



May 16, 2025

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051 SYMBOL: NUCLEUS	BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 SCRIP CODE: 531209
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Dear Sirs,

SUB: OUTCOME OF THE BOARD MEETING AND FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2025**Ref: Regulation 33 and 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 In term of the Regulation 33 and 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This has reference to our letter dated April 28, 2025, regarding the captioned subject. The Board, at their meeting held today on May 16, 2025 transacted the following items of business:

A. Annual Audited Financial Results:

- i. Approved the Audited Standalone Results and Unaudited Consolidated Results for the Quarter ended March 31, 2025;
- ii. Approved the Audited Standalone Results and Audited Consolidated Results for the Year ended March 31, 2025 along with Standalone Audit Report and Consolidated Audit Report;

The above Financials have been duly reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 16, 2025.

B. Final Dividend

Further the Board of Directors of the Company at its meeting held today has recommended final dividend of Rs. 12.50 per equity share of face value of Rs. 10/- each (i.e. 125% of Face Value of Rs. 10/- each) for the financial year 2024-25, subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company.

C. Appointment of Secretarial Auditors

Pursuant to provisions of Regulation 24A and 30 read with Schedule III of the SEBI (Listing and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, this is to inform you that the Board of Directors of the Company, on recommendation of the Audit Committee, approved the appointment of M/s. Pl & Associates, a Peer Reviewed Firm of Company Secretaries in Practice (Firm registration number: **P2014UP035400**), as a Secretarial Auditor of the Company, to conduct secretarial audit of the Company for a period of five consecutive years from FY 2025-26 till FY 2029-30. The appointment shall be subject to the approval of shareholders of the Company at the ensuing AGM of the Company.

Registered Office

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

Tel.: +91.11.2462.7552 F.: +91.11.2462.0872



Details as required to be furnished under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed herewith as **Annexure A**.

D. Policy

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company at its meeting held today, has approved the amendments to the Company's Code of Conduct for Prevention of Insider Trading ('Code').

In compliance with the said regulations, kindly find enclosed herewith the amended Code for your record, and the same is also available on the website of the Company: www.nucleussoftware.com

Timings of Meeting:

Commencement Time: 09:30 A.M.

Conclusion Time: 01:40 P.M.

This is for your information and records.

Thanking You

Yours Sincerely

For Nucleus Software Exports Limited

Poonam Bhasin

Company Secretary

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(Annexure A)

Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sr. No.	Items for Disclosure	Description
1.	Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	Appointment of M/s. PI & Associates, a Peer Reviewed Firm of Company Secretaries in Practice (Firm registration number: P2014UP035400) as Secretarial Auditor of the Company, subject to approval of the Shareholders
2.	Date of appointment/re-appointment/ cessation (as applicable) and term of appointment/re-appointment	The Board of Directors at its meeting held on 16 th May 2025 have appointed M/s. PI & Associates as the Secretarial Auditor of the Company for first term of 5 (Five) consecutive financial years i.e. from FY 2025-2026 till FY 2029-2030.
3.	Brief Profile (in case of appointment)	<p>M/s. PI & Associates, a firm of Practicing Company Secretaries established in 2014, situated in New Delhi has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.</p> <p>The Firm is offering one stop solution for all corporate compliances & legal requirements. The Firm provides comprehensive professional services in Secretarial Audit, Corporate Governance, RBI matters, corporate laws and Due Diligence.</p> <p>The Firm provides its services to various prominent Companies, and their expertise has earned the trust of industry leaders across sectors like Banking, Finance and Insurance (BFSI), Media & Entertainment, Auto Components, Steel & Pipes, Start-up sector etc.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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