-	-
c) Abstained from voting	1	10	100
c1) Less voted*	1	5	50
d) Net Valid votes cast	100	1,56,14,638	15,61,46,380
e) Votes with assent for the resolution	98	1,56,13,377	15,61,33,770
f) Votes with dissent for the resolution	2	1,261	12,610

*One shareholder holding 15 shares voted only for 10 shares and not voted for 5 shares.

B2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	13	1,344	13,440
b) Less: Invalid votes	-	-	-
c) Abstained from voting	-	-	-
d) Net Valid votes cast	13	1,344	13,440
e) Votes with assent for the resolution	13	1,344	13,440
f) Votes with dissent for the resolution	-	-	-

Details of E-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	101	1,56,14,653	15,61,46,530
b) Less: Invalid votes	-	-	-
c) Abstained from voting	1	10	100
c1) Less voted*	1	10	100
d) Net Valid votes cast	100	1,56,14,633	15,61,46,330
e) Votes with assent for the resolution	68	1,48,64,554	14,86,45,540
f) Votes with dissent for the resolution	32	7,50,079	75,00,790

*One shareholder holding 15 shares voted only for 5 shares and not voted for 10 shares.

C2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes	13	1,344	13,440
b) Less: Invalid votes	-	-	-
c) Abstained from voting	-	-	-
d) Net Valid votes cast	13	1,344	13,440
e) Votes with assent for the resolution	13	1,344	13,440
f) Votes with dissent for the resolution	-	-	-

*****end of report*****