



**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

**Corporate Office**

A-39, Sector-62, Noida,  
Uttar Pradesh, 201307. India.

**T:** + 91 . 120 . 4031 . 400

**F:** +91 . 120 . 4031 . 672

**E:** [nsl@nucleussoftware.com](mailto:nsl@nucleussoftware.com)

**W:** [www.nucleussoftware.com](http://www.nucleussoftware.com)

July 10, 2022

<b>The Listing Department</b> <b>The National Stock Exchange of India Ltd.</b> <b>Exchange Plaza, Bandra-Kurla Complex</b> <b>Bandra (E)</b> <b>Mumbai-400 051.</b> <b>Fax Nos. 022-26598236/237/238</b>	<b>The Listing Department</b> <b>Bombay Stock Exchange Limited</b> <b>Phiroze Jeejeebhoy Towers,</b> <b>25<sup>th</sup> Floor, Dalal Street</b> <b>Mumbai-400 001</b> <b>Fax No. 022-22722061/41/39</b>
---	--

Dear Sirs,

**Sub: Annual General Meeting - Voting Results Announcement and Scrutinizer Report**

With reference to the above mentioned subject, please find enclosed herewith copy of voting results of Annual General Meeting (AGM) held on 08<sup>th</sup> July 2022 in respect of business transacted in the notice of AGM as per Regulation 44 of SEBI (LODR) Regulation 2015. The Report of the Scrutinizer pursuant to Section 110 of the Companies Act, 2013 and Rule 22(13) of the Companies (Management and Administration) Rules, 2014 is also enclosed herewith for your reference. The same shall also be available on the website of the Company i.e. [www.nucleussoftware.com](http://www.nucleussoftware.com).

You are requested to take note of the same and oblige us.

Thanking You  
Yours Sincerely  
**For Nucleus Software Exports Limited**

**(Poonam Bhasin)**

**Company Secretary**

**Registered Office**  
33-35 Thyagraj Nagar Mkt, New Delhi - 110003  
CIN : L74899DL1989PLC034594



Nucleus Software Exports Limited								
Voting Results of Annual General Meeting								
Details of venue voting and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:								
Date of the AGM							08.07.2022	
Total number of shareholders on record date i.e. July 01, 2022							39317	
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:							NA	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:							2 54	
<b>1. To receive, considers and adopts:</b>								
<b>a) The audited financial statements of the Company for the year ended March 31 2022 including Audited Balance Sheet and Profit and Loss account as on March 31, 2022 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and</b>								
<b>b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2022.</b>								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	1,96,18,176	1,16,00,000	59.1288	1,16,00,000	0	100.0000	0
	Poll		3,492	0.01779982	3,492	0	100.0000	0
	<b>Total</b>		<b>1,16,03,492</b>	<b>59.1466</b>	<b>1,16,03,492</b>	-	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	8,12,886	6,44,923	79.3374	6,44,923	0	100.0000	0.0000



	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>644923</b>	<b>79.33744707</b>	<b>6,44,923</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	63,42,262	41,018	0.6467	41,016	2	99.9951	0.0049
	Poll		4,235	0.0668	4,235	0	100.0000	0.0000
	<b>Total</b>		<b>45,253</b>	<b>0.7135</b>	<b>45,251</b>	<b>2</b>	<b>99.9956</b>	<b>0.0044</b>
<b>Total</b>		<b>2,67,73,324</b>	<b>1,22,93,668</b>	<b>45.9176</b>	<b>1,22,93,666</b>	<b>2</b>	<b>99.99998</b>	<b>0.00002</b>

**2. Ordinary Resolution: To declare a final dividend of Rs.7/- per Equity Share for the financial year ended March 31, 2022.**

Whether promoter/ promoter group are interested in the Agenda/resolution

No

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	1,96,18,176	1,16,00,000	59.1288	1,16,00,000	0	100.0000	0
	Poll		3,492	0.01779982	3,492	0	100.0000	0
	<b>Total</b>		<b>1,16,03,492</b>	<b>59.1466</b>	<b>1,16,03,492</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	8,12,886	6,87,105	84.5266	6,87,105	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>687105</b>	<b>84.52661259</b>	<b>6,87,105</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	63,42,262	41,019	0.6468	41,017	2	99.9951	0.0049
	Poll		4,235	0.0668	4,235	0	100.0000	0.0000
	<b>Total</b>		<b>45,254</b>	<b>0.7135</b>	<b>45,252</b>	<b>2</b>	<b>99.9956</b>	<b>0.0044</b>
<b>Total</b>		<b>2,67,73,324</b>	<b>1,23,35,851</b>	<b>46.0752</b>	<b>1,23,35,849</b>	<b>2</b>	<b>99.99998</b>	<b>0.00002</b>



**NUCLEUS  
SOFTWARE**

**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

**Corporate Office**

A-39, Sector-62, Noida,  
Uttar Pradesh, 201307. India.

T: +91 . 120 . 4031 . 400

F: +91 . 120 . 4031 . 672

E: nsl@nucleussoftware.com

W: www.nucleussoftware.com

**3. Ordinary Resolution: To re-appoint**

(i) Mr. Anurag Mantri (DIN 09002894), as a Director of the Company who retires by rotation and being eligible offer himself for re-appointment.

(ii) Dr. Ritika Dusad (DIN 07022867), as a Director of the Company who retires by rotation and being eligible offer herself for re-appointment.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	1,96,18,176	1,16,00,000	59.1288	1,16,00,000	0	100.0000	0
	Poll		3,492	0.01779982	3,492	0	100.0000	0
	<b>Total</b>		<b>1,16,03,492</b>	<b>59.1466</b>	<b>1,16,03,492</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	8,12,886	6,87,105	84.5266	6,87,105	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>687105</b>	<b>84.52661259</b>	<b>6,87,105</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	63,42,262	41,019	0.6468	40,219	800	98.0497	1.9503
	Poll		4,235	0.0668	4,235	0	100.0000	0.0000
	<b>Total</b>		<b>45,254</b>	<b>0.7135</b>	<b>44,454</b>	<b>800</b>	<b>98.2322</b>	<b>1.7678</b>
<b>Total</b>		<b>2,67,73,324</b>	<b>1,23,35,851</b>	<b>46.0752</b>	<b>1,23,35,051</b>	<b>800</b>	<b>99.99351</b>	<b>0.00649</b>

**Registered Office**

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

CIN : L74899DL1989PLC034594



**NUCLEUS  
SOFTWARE**

**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

Corporate Office

A-39, Sector-62, Noida,  
Uttar Pradesh, 201307. India.

T: +91 . 120 . 4031 . 400

F: +91 . 120 . 4031 . 672

E: nsl@nucleussoftware.com

W: www.nucleussoftware.com

**4. Ordinary Resolution:** To appoint M/s. ASA & Associates LLP, Chartered Accountants, (Firms Registration No. 009571N/ N500006) as Statutory Auditors of the Company.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	1,96,18,176	1,16,00,000	59.1288	1,16,00,000	0	100.0000	0
	Poll		3,492	0.01779982	3,492	0	100.0000	0
	<b>Total</b>		<b>1,16,03,492</b>	<b>59.1466</b>	<b>1,16,03,492</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	8,12,886	6,87,105	84.5266	6,87,105	0	100.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>687105</b>	<b>84.52661259</b>	<b>6,87,105</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	63,42,262	40,997	0.6464	40,844	153	99.6268	0.3732
	Poll		4,235	0.0668	4,235	0	100.0000	0.0000
	<b>Total</b>		<b>45,232</b>	<b>0.7132</b>	<b>45,079</b>	<b>153</b>	<b>99.6617</b>	<b>0.3383</b>
<b>Total</b>		<b>2,67,73,324</b>	<b>1,23,35,829</b>	<b>46.0751</b>	<b>1,23,35,676</b>	<b>153</b>	<b>99.99876</b>	<b>0.00124</b>

**Registered Office**

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

CIN : L74899DL1989PLC034594



**5. Special Resolution:** To consider and approve the payment of remuneration to Mr. Parag Bhise, Whole Time Director and CEO of the Company, in the event of inadequacy or absence of profits in any financial year during his tenure.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	1,96,18,176	1,16,00,000	59.1288	1,16,00,000	0	100.0000	0
	Poll		3,492	0.01779982	3,492	0	100.0000	0
	<b>Total</b>		<b>1,16,03,492</b>	<b>59.1466</b>	<b>1,16,03,492</b>	-	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	8,12,886	6,87,105	84.5266	-	6,87,105	0.0000	100.0000
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>687105</b>	<b>84.52661259</b>	<b>0</b>	<b>6,87,105</b>	<b>0.0000</b>	<b>100.0000</b>
Public-Non Institutions	E-voting	63,42,262	41,019	0.6468	40,183	836	97.9619	2.0381
	Poll		4,235	0.0668	4,235	0	100.0000	0.0000
	<b>Total</b>		<b>45,254</b>	<b>0.7135</b>	<b>44,418</b>	<b>836</b>	<b>98.1526</b>	<b>1.8474</b>
<b>Total</b>		<b>2,67,73,324</b>	<b>1,23,35,851</b>	<b>46.0752</b>	<b>1,16,47,910</b>	<b>6,87,941</b>	<b>94.42324</b>	<b>5.57676</b>



**NUCLEUS  
SOFTWARE**

**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

Corporate Office

A-39, Sector-62, Noida,  
Uttar Pradesh, 201307. India.

T: +91 . 120 . 4031 . 400

F: +91 . 120 . 4031 . 672

E: nsl@nucleussoftware.com

W: www.nucleussoftware.com

**6. Special Resolution:** To consider and approve the payment of remuneration to Mr. Anurag Mantri, Whole Time Director and CFO of the Company, in the event of inadequacy or absence of profits in any financial year during his tenure.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	1,96,18,176	1,16,00,000	59.1288	1,16,00,000	0	100.0000	0
	Poll		3,492	0.01779982	3,492	0	100.0000	0
	<b>Total</b>		<b>1,16,03,492</b>	<b>59.1466</b>	<b>1,16,03,492</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	8,12,886	6,87,105	84.5266	2,02,728	4,84,377	29.5047	70.4953
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>687105</b>	<b>84.52661259</b>	<b>2,02,728</b>	<b>4,84,377</b>	<b>29.5047</b>	<b>70.4953</b>
Public-Non Institutions	E-voting	63,42,262	41,019	0.6468	40,088	931	97.7303	2.2697
	Poll		4,235	0.0668	4,235		100.0000	0.0000
	<b>Total</b>		<b>45,254</b>	<b>0.7135</b>	<b>44,323</b>	<b>931</b>	<b>97.9427</b>	<b>2.0573</b>
<b>Total</b>		<b>2,67,73,324</b>	<b>1,23,35,851</b>	<b>46.0752</b>	<b>1,18,50,543</b>	<b>4,85,308</b>	<b>96.06587</b>	<b>3.93413</b>

**Registered Office**

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

CIN : L74899DL1989PLC034594



**NUCLEUS  
SOFTWARE**

**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

**Corporate Office**

A-39, Sector-62, Noida,  
Uttar Pradesh, 201307. India.

T: +91 . 120 . 4031 . 400

F: +91 . 120 . 4031 . 672

E: nsl@nucleussoftware.com

W: www.nucleussoftware.com

**7.Special Resolution:** To consider and approve the payment of remuneration to Mr. Vishnu R Dusad, Managing Director of the Company, in the event of inadequacy or absence of profits in any financial year.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	1,96,18,176	1,16,00,000	59.1288	1,16,00,000	0	100.0000	0
	Poll		3,492	0.01779982	3,492	0	100.0000	0
	<b>Total</b>		<b>1,16,03,492</b>	<b>59.1466</b>	<b>1,16,03,492</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	8,12,886	6,87,105	84.5266	6,84,564	2541	99.6302	0.3698
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>687105</b>	<b>84.52661259</b>	<b>6,84,564</b>	<b>2,541</b>	<b>99.6302</b>	<b>0.3698</b>
Public-Non Institutions	E-voting	63,42,262	41,019	0.6468	40,088	931	97.7303	2.2697
	Poll		4,235	0.0668	4,235	0	100.0000	0.0000
	<b>Total</b>		<b>45,254</b>	<b>0.7135</b>	<b>44,323</b>	<b>931</b>	<b>97.9427</b>	<b>2.0573</b>
<b>Total</b>		<b>2,67,73,324</b>	<b>1,23,35,851</b>	<b>46.0752</b>	<b>1,23,32,379</b>	<b>3,472</b>	<b>99.97185</b>	<b>0.02815</b>

**Registered Office**

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

CIN : L74899DL1989PLC034594



**NUCLEUS  
SOFTWARE**

**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

**Corporate Office**

A-39, Sector-62, Noida,  
Uttar Pradesh, 201307. India.

T: +91 . 120 . 4031 . 400

F: +91 . 120 . 4031 . 672

E: nsl@nucleussoftware.com

W: www.nucleussoftware.com

**8. Special Resolution: To consider and approve the payment of remuneration to Dr. Ritika Dusad, Whole Time Director of the Company, in the event of inadequacy or absence of profits in any financial year during her tenure.**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	1,96,18,176	1,16,00,000	59.1288	1,16,00,000	0	100.0000	0
	Poll		3,492	0.01779982	3,492	0	100.0000	0
	<b>Total</b>		<b>1,16,03,492</b>	<b>59.1466</b>	<b>1,16,03,492</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	8,12,886	6,87,105	84.5266	4,504	682601	0.6555	99.3445
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>687105</b>	<b>84.52661259</b>	<b>4,504</b>	<b>6,82,601</b>	<b>0.6555</b>	<b>99.3445</b>
Public-Non Institutions	E-voting	63,42,262	41,019	0.6468	40,088	931	97.7303	2.2697
	Poll		4,235	0.0668	4,235	0	100.0000	0.0000
	<b>Total</b>		<b>45,254</b>	<b>0.7135</b>	<b>44,323</b>	<b>931</b>	<b>97.9427</b>	<b>2.0573</b>
<b>Total</b>		<b>2,67,73,324</b>	<b>1,23,35,851</b>	<b>46.0752</b>	<b>1,16,52,319</b>	<b>6,83,532</b>	<b>94.45898</b>	<b>5.54102</b>

**Registered Office**

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

CIN : L74899DL1989PLC034594



**9. Special Resolution: To consider and approve the payment of remuneration to Mr. R. P. Singh, Whole Time Director of the Company, in the event of inadequacy or absence of profits in any financial year during his tenure.**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	1,96,18,176	1,16,00,000	59.1288	1,16,00,000	0	100.0000	0
	Poll		3,492	0.01779982	3,492	0	100.0000	0
	<b>Total</b>		<b>1,16,03,492</b>	<b>59.1466</b>	<b>1,16,03,492</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	8,12,886	6,87,105	84.5266	4,81,836	205269	70.1255	29.8745
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>687105</b>	<b>84.52661259</b>	<b>4,81,836</b>	<b>2,05,269</b>	<b>70.1255</b>	<b>29.8745</b>
Public-Non Institutions	E-voting	63,42,262	41,019	0.6468	40,088	931	97.7303	2.2697
	Poll		4,235	0.0668	4,235	0	100.0000	0.0000
	<b>Total</b>		<b>45,254</b>	<b>0.7135</b>	<b>44,323</b>	<b>931</b>	<b>97.9427</b>	<b>2.0573</b>
<b>Total</b>		<b>2,67,73,324</b>	<b>1,23,35,851</b>	<b>46.0752</b>	<b>1,21,29,651</b>	<b>206200</b>	<b>98.3284</b>	<b>1.6716</b>