

April 07, 2026

<b>The Listing Department</b> <b>National Stock Exchange of India Ltd.</b> <b>Exchange Plaza, Bandra-Kurla</b> <b>Complex, Bandra (E), Mumbai-400051</b> <b>SYMBOL: NUCLEUS</b>	<b>The Listing Department</b> <b>BSE Limited</b> <b>Phiroze Jeejeebhoy Towers,</b> <b>25<sup>th</sup> Floor, Dalal Street, Mumbai-400001</b> <b>SCRIP CODE: 531209</b>
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**SUB: INTIMATION UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015-NOTICE OF POSTAL BALLOT**

Dear Sir/Madam,

Further to the outcome of meeting of the Board of Directors of Nucleus Software Exports Limited (“the Company”) dated March 25, 2026, please find enclosed herewith copy of the postal ballot notice dated March 25, 2026 (“Notice”) to seek approval of the Members for the following resolutions:

Sr. No.	Resolution type (Special/ Ordinary)	Resolutions Description
1	Ordinary resolution	Re-appointment of Mr. Parag Bhise (DIN: <b>08719754</b> ), as a Whole Time Director & CEO and consider payment of remuneration in case of inadequacy of profits of the Company
2	Special resolution	Appointment of Dr. Nitin R Gokarn (DIN: <b>07619691</b> ) as an Independent Director of the Company.
3	Special resolution	To consider and approve Nucleus Software RSU Scheme-2026 of the Company
4	Special resolution	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
5	Special resolution	To Consider and Approve Secondary Acquisition of Equity Shares of the Company by Nucleus Software Equity Incentive Trust Under Nucleus Software RSU Scheme-2026
6	Special resolution	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

Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, March 27, 2026 i.e. **cut-off date**, seeking their approval as set out in the Notice.

**Registered Office**

33-35 Thyagraj Market, New Delhi - 110003

Tel.: +91.11.2462.7552 F.: +91.11.2462.0872



The Company has engaged the services of KFin Technologies Limited ('KFinTech') Registrar and Share Transfer Agent of the Company for facilitating e-voting to enable the Members to cast their votes electronically. The remote e-voting will commence from **Wednesday, April 08, 2026 (10:00 a.m. IST)** and shall end on **Thursday, May 07, 2026 (5:00 p.m. IST)**. The results of the postal ballot will be announced on or before **Saturday, May 09, 2026 (5:00 p.m. IST)**.

This is for your information and records.

Thanking You

Yours Sincerely

**FOR NUCLEUS SOFTWARE EXPORTS LIMITED**

**(POONAM BHASIN)**  
**COMPANY SECRETARY**

**Encl.: As above**



**NUCLEUS  
SOFTWARE**

## **NUCLEUS SOFTWARE EXPORTS LIMITED**

**CIN:** L74899DL1989PLC034594

**Registered Office :** 33-35, Thyagraj Nagar Market, New Delhi-110003, India

**Tel :** +91-120-4031400; **Fax :** +91-120-4031672

**Corporate Office :** A-39, Sector-62, Noida, Uttar Pradesh – 201307, India

**Email:** [investorrelations@nucleussoftware.com](mailto:investorrelations@nucleussoftware.com)

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

### **NOTICE OF POSTAL BALLOT**

**Notice Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014**

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (**the "Act"**), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, read with the General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA"), Government of India, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India hereinafter collectively referred to as the ("Circulars"), any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

An Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the Notes to this Notice.

The remote e-voting period commences from 10.00 A.M. (IST) on Wednesday, April 08, 2026 and ends at 5.00 P.M. (IST) on Thursday, May 07, 2026.

The Company has appointed Mr. Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP Company Secretary to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairperson of the Company (the Chairperson), or any other person authorized by the Chairperson, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting. The result declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website [www.nucleussoftware.com](http://www.nucleussoftware.com) and on the website of KFin Technologies Limited at [www.kfintech.com](http://www.kfintech.com).

## **SPECIAL BUSINESS:**

### **Item No. 1**

**To consider and approve the 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, if thought fit, pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, and pursuant to the recommendations of the Nomination and Remuneration/Compensation Committee and the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a Member proposing the candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, approval of the members be and is hereby accorded to re-appoint Mr. Parag Bhise (DIN: 08719754), as a Whole Time Director & CEO of the Company for a further period of two years i.e. from April 01, 2026, till March 31, 2028, whose office will be liable to retire by rotation under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company with the recommendation of the Nomination & Remuneration /Compensation Committee be and are hereby authorized to alter and vary or modify the different components of the terms and conditions of his re-appointment, as it may deem fit.

**RESOLVED FURTHER THAT** In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Parag Bhise will be entitled for the payment of remuneration along with perquisites/benefits as mentioned in the explanatory statement, by way of minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company are hereby authorized or further delegate such authority as may be required to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

The above re-appointment of Mr. Parag Bhise as a Whole Time Director & CEO of the Company is recommended by the Board of Directors.

### **Item No. 2**

**To consider and approve appointment of Dr. Nitin Ramesh Gokarn (DIN: 07619691) as an Independent Director of the Company and if thought fit, pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration/Compensation Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Dr. Nitin Ramesh Gokarn (DIN: 07619691), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company w.e.f. February 10, 2026 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from February 10, 2026 upto February 09, 2031.

**RESOLVED FURTHER THAT** the Board of Directors of the Company are hereby authorized or further delegate all or any of the powers to any committee of directors or any other Officer(s) / Authorized Representative(s) of the Company to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

The above appointment of Dr. Nitin Ramesh Gokarn as an Independent Director of the Company is recommended by the Board of Directors.

### Item No. 3

**To consider and approve Nucleus Software RSU Scheme-2026 of the Company and if thought fit, pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) [**“Companies Act”**], Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**“SEBI (SBEB & SE) Regulations, 2021”**], relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations”**], Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**“SEBI (PIT) Regulations, 2015”**), the Foreign Exchange Management Act, 1999 including any modifications thereof or supplements thereto, relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the members of the Company be and is hereby accorded for the approval of Nucleus Software RSU Scheme – 2026 (**“Scheme”**) and the Board of Directors (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration/ Compensation Committee (**“Committee”**), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot/transfer under the Scheme, in one or more tranches, not exceeding 10,00,000 (Ten Lakhs) Restricted Stock Units (**“RSUs”**) (or such other adjusted figure for any bonus issue, right issue, stock splits/sub-division, consolidations, merger, demerger, reconstitution, spin-off, amalgamation, reclassification of capital or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of eligible employees and directors of the Company including its subsidiary company, in India or outside India, and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable) exercisable into equal number of Equity Shares (**“Shares”**) of face value of Rs. 10 /- each, at such price and on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Scheme shall be administered by the Nomination and Remuneration/ Compensation Committee, who shall have all necessary powers as defined in the Scheme, in pursuance of the SEBI (SBEB & SE) Regulations, 2021, for the purpose of administration and implementation of the Scheme.

**RESOLVED FURTHER THAT** the Scheme shall be implemented through the Trust route, wherein an irrevocable Trust, will be set up by the Company by the name of Nucleus Software Equity Incentive Trust (**“Trust”**) and will acquire the Equity Shares of the Company either by way of fresh allotment from the Company and/or through secondary acquisition from the market, provided that the primary mode of acquisition shall be through secondary acquisition from the market.

**RESOLVED FURTHER THAT** purchase/acquisition of the Equity Shares by the Trust via secondary acquisition from the market shall be subject to the limits as prescribed under SEBI (SBEB & SE) Regulations, 2021, which will be transferred to the eligible employee upon valid exercise of RSUs as per the Scheme.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted by the Company to the Trust, if any, and transferred by the Trust under the Scheme shall rank pari—passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable accounting policies, guidelines or accounting standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** in the event of any corporate action(s) including but not limited to rights issue, bonus issue, stock split, sub-division or consolidation of shares, merger, demerger, reconstitution, spin-off, amalgamation, or reclassification of capital, appropriate adjustments shall be made to the overall RSU pool reserved under the Scheme, and the number of outstanding RSUs and/or the exercise price shall be correspondingly adjusted in a fair and reasonable manner, in accordance with the provisions of the Scheme and applicable laws.

**RESOLVED FURTHER THAT** the Committee of the Company be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the Scheme as per the terms approved in this resolution read with the conditions, if any, with which consent from members is received and at any time to modify, alter or amend the said terms subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, as may be prevailing at that time.

**RESOLVED FURTHER THAT** the Board (including any committee thereof), subject to compliance with the SEBI (SBEB & SE) Regulations, 2021, and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and also to appoint advisors, merchant bankers, consultants or representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, issues, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board (including any committee thereof), be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including making application for the in principle approval and capital addition to the depositories and requisite approvals from the recognised stock exchanges for listing and trading of equity shares allotted under Scheme in terms of the SEBI (SBEB & SE) Regulations, 2021.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

#### **Item No. 4**

**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 and if thought fit, pass the following resolution as a Special Resolution,:**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), the Foreign Exchange Management Act, 1999 including any modifications thereof or supplements thereto and relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors (*hereinafter referred to as the “Board” including an Nomination and Remuneration/Compensation Committee (“Committee”) which the Board has constituted to exercise its powers, including the powers, conferred by this resolution*), to extend the benefits of Nucleus Software RSU Scheme – 2026 (**“Scheme”**) including the grant of Restricted Stock Units (**“RSUs”**) and transfer the Equity Shares (**“Shares”**) thereunder, to or for the benefit of eligible employees and directors of the Subsidiary Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time) at such price and on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted by the Company to the Trust, if any, and transferred by the Nucleus Software Equity Incentive Trust to the eligible employees under the Scheme shall rank pari-passu in all respects with the then existing Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Committee be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution”

#### **Item No. 5**

**To Consider and Approve Secondary Acquisition of Equity Shares of the Company by Nucleus Software Equity Incentive Trust Under Nucleus Software RSU Scheme-2026 and if thought fit, pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 6(3)(a) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**“SEBI (SBEB & SE) Regulations, 2021”**], Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, [**“SEBI (PIT) Regulations, 2015”**], applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof), the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations”**], relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (*hereinafter referred to as the “Board”*) which term shall be deemed to include any Committee, including the Nomination and Remuneration/Compensation Committee (**“Committee”**), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) for secondary acquisition of 10,00,000 (Ten Lakhs) Equity Shares (**“Shares”**) of the Company by Nucleus Software Equity Incentive Trust (**“Trust”**) including such other higher number of Equity Shares as authorized under the Scheme from time to time, in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Committee, for the purpose of implementation of the Nucleus Software RSU Scheme – 2026 (**“Scheme”**) and in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021 and SEBI (PIT) Regulations, 2015.

**RESOLVED FURTHER THAT** the total number of Equity Shares under secondary acquisition held by the Trust in pursuance to the Scheme or any other share-based Employee benefit Scheme implemented in the past, shall at no time, exceed 5 (five) percent of the Paid-up Equity Capital of the Company at the end of the financial year immediately prior to the year in which the shareholders’ approval is obtained in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, as amended from time to time.

**RESOLVED FURTHER THAT** the secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI (SBEB & SE) Regulations, 2021, as amended from time to time.

**RESOLVED FURTHER THAT** the above limits shall automatically include within their ambit the expanded or reduced capital of the company where such expansion or reduction has taken place on account of corporate action(s) including issue of bonus issue, right issue, stock splits/sub-division, consolidations, merger, demerger, reconstitution, spin-off, amalgamation, reclassification of capital or other reorganization of the capital structure of the Company as may be applicable from time to time.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall ensure compliance of the provisions of the SEBI (SBEB & SE) Regulations, SEBI (PIT) Regulations, 2015, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Equity Shares of the Company including but not limited to opening of demat account of Trust, maintenance of proper books of account, records and documents as prescribed.

**RESOLVED FURTHER THAT** the Committee be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions including but not limited to issuing necessary instructions or mandate to the Trust for purchase of Equity Shares of the Company from the market from time to time, and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution”

#### **Item No. 6**

**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 and if thought fit, pass the following resolution as a Special Resolution,:**

**“RESOLVED THAT** pursuant to the provisions of Section 67(3) of the Companies Act, 2013, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**“SEBI (SBEB & SE) Regulations, 2021”**], the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations”**], relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as

may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (*hereinafter referred to as the "Board"*) which term shall be deemed to include any Committee, including the Nomination and Remuneration/Compensation Committee ("**Committee**"), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to **Nucleus Software Equity Incentive Trust ("**Trust**")**, in one or more tranches such that the total amount of provision of money for subscription or purchase of fully paid-up Equity shares in the Company by the Trust shall not exceed 5% of the aggregate of paid up capital and free reserves of the Company, or other limit as prescribed under the applicable laws, from time to time, for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust / trustees, in one or more tranches, subject to the ceiling of Equity Shares ("**Shares**") as may be prescribed under Nucleus Software RSU Scheme – 2026 ("**Scheme**") or any other share based Employee benefit Scheme which may be introduced by the Company from time to time ("**Employee Benefit Scheme(s)**"), with a view to purchase such Shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, the Companies Act, 2013 and any other applicable laws and regulations.

**RESOLVED FURTHER THAT** the above-prescribed limit shall be taken on a consolidated basis for all Employee Benefits Scheme(s) as may be undertaken by the Company from time to time.

**RESOLVED FURTHER THAT** loan provided by the Company shall be an interest-free loan and shall be repayable by the Trust by utilizing the proceeds realized from exercise of Restricted Stock Units by the Grantees and the accruals of the Trust during the tenure of the Scheme or at the termination of the Scheme and in accordance with the relevant provisions of the applicable laws and regulations.

**RESOLVED FURTHER THAT** the trustees of the Trust shall ensure compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

**RESOLVED FURTHER THAT** the Committee be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the granting of loan within the prescribed limits of SEBI (SBEB & SE) Regulation, 2021 and to take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to transfer the funds from the bank account of the Company to the Trust and do all ancillary and consequential matters like execution of loan agreement and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

By Order of the Board of Directors  
For **Nucleus Software Exports Limited**

Place: Noida  
Date: March 25, 2026

Sd/-  
**Poonam Bhasin**  
Company Secretary  
Membership No. 10865

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolutions contained in this Postal Ballot Notice ("Notice") is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or the RTA or with the depository(ies)/ depository participants and whose names appear in the register of members/ list of beneficial owners as on the cut-off date i.e., **Friday, March 27, 2026 ("Cut-off Date")**. The Notice is also uploaded on the website of the Company at <https://www.nucleussoftware.com/>, website of E-voting service provider i.e., KFin Technologies Limited ('KFin' or 'KFintech') at <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)). All the members of the Company, as on the Cut-off date, shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the **Cut-off date** shall treat this Notice for information purpose only. In this Notice, the term member(s) or shareholder(s) are used interchangeably.

As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

The Company hereby requests all its members to register their email address, if not yet registered, by following the instructions mentioned under **Note no. 10** to enable the Company to provide all communications through email.





3. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the members of the Company. For this purpose, the Company has availed the services of KFin Technologies Limited, Registrar and Share Transfer Agents (RTA) of the Company for facilitating e-voting to enable the Members to cast their votes electronically.
4. The terms and conditions for the appointment of an Independent Director are hosted on the Company's website.
5. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode from 10 am (IST) **Wednesday, April 08, 2026** and ends at 5.00 P.M. (IST) on **Thursday, May 07, 2026**, basis the request being sent on [investorrelations@nucleussoftware.com](mailto:investorrelations@nucleussoftware.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
6. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, March 27, 2026**, being the **cut-off date** fixed for the purpose.
7. The Scrutinizer will submit his report to the Chairperson or any other person authorized by the Chairperson after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website <https://www.nucleussoftware.com/>, on the website of KFinTech website <https://evoting.kfintech.com> and communicated to the stock exchanges.
8. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. May 07, 2026. Further, resolution passed by the members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.
9. The declared results along with the report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., <https://www.nucleussoftware.com/> along with website of KFinTech.
10. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants (DP), and members holding shares in physical mode are requested to update their email addresses with the Company's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	<b>Form ISR - 1</b>
	Update of signature of securities holder	<b>Form ISR - 2</b>
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	<b>Form SH-13</b>
	Declaration to opt out	<b>Form ISR-3</b>
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	<b>Form SH-14</b>
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	<b>Form ISR 4</b>
	The forms for updating the above details are available at <a href="https://www.nucleussoftware.com/">https://www.nucleussoftware.com/</a> ,	
Demat	Please contact your Depository Participants ('DP') and register your email address and bank account details in your Demat account, as per the process advised by your DP	

11. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

## **INSTRUCTIONS FOR E-VOTING**

### **I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.**

<b>Type of Member</b>	<b>Login Method</b>
Individual Members holding securities in demat mode with NSDL	<p><b>1.</b> For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ul style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile.</li> <li>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li> <li>iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>iv. Click on company name i.e. <b>Nucleus Software Exports Limited</b> or ESP i.e. KFin.</li> <li>v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.</li> </ul> <p><b>3. Those not registered under IDeAS:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li> <li>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a>.</li> <li>iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</li> <li>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on company name i.e. <b>Nucleus Software Exports Limited</b> or ESP name i.e. KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</li> <li>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. <b>Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</b> <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Click on New System Myeasi.</li> <li>iii. Login to Myeasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol> </li> <li>2. <b>User not registered for Easi/ Easiest</b> <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> </li> <li>3. <b>Alternatively, by directly accessing the e-voting website of CDSL</b> <ol style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Provide demat account number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. <b>Nucleus Software Exports Limited</b> or select KFin.</li> <li>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol> </li> </ol>
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, Members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against <b>Nucleus Software Exports Limited</b> or ‘KFin’.</li> <li>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 102 0990</b> and <b>1800 22 4430</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-62343625, 022-62343626, 022-62343259</b>

## II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company/DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9517, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., '9517-Nucleus Software Exports Limited' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

### General Guidelines for Members:

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) with the subject line "**Nucleus Software Exports Limited 2026**".
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions ("FAQs") available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.
3. Members of the Company holding shares in physical form or in dematerialized form, as at the close of business hours on **the cut-off date, being March 27, 2026** (including those Shareholders who may not have received this Postal Ballot Notice due to non-registration of the email address with the Company/Depositories), shall only be entitled to vote on the proposed resolutions; and their shareholding on such date shall only be reckoned for the purposes of arriving at the results of the remote e-voting.
4. The remote e-voting period commences at 10 AM (IST) on Wednesday, April 08, 2026 and ends at 5.00 P.M. (IST) on Thursday, May 07, 2026. Thereafter, the remote e-voting module shall be disabled for voting once e-votes are casted and cannot be altered subsequently.
5. In compliance with Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates LLP Company Secretary (Membership No. FCS 8488), as the Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.
6. SEBI has mandated furnishing of PAN, KYC details (i.e., postal address with pin code, email address, mobile number, bank account details, specimen signature) and nomination details by holders of securities. Security holders shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC Details and nomination. Effective from April 01, 2024 any payment including dividend, interest or redemption payment in respect of such folios, if any, shall be made only through electronic mode upon complying with abovesaid requirements.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE  
COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**

**Item No. 1**

Mr. Parag Bhise was appointed as a Whole time Director of the Company, by the members of the Company at the AGM held on July 31, 2020, to hold office for five consecutive years for a term up to July 30, 2025. Further, Mr. Parag Bhise was re-appointed as a Whole time Director & CEO of the Company, by the members of the Company at the AGM held on July 28, 2025, to hold office for eight months for a term up to March 31, 2026.

The Board of Directors on the recommendation of the Nomination and Remuneration/Compensation committee, at the meeting held on November 18, 2025, and subject to the approval of members, approved the re-appointment of Mr. Parag Bhise as a Whole time Director & CEO of the Company for the period i.e. April 01, 2026, till March 31, 2028, at the terms and conditions including his remuneration as below:

1. Fixed Salary: Rs. 2,15,75,677 / p.a. (Comprising primarily of Basic salary, House rent allowance, medical allowance, leave travel allowance, Refreshment allowance and others) to be paid in accordance with Company's policy and subject to withholding tax.
2. Performance bonus /Special bonus/ Variable payout: Annual Variable pay/Special bonus for each fiscal year subject to Company's achievements or as determined by the Board or its committee.
3. Employee benefits: Benefit Plans as maintained by the Company including Provision of Company Cars with Driver, Communication facilities at office and/or residence for official purposes, Personal accident insurance/ Group life insurance, contribution to retirement benefits such as Provident fund, Pension fund, Gratuity, etc.
4. Leave with full pay and allowances shall be allowed per the Rules of the Company.
5. Commission: Such remuneration by way of commission in addition to the salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year as may be determined by the Board of Directors of the Company at the end of each financial year subject to the overall ceilings stipulated in Sections 196 and 197 of the Companies Act 2013 and rules made thereunder.
6. Periodic increment: The components of Mr. Parag Bhise compensation as set above may be revised from time to time, by the Board or its Committee at its sole discretion

All the above-mentioned components of the Compensation shall be paid, in accordance with the Company's normal payroll practices and subject to withholding tax and shall always be subject to the overall ceiling laid down in Section 196 and 197 and other applicable provisions of the Companies Act 2013

**Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year during the tenure of his directorship, the remuneration as stated above, by way of salary and perquisites shall be paid as minimum remuneration subject to the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) or such other limits as prescribed by the Government from time to time as minimum remuneration.

The additional information as required under Schedule V of the Act is given below:

**I. General Information:**

**1) Nature of Industry:**

The Company, inter alia, software product company that provides lending and transaction banking products to global financial leaders.

**2) Date or expected date of commencement of commercial production:**

The Company was incorporated on January 09, 1989 and started the operations in the year 1989.

**3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable.

**4) Financial performance based on given indicators – as per audited financial results for the year ended March 31, 2025:**

Particulars	₹ in crores
Gross Turnover & Income	<b>768.66</b>
Net Profit as per Statement of Profit & Loss (After Tax)	<b>161.76</b>
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	<b>192.27</b>
<b>Net Worth</b>	<b>783.33</b>

**5) Foreign investments or collaborators, if any:**

Not Applicable

## II. Information about the appointee:

- 1) **Background details:** Refer Annexure to the Explanatory Statement of this Notice.
- 2) **Past remuneration:** Refer Annexure to the Explanatory Statement of this Notice.
- 3) **Recognition or awards:** Refer Annexure to the Explanatory Statement of this Notice.
- 4) **Job Profile and his suitability:** Refer Annexure to the Explanatory Statement of this Notice.
- 5) **Remuneration proposed:** As stated above.
- 6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Considering the Company's scale, Mr. Parag Bhise's profile, and his pivotal role in driving significant business growth across key sectors, the proposed remuneration is aligned with industry benchmarks and comparable senior leadership positions in peer organizations.
- 7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:** Besides the remuneration proposed to be paid to him, Mr. Parag Bhise does not have any other pecuniary relationship with the Company or the managerial personnel or other director.

## III. Other Information

- 1) **Reasons of loss or inadequate profits:** Not applicable, as the Company has posted net profit after tax of ₹161.76 crores during the year ended March 31, 2025.
- 2) **Steps taken or proposed to be taken for improvement:** Not applicable as the Company has adequate profits.
- 3) **Expected increase in productivity and profits in measurable terms:** Not applicable as the Company has adequate profits.

## IV. Disclosures:

All the information and disclosures with respect to the remuneration of all the Directors were provided in the Corporate Governance Report forming part of the Annual Report for F.Y. 2024-25 under the Heading "**Compensation paid/payable to the Directors for the period April 2024 to March 2025**" as per the requirement of Section II of Part II of Schedule V of the Act. Considering that the re-appointment of Mr. Parag Bhise as the Whole Time Director & CEO is effective from April 01, 2026, the information and disclosures of the revised remuneration of Mr. Parag Bhise will be provided in the Corporate Governance Report forming part of the Annual Report for F.Y. 2026-27 onwards, as applicable.

The Company has received the following disclosures/statements from Mr. Parag Bhise:

- i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, the Board recommends the re-appointment of Mr. Parag Bhise, as a Whole-time Director & CEO of the Company, to the Members for their approval.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice, are provided in this Notice

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Parag Bhise, are in any way concerned or interested in the Ordinary Resolution set out at item No. 1 of the Notice.

### Brief Profile of Mr. Parag Bhise is as follows:

Mr. Parag Bhise is the Chief Executive Officer of Nucleus Software. In his most recent role as EVP of Product Engineering, he was responsible for ensuring that Nucleus's flagship products – FinnOne Neo® and FinnAxia® – are developed using the latest technologies and methodologies.

With three decades of experience, Mr. Bhise combines deep industry expertise with a passion for leveraging technology to solve business challenges. Throughout his career, he has managed various domains, including software development, delivery, quality assurance, IT infrastructure management, and internal systems. His diverse experience enables him to ensure that Nucleus products are of the highest quality, resilient, and future-proof.

A strong advocate of lifelong learning and continuous improvement, he recently completed MIT's Professional Certificate in Innovation & Technology. This adds to his Master's degree in Computer Applications from BIT Mesra and his MBA from the Management Development Institute, Gurgaon.

## **Item No. 2**

The Nomination and Remuneration/Compensation Committee ("the Committee") has previously identified and finalized the desired attributes for the appointment of Independent Director(s) on the Board, taking into consideration various factors such as skill matrix, diversity, time commitment, experience, expertise, independence, and applicable statutory requirements. Accordingly, the Committee recommends to the Board the appointment of candidates who meet these criteria and are suitably qualified to serve on the Board and its Committees.

Based on the recommendation of the Committee, the Board at its meeting held on February 10, 2026 appointed Dr. Nitin Ramesh Gokarn (DIN: 07619691) as an Additional Director (in the capacity of Independent Director) of the Company with effect from February 10, 2026 for a term of five consecutive years i.e. upto February 09, 2031 subject to approval of members.

Further, the Committee also placed before the Board that the skills, expertise and competencies possessed by Dr. Nitin Ramesh Gokarn are in alignment with the skills and expertise, identified by the Committee and the Board.

The Company has received from Dr. Nitin Ramesh Gokarn following Confirmation/declarations:

- (i) Consent in writing to act as an Independent Director in Form DIR-2 pursuant to the Appointment Rules,
- (ii) Intimation in Form DIR-8 pursuant to the Appointment Rules, to the effect that he is not disqualified under Section 164(2) of the Act, and
- (iii) Declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI LODR Regulations.
- (iv) Confirmation that he has not been debarred or disqualified by SEBI / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as director of companies.
- (v) Confirmation that he is in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.
- (vi) Confirmation that he has not been a partner of a firm that had transactions during the last three financial years with Nucleus Software Exports Limited amounting to 10(ten) percent or more of its gross turnover.

In accordance with the provisions of the Act and Regulation 25 of the SEBI LODR Regulations, an Independent Director can be appointed for a term of 5 years subject to the approval of the members of the Company by way of a Special Resolution. Further, pursuant to Regulation 17(1C) of the SEBI LODR Regulations, the approval of the members of the Company is required to be taken within a period of three months from date of his/her appointment or at the next general meeting, whichever is earlier. Pursuant to all these provisions, the Board recommends the appointment of Dr. Nitin R Gokarn as the Independent Director of the Company, to Members for their approval.

Further, in terms of the provisions of Sections 149 and 152 of the Act read with the Appointment Rules 2014, an Independent Director shall not be liable to retire by rotation.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

The draft terms and conditions for appointment of an Independent Director are available for inspection by any member electronically and are placed on website of the Company at [www.nucleussoftware.com](http://www.nucleussoftware.com).

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Dr. Nitin Ramesh Gokarn, are in any way concerned or interested in the Special Resolution set out at item No. 2 of the Notice.

## **Brief profile of Dr Nitin Ramesh Gokarn is as follows:**

Dr. Nitin Ramesh Gokarn is a former IAS and IPS officer from Uttar Pradesh. He has worked in public administration and public policy for more than 37 years. He has worked for both the Government of India and the Government of Uttar Pradesh. He has held many high-level positions, including Additional Chief Secretary and Principal Secretary in

important departments like Housing & Urban Planning, Public Works, State Tax, Urban Development, Road Transport & Highways, and others. He has also worked as Joint Secretary for the Ministry of Road Transport and Highways and as CEO and Project Director for NATRIP under department of Heavy Industries at the central level. He brings rich and diverse experience of governance, infrastructure development, urban planning, transportation, taxation, regulatory frameworks, public-private partnerships, and e-governance. Dr. Gokarn possess multiple educational qualifications including a PhD in Transformational Leadership, Chartered Financial Analyst (CFA) from ICFAI, Hyderabad and Post Graduate Programme in Public Policy and Management from IIM Bangalore with component in Maxwell School of Public Policy, Syracuse, USA.

### **Item No. 3, 4 and 5**

Equity-based remuneration aligns the personal goals of employees with the organizational objectives by enabling them to participate in the ownership of the Company. The Company recognizes the importance of enhancing employee engagement, rewarding employees for their continued association and performance, and motivating them to contribute to the sustained growth and profitability of the Company.

With a view to driving the long-term objectives of the Company and to attract, motivate and retain employees by rewarding their performance, as well as to incentivize key talent to contribute to the long-term growth of the Company, it is proposed to approve and adopt the Nucleus Software RSU Scheme – 2026 (“Scheme”).

The Nomination and Remuneration/Compensation Committee of the Company, at its meeting held on February 9, 2026, considered and recommended the Scheme to the Board of Directors. Subsequently, the Board of Directors, at its meeting held on March 25, 2026, considered and approved the Scheme. The Scheme is proposed to be implemented through the trust route for extending benefits to eligible employees, wherein the Nucleus Software Equity Incentive Trust (“Trust”) will acquire equity shares of the Company either by way of fresh allotment from the Company and/or through secondary acquisition from the market; however, the primary mode of acquisition is proposed to be through secondary acquisition from the market.

In terms of Regulation 6(1) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the issue of Restricted Stock Units (“RSUs”) under the aforesaid Scheme requires the approval of the members of the Company by way of a Special Resolution. Accordingly, the Special Resolution set out at **Item No. 3** is proposed for the approval of the members.

Further, pursuant to Regulation 6(3)(c) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the members by way of a separate Special Resolution is also required for grant of RSUs to the eligible employees and directors of the subsidiary company(ies), whether in India or outside India. Accordingly, the Special Resolution set out at **Item No. 4** is proposed for seeking approval of the members for the said purpose.

Furthermore, pursuant to Regulation 6(3)(a) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the members by way of a separate Special Resolution is also required for Secondary Acquisition of equity shares of the Company by the Nucleus Software Equity Incentive Trust (“Trust”) for the purpose of implementation of the Scheme. Accordingly, the Special Resolution set out at **Item No. 5** is proposed for seeking approval of the members for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

#### **1. Brief Description of the Scheme(s):**

The Scheme shall be called as Nucleus Software RSU Scheme – 2026.

##### **The Purpose of the Scheme:**

At our organization, the RSU Scheme is designed to recognize and reward exceptional contributions that create long-term value. RSUs are granted selectively to employees who demonstrate a strong and sustained impact on business outcomes—both in what they deliver and how they deliver it.

#### **2. The total number of benefits to be offered and granted:**

The maximum number of RSUs that may be granted pursuant to this Scheme shall not exceed 10,00,000 (Ten Lakhs) which shall be convertible into equal number of Shares.

If any RSUs granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such RSUs shall be available for further Grant under the Scheme unless otherwise determined by the Committee.

Further, the maximum number of RSUs that can be Granted and the Shares arise upon Exercise of these RSUs shall stand adjusted in case of Corporate Action.

**3. Identification of classes of Employees entitled to participate and be beneficiaries in the Scheme:**

- a. An Employee as designated by the Company, who is exclusively working in India or outside India; or
- b. A Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- c. An Employee as defined in clause (a) or (b) of a Subsidiary, in India or outside India, of the Company but does not include
  - (a) An Employee who is a Promoter or a person belonging to the Promoter Group; or
  - (b) A Director who either himself or through his Relative or through any Body Corporate directly or indirectly holds more than ten percent of the outstanding shares of the Company.

**4. Requirement of Vesting and period of Vesting:**

Vesting Period shall commence from the Grant Date subject to minimum of 1 (One) year from the Grant Date and a maximum of 4 (Four) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

Provided further that in the event of death or Permanent Incapacity of an Employee, the minimum Vesting Period, as aforesaid, shall not be applicable and in such instances, the RSUs shall vest in terms of SEBI (SBEB & SE) Regulations, on the date of the death or Permanent Incapacity.

The Vesting would be subject to the continued employment of the Grantee and may further be linked with certain Performance Parameters, as determined by the Committee and mentioned in the Grant Letter.

**5. Maximum period (subject to regulation 18(1) of these regulations, as the case may be) within which the units shall be vested:**

The maximum period within which the RSUs shall be vested is 4 (Four) years from the date of grant of such RSUs.

**6. Exercise Price or Pricing Formula:**

Under this Scheme, the Exercise Price of the Shares will be decided by the Committee at the time of Grant and will be linked with the Market Price as defined under the Scheme.

The Committee has power to provide suitable discount, as deems fit, on such price as arrived above. However, in any case the Exercise Price shall not go below the face value of the Share of the Company.

Further, the Committee has the power to re-price the Grants in future if the Grant made under the Scheme is rendered unattractive due to the fall in the price of Shares, after complying the conditions as mentioned in the SEBI (SBEB & SE) Regulations, subject to approval of the members of the Company.

**7. Exercise period and process of Exercise**

After Vesting, the RSUs can be Exercised either wholly or partly, within a maximum period of 2 (Two) years from the date of respective Vesting or such other lesser time period as determined by the Committee at its sole discretion from time to time and mentioned in the Grant Letter/Vesting Letter of the Grantee.

The mode and manner in which RSUs can be Exercised shall be communicated to the Grantees individually.

**8. Appraisal process for determining the eligibility of the Employees for the scheme:**

This Scheme shall be applicable for all regular payroll employees of Nucleus Software Exports Limited and its wholly owned subsidiaries globally. Employees may be considered for RSU grants based on a combination of the following factors:

- **Consistently Exceeding Performance**
  - Consistently delivering outcomes that significantly surpass defined goals and expectations.
  - Demonstrating innovation, ownership, and measurable business impact beyond the scope of the role.
- **Role Criticality**
  - Holding positions that are strategically important to the organization's growth, continuity, or competitive advantage.
  - Possessing skills or expertise that are scarce, highly specialized, or critical to key initiatives.

- **Leadership Behaviours (“How” of Work)**

Employees are expected to role model eight key competencies defined under Nucleus Leadership Compass falling into three broad categories of Leading Self, Leading Others and leading business.

- **Lean Adoption**

Employees who effectively apply structured ‘Lean’ problem-solving and decision-making approaches will be viewed favourably.

Potential candidates can be granted RSUs based upon the discretion of the Committee in consultation and recommendations from the designated panel.

**9. Maximum number of, shares, to be offered and issued per Employee and in aggregate, if any:**

The Committee shall Grant RSUs to one or more eligible Employees, in accordance with the terms and conditions of the Scheme for the time being in force and subject to Employee’s employment terms or his continuity in the employment, and other parameters as set out by the Committee, if any.

Subject to availability of RSUs in the pool under the Scheme, the maximum number of RSUs that can be granted to any Eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to Grant such number of RSUs equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any Eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

The maximum number of RSUs that may be granted pursuant to this Scheme shall not exceed 10,00,000 (Ten Lakhs) which shall be convertible into equal number of Shares.

**10. Maximum quantum of benefits to be provided per Employee under the scheme:**

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company’s Share on the Recognized Stock Exchanges as on the Date of Exercise of RSUs and the Exercise Price paid by the Employee.

**11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:**

The Scheme shall be implemented through Trust Route wherein the Trust may acquire the Shares from the following sources:

- a. Fresh allotment from the Company and/or
- b. Secondary Acquisition from the Recognised Stock Exchange.

Provided that the primary route for acquisition of Shares shall be Secondary Acquisition from the Recognised Stock Exchange.

**12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:**

The Scheme involves both Fresh allotment from the Company and / or Secondary acquisition from the market.

**13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

For the purpose of acquisition of Shares by the said Trust, the Trust maybe funded by the Company, either through a loan or any other form of financial assistance permissible under Applicable Laws. Further, the Trust may take loans from banks or any other person/source under Applicable Laws.

The total amount of provision of money for purchase of fully paid- up Equity Shares in the Company by the Nucleus Software Equity Incentive Trust shall not exceed the maximum limit prescribed under Applicable Laws, from time to time, presently not exceeding 5% of the aggregate of paid capital and free reserves of the Company as provided in Companies Act, 2013. The loan shall be repayable by the Trust subject to availability of the funds received pursuant to Exercise of RSUs under the Scheme and in accordance with the relevant provisions of the applicable laws & regulations. The utilization of such loan shall be for the objects of the Trust as mentioned in the trust deed including the implementation of the Scheme wherein it will purchase the Shares of the Company through Secondary Acquisition from the Market and/or fresh allotment from the Company. The Trust shall repay the loan to the Company by utilizing the proceeds realized from Exercise of RSUs by the Grantees and the accruals of the Trust during the tenure of the Scheme or at termination of the Scheme.

**14. The Maximum percentage of Secondary Acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:**

The Trust shall acquire the Shares subject to the limits as prescribed under SEBI (SBEB & SE) Regulations, from time to time.

The total number of Shares under Secondary Acquisition held by the Trust in pursuance to the Scheme or any other share based Employee benefit Scheme implemented in the past, shall at no time, exceed 5 (Five) percent of the Paid-up Equity Capital of the Company as at the end of the financial year immediately prior to the year in which the Shareholder approval is obtained for such Secondary Acquisition in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, as amended from time to time.

The Secondary Acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI (SBEB & SE) Regulations, as amended from time to time.

The above-mentioned ceiling limits shall automatically include within their ambit the expanded or reduced capital of the Company where such expansion or reduction has taken place on account of Corporate Action.

**15. A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15:**

The Company shall comply with the requirements of IND-AS and shall use Fair Value method. The Company shall comply to all the requirement of disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations or as may be prescribed by regulatory authorities from time to time including 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time.

Compensation cost will be booked in the books of account of the Company over the Vesting period.

**16. The method which the Company shall use to value its Benefits:**

The Company shall comply with the requirements of IND-AS and shall use Fair Value method

**17. Statement with regard to Disclosure in Director's Report:**

As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("*EPS*") of the company shall also be disclosed in the Directors' report.

**18. Period of lock-in:**

The Shares transferred to the Grantees pursuant to Exercise of RSUs will not be subject to any lock-in period and can be freely sold by the Grantee.

**19. Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

The Committee has the powers to determine the procedure for buy-back of specified securities granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

In terms of Section 62 of the Companies Act, 2013 and Regulation 6(3) of SEBI (SBEB & SE) Regulations, 2021, the approval of the Members is sought by way of Special Resolution for the approval of the Nucleus Software RSU Scheme – 2026.

The Board of Directors of the Company recommend the Special resolutions as set out at Item nos. 3, 4 and 5 for approval by the Members of the Company.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the RSUs may be granted under the Scheme.

Nucleus Software RSU Scheme – 2026 and other documents referred to in the aforesaid resolutions are available for inspection on the website of the Company or at the registered office of the Company.

**Item No. 06**

In order to execute Nucleus Software RSU Scheme – 2026 through Trust route, the Company needs to make provision of funds to the Trust to enable it to purchase the Shares of the Company.

Pursuant to **Section 67(3)** of the Companies Act, 2013, and **Rule 16** of the Companies (Share Capital and Debentures) Rules, 2014, the Company is authorized for creating the provisioning of money in accordance with the Nucleus Software RSU Scheme – 2026 (**Scheme**), or any other equity-linked scheme approved by the members of the Company through a special resolution. The purpose of this provision is to enable the Nucleus Software Equity Incentive Trust ("**Trust**") to purchase or subscription of fully paid-up Shares of the Company, which shall be held by the Trustees for the benefit of the employees of the Company including its Subsidiary Company, in India or outside India, of the Company or any other persons eligible for such benefits as determined from time to time.

Therefore, the Board of Directors of the Company recommends the Special Resolution set out in **Item No. 6** for approval by the Members of the Company.

The disclosures as per Rule 16 of Companies (Share Capital and Debentures) Rules, 2014, are as under:

1.	<b>The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares.</b>	<p>a. An Employee as designated by the Company, who is exclusively working in India or outside India; or</p> <p>b. A Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or</p> <p>c. An Employee as defined in clause (a) or (b) of a Subsidiary, in India or outside India, of the Company</p> <p>but does not include</p> <p>a. An Employee who is a Promoter or a person belonging to the Promoter Group; or</p> <p>b. A Director who either himself or through his Relative or through any Body Corporate directly or indirectly holds more than ten percent of the outstanding shares of the Company.</p>
2.	<b>The particulars of the Trustee or Employees in whose favor such Shares are to be registered.</b>	<p><b>Name of the Trust:</b> Nucleus Software Equity Incentive Trust.</p> <p><b>Name of the Trustees:</b></p> <ul style="list-style-type: none"> <li>● Beacon Trusteeship Limited</li> </ul>
3.	<b>Particulars of Trust.</b>	<p><b>Name of the Trust:</b> Nucleus Software Equity Incentive Trust.</p> <p><b>Address of the Trust:</b> 5W, 5th Floor, The Metropolitan, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India, 400051</p>
4.	<b>Name, Address, Occupation and Nationality of Trustees.</b>	<p>1. <b>Name:</b> Beacon Trusteeship Limited</p> <p>2. <b>Address:</b> 5W, 5th Floor, The Metropolitan, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India, 400051</p> <p>3. <b>Occupation:</b> Business</p> <p>4. <b>Nationality:</b> Indian</p>
5.	<b>Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any.</b>	NIL
6.	<b>Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof.</b>	The Key Managerial personnel and Directors are interested in the Scheme only to the extent of the RSUs that may be granted to them, if any, under the Scheme.

7.	<b>The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme.</b>	<p>At our organization, the RSU Scheme is designed to recognize and reward exceptional contributions that create long-term value. RSUs are granted selectively to employees who demonstrate a strong and sustained impact on business outcomes—both in what they deliver and how they deliver it.</p> <p>Further, the Employees will be entitled to exercise the RSUs granted to them at the exercise price during the exercise period pursuant to the Scheme.</p>
8.	<b>The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised.</b>	<p>The Trust would be considered as the registered Shareholder of the Company till the date of transfer of Shares to the Employees as defined under the Scheme.</p> <p>However, the Trustees will not have any right to vote on the Equity Shares held by the Trust.</p> <p>Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.</p>

In terms of the Section 67(3) Companies Act, 2013, read with Rule 16 of Chapter IV of the Companies Act, 2013, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfil the requirements of Nucleus Software RSU Scheme – 2026.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the RSUs that may be granted under the said Scheme.

By Order of the Board of Directors  
For **Nucleus Software Exports Limited**

Place: Noida  
Date: March 25, 2026

Sd/-  
**Poonam Bhasin**  
Company Secretary  
Membership No. 10865

**Details of Directors seeking Appointment/Re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings:**

<b>Name</b>	<b>Mr. Parag Bhise</b>	<b>Dr. Nitin Ramesh Gokarn</b>
<b>DIN</b>	08719754	07619691
<b>Age</b>	60 years	61 years
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	As provided in the explanatory statement. Please refer to the Company's website: <a href="http://www.nucleussoftware.com">www.nucleussoftware.com</a> for his detailed profile	As provided in the explanatory statement. Please refer to the Company's website: <a href="http://www.nucleussoftware.com">www.nucleussoftware.com</a> for his detailed profile
<b>Skills and Capabilities</b>	As provided in the explanatory statement.	As provided in the explanatory statement.
<b>Date of first appointment on the Board</b>	March 16, 2020	February 10, 2026
<b>Directorships held in other companies (public limited companies)</b>	<ul style="list-style-type: none"> <li>• Nucleus Software Limited</li> <li>• Nucleus Software Kabushiki Kaisha</li> </ul>	<ul style="list-style-type: none"> <li>• Veedol Corporation Ltd</li> </ul>
<b>Resignations from the Listed Companies in the past three years</b>	None	None
<b>Memberships/ Chairmanships of committees of other companies</b>	NA	Veedol Corporation Ltd <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration/ Compensation Committee*</li> </ul>
<b>Number of Equity Shares held in the Company</b>	28,959	None
<b>Inter-se relationship with other directors/ Key Managerial Personnel</b>	None	None
<b>Number of meetings of the Board of Directors attended during FY 25-26</b>	Till the date of this Postal Ballot Notice: 12 out of 12 meetings	Till the date of this Postal Ballot Notice: 3 out of 12 meetings, since he was appointed as an additional director by the Board on February 10, 2026
<b>Details of Remuneration last drawn</b>	As provided in explanatory statement	Not Applicable
<b>Remuneration proposed to be paid</b>	As provided in the explanatory statement	Remuneration by way of annual commission as may be decided by the Board of Directors from time to time, which together with commission paid to other Non-Executive Directors shall not exceed 1% (one percent) of the annual net profits of the Company for each financial year, calculated in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.  In addition, sitting fees for attending the Board/Committee meetings shall also be paid by the Company.
<b>Terms and conditions of Appointment/ Re-appointment</b>	As per the details provided under the resolution and explanatory statement for business item no. 1.	As per the details provided under the resolution and explanatory statement for business item no. 2.

\* Chairman/Chairperson