NUCLEUS SOFTWARE EXPORTS LTD.
CIN : L74899DL1989PLC034594

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

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F.: +91 . 120 . 4031 . 672
E.: nsl@nucleussoftware.com
W.: www.nucleussoftware.com

July 28, 2026

The Listing Department	**The Listing Department**
National Stock Exchange of India Ltd.	**BSE Limited**
Exchange Plaza, Bandra-Kurla Complex,	**Phiroze Jeejeebhoy Towers,**
Bandra (E), Mumbai-400051	**25th Floor, Dalal Street, Mumbai-400001**
SYMBOL: NUCLEUS	**SCRIP CODE: 531209**

Dear Sir/Madam,

SUB: VOTING RESULTS ALONG WITH SCRUTINIZER'S REPORT OF 37TH ANNUAL GENERAL MEETING OF NUCLEUS SOFTWARE EXPORTS LIMITED ("COMPANY")

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that 37th Annual General Meeting of the members of the Company was held on Monday, July 27, 2026 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

In this regard, please find enclosed herewith the following:

1. Voting Results of the 37th AGM, enclosed as **Annexure A**.

2. Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with relevant rules, enclosed as **Annexure B.**

You are requested to take the above information on record

Thanking You

Yours Faithfully
Nucleus Software Exports Limited

Poonam Bhasin
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Date: 2026.07.28 12:06:39 +05'30'

Poonam Bhasin
Company Secretary

Encl: as above

Annexure A

	NUCLEUS SOFTWARE EXPORTS LTD
Date of the AGM/EGM	27-07-2026
Total number of shareholders on record date	40919
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	2
Public:	52

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements (Standalone and Consolidated) as on 31st March 2026.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,93,74,532	1,44,25,914	74.4581	1,44,25,914	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,44,25,914	74.4581	1,44,25,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	11,90,318	9,47,115	79.5682	9,47,115	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,47,115	79.5682	9,47,115	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	57,60,456	2,27,095	3.9423	2,27,010	85	99.9625	0.0374	0	0
	Poll		1,594	0.0277	1,592	2	99.8745	0.1254	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,28,689	3.97	2,28,602	87	99.9620	0.0380	0	0
	Total	2,63,25,306	1,56,01,718	59.2651	1,56,01,631	87	99.9994	0.0006	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To Declare a Final Dividend of Rs 12.50/- per Equity Share for the financial year ended March 31, 2026									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,93,74,532	1,44,25,914	74.4581	1,44,25,914	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,44,25,914	74.4581	1,44,25,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	11,90,318	9,78,777	82.2282	9,78,777	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,78,777	82.2282	9,78,777	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	57,60,456	2,27,095	3.9423	2,27,073	22	99.9903	0.0096	0	0
	Poll		1,594	0.0277	1,592	2	99.8745	0.1254	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,28,689	3.97	2,28,665	24	99.9895	0.0105	0	0
	Total	2,63,25,306	1,56,33,380	59.3854	1,56,33,356	24	99.9998	0.0002	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To Re-appoint Mr. Parag Bhise (DIN: 08719754), as Director of the Company who retires by rotation and being eligible offers himself for re-appointment.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,93,74,532	1,44,25,914	74.4581	1,44,25,914	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,44,25,914	74.4581	1,44,25,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	11,90,318	9,78,777	82.2282	9,78,777	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,78,777	82.2282	9,78,777	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	57,60,456	2,27,095	3.9423	2,24,939	2,156	99.0506	0.9493	0	0
	Poll		1,594	0.0277	1,592	2	99.8745	0.1254	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,28,689	3.97	2,26,531	2,158	99.0564	0.9436	0	0
	Total	2,63,25,306	1,56,33,380	59.3854	1,56,31,222	2,158	99.9862	0.0138	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - To Consider and Approve the Re-appointment of Mr. Vishnu R Dusad (DIN: 00008412), as a Managing 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,93,74,532	1,44,25,914	74.4581	1,44,25,914	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,44,25,914	74.4581	1,44,25,914	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	11,90,318	9,78,777	82.2282	9,78,777	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,78,777	82.2282	9,78,777	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	57,60,456	2,27,095	3.9423	2,27,001	94	99.9586	0.0413	0	0
	Poll		1,594	0.0277	1,592	2	99.8745	0.1254	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,28,689	3.97	2,28,593	96	99.9580	0.0420	0	0
	Total	2,63,25,306	1,56,33,380	59.3854	1,56,33,284	96	99.9994	0.0006	0	0

Poonam Bhasin Digitally signed by Poonam Bhasin
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PRAVESH KUMAR & ASSOCIATES

Practicing Company Secretaries

C-26, Lawrence Road, Keshav Puram, Delhi – 110035
Email: cspravesh@gmail.com | Mob: +91 8802695515

Ref: PKA/NSEL/SCR/2026-27 **Annexure B**

27.07.2026

To,
The Chairperson,
Nucleus Software Exports Limited
33-35, Thyagraj Nagar Market,
Delhi, India, 110003

Dear Sir,

We thank you for appointing us as the Scrutinizer for the remote e-voting process and e-voting by your Members during the **37th Annual General Meeting** of your Company held on Monday, July 27, 2026 at 10.00 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

For Pravesh Kumar & Associates,
Company Secretaries
ICSI Unique Code: S2024DE976000

PRAVESH KUMAR
Digitally signed by PRAVESH KUMAR
Date: 2026.07.27 17:19:04 +05'30'

CS Pravesh Kumar
ACS: 60671 | COP: 27218
Peer Review No: 6456/2025
ICSI UDIN: A060671H000943520
27.07.2026 | Delhi

CONSOLIDATED SCRUTINIZER'S REPORT

Name of the Company	**Nucleus Software Exports Limited**
Type of Meeting	**37th Annual General Meeting**
Day, Date & Time	**Monday, 27th July, 2026 at 10.00 A.M. (1ST)**
Deemed Venue	**33-35, Thyagraj Nagar Market, Delhi, India, 110003**
Mode	**Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)**

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by the Members at the **37th Annual General Meeting** (“AGM”) of Nucleus Software Exports Limited (hereinafter referred to as ‘the Company’) held on Monday, 27th July, 2026 at 10 a.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”). Our 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 on the resolutions, based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM and Advertisements

2.1 Notice was published in *Financial Express* (English Newspaper) and *Jansatta* (Hindi Newspaper), having electronic editions, specifying the date and time of the AGM, availability of the notice on the Company’s website and website of the Stock Exchanges, manner of registration of email ids by the Members who are yet to register their email ids with the Company, and manner of voting through remote e-voting or through e-voting system during the AGM, etc.:

a) Prior to the dispatch of Notice, on Tuesday, 30th June, 2026, pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other general meetings of Members through Video Conferencing (VC) or Other Audio-Visual Means (OAVM);

b) Post the dispatch of Notice, on Friday, 3rd July, 2026, pursuant to the provisions of the Companies Act, 2013 and the relevant rules made thereunder;

2.2 The Company hosted the notice of AGM on its website and also submitted the same to BSE Limited and National Stock Exchange of India Limited on Thursday, 2nd July, 2026.

2.3 The Company has informed that on the basis of the Register of Members and the list of Beneficial Owners made available by KFin Technologies Limited, Registrar and Share Transfer Agents (“RTA”) of the Company and the depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) respectively, the Company completed dispatch of Notice of AGM on Thursday, 2nd July, 2026 by e-mail to 39400 Members who had registered their email ids with the Company/Depositories.

3. Cut-off date

3.1 Voting rights with respect to the agenda items were reckoned as on Monday, 20th July, 2026, being the cut-off date for the purpose of deciding the eligibility of Members for remote e-voting and e-voting at the AGM.

4. Remote e-voting process

4.1 Agency

The Company appointed KFin Technologies Limited as the agency for providing the remote e-voting platform.

4.2 Remote e-voting period

Remote e-voting platform was open from 09.00 a.m. (1ST) on Wednesday, 22nd July, 2026 till 05.00 p.m. (1ST) on Sunday, 26th July, 2026 and Members were required to cast their votes electronically conveying their assent or dissent, as the case may be, in respect of the resolution(s) on the remote e-voting platform provided by KFin Technologies Limited.

5. Voting at the AGM

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of the AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID/folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, KFin Technologies Limited ("KFintech"), the remote e-voting agency, provided us with the names, DP ID & Client ID/folios and shareholding of the Members who had cast their votes through remote e-voting.

6. Counting Process

6.1 On completion of e-voting, the votes cast at the AGM through Insta Poll Facility and votes cast through remote e-voting were unblocked on Monday, 27th July, 2026 at *10:45 a.m.* .in presence of two witnesses who are not in the employment of the Company, viz., Mr. Rahul Kumar, R/o H. No. 310, Krishna Kunj 1st. Ghaziabad - 201003 and Mr. Pawan Sharma, R/o Flat No. UGF-1, Plot No. S-3, DLF Ankur Vihar, Ghaziabad on the KFintech e-voting platform and downloaded the results for scrutiny.

7. Result

7.1 Consolidated results with respect to the agenda items as set out in the Notice of the AGM dated 21st May, 2026 is enclosed herewith.

7.2 Based on the aforesaid results, we report that 3 (Three) Ordinary Resolutions as set out in Item Nos. 1 to 3 and 1 (One) Special Resolution as set out in Item No. 4 of the Notice of the AGM dated 21st May, 2026 have been passed with the requisite majority.

For Pravesh Kumar & Associates,
Company Secretaries
ICSI Unique Code: S2024DE976000

PRAVESH KUMAR
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CS Pravesh Kumar
ACS: 60671 | COP: 27218
ICSI UDIN: A060671H000943520
Peer Review No: 6456/2025
***27.07.2026* | Delhi**

Countersigned by

Poonam Bhasin
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Date: 2026.07.28 11:57:10 +05'30'

Chairperson/Official Authorised by the Chairperson
Nucleus Software Exports Limited

CONSOLIDATED RESULTS

Item No. 1 — Ordinary Resolution
Adoption of Financial Statements (Standalone and Consolidated) as on 31st March 2026.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	150	15600039	2	1592	152	15601631	99.9994
Dissent	6	85	2	2	8	87	0.0006
Invalid Votes	1	31662	0	0	1	31662	--
Total	**157**	**15631786**	**4**	**1594**	**161**	**15633380**	**100.00**

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated 21st May, 2026 has been passed with requisite majority.

Item No. 2 — Ordinary Resolution
To Declare a Final Dividend of Rs 12.50/- per Equity Share for the financial year ended March 31, 2026.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	152	15631764	2	1592	154	15633356	99.9998
Dissent	5	22	2	2	7	24	0.0002
Invalid Votes	0	0	0	0	0	0	--
Total	**157**	**15631786**	**4**	**1594**	**161**	**15633380**	**100.00**

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated 21st May, 2026 has been passed with requisite majority.

Item No. 3 — Ordinary Resolution

To Re-appoint Mr. Parag Bhise (DIN: 08719754), as Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	146	15629630	2	1592	148	15631222	99.9862
Dissent	11	2156	2	2	13	2158	0.0138
Invalid Votes	0	0	0	0	0	0	--
Total	**157**	**15631786**	**4**	**1594**	**161**	**15633380**	**100.00**

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated 21st May, 2026 has been passed with requisite majority.

Item No. 4 — Special Resolution

To Consider and Approve the Re-appointment of Mr. Vishnu R Dusad (DIN: 00008412), as a Managing Director of the Company.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	149	15631692	2	1592	151	15633284	99.9994
Dissent	8	94	2	2	10	96	0.0006
Invalid Votes	0	0	0	0	0	0	--
Total	**157**	**15631786**	**4**	**1594**	**161**	**15633380**	**100.00**

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 4 of the Notice of the AGM dated 21st May, 2026 has been passed with requisite majority.