



March 25, 2026

To,  
The Manager,  
Corporate Services,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai -400051  
SYMBOL: NUCLEUS

To,  
The General Manager  
Department of Corporate Services,  
BSE Limited,  
1st Floor, P.J. Towers,  
Dalal Street, Mumbai-400001  
Scrip ID: 531209

**SUB: DISCLOSURE OF BOARD MEETING**

Dear Sir/ Madam,

In accordance with the provisions of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we wish to inform you that a meeting of Board of Directors of the Company was held today, March 25, 2026 commenced at 09:30 am and concluded at 05:55 pm. The meeting inter-alia transacted the following businesses:

1. Considered and approved the termination of ESOP Scheme – 2015 and dissolution of the Nucleus Software Employee Welfare Trust.
2. Considered and approved the Nucleus Software RSU Scheme – 2026 ("**Scheme**"), brief details of which are as under:

- 1.1 The Restricted Stock Units ("**RSUs**") Pool of the Scheme shall be 10,00,000 (Ten Lakhs) 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), exercisable into equal number of shares of face value Rs. 10/- each.

The disclosure pursuant to **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026**, is enclosed herewith as **ANNEXURE-A**.

- 1.2 The Scheme shall be administered by the Nomination and Remuneration/Compensation Committee of the Company and shall be implemented through 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 through fresh allotment from the Company and/or secondary acquisition from the market, provided that the primary mode of acquisition shall be through secondary acquisition from the market.
3. Considered and approved the 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.
4. Approved formation of Nucleus Software Equity Incentive Trust.

**Registered Office**

33-35 Thyagraj Nagar, New Delhi - 110003  
Tel.: +9.11.2462.7552 F.: +91.11.2462.0872



**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

**Corporate Office**

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Uttar Pradesh, 201307. India.

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5. Approved the provision of loan by the Company for the purchase of its own Equity Shares by the Nucleus Software Equity Incentive Trust for the benefit of Employees under Nucleus Software RSU Scheme-2026.
6. Approved acquisition of Equity Shares by way of secondary acquisition by Nucleus Software Equity Incentive Trust under Nucleus Software RSU Scheme -2026

Please take the aforesaid on your records and acknowledge the receipt.

Thanking You,

Yours Faithfully,

**For Nucleus Software Exports Limited**

**Poonam Bhasin**  
**(Company Secretary & Compliance Officer)**  
**Membership No.: A10865**

**Place: Noida**

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**ANNEXURE A**

**Details under Regulation 30 of the SEBI Listing Regulations read along with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026.**

Sl. No.	Particulars	Details
1.	<b>Name of the Scheme</b>	Nucleus Software RSU Scheme – 2026 ( <b>“Scheme”</b> )
2.	<b>Brief details of RSUs granted</b>	10,00,000 (Ten Lakhs) RSUs convertible into equal number of Shares of face value of Rs. 10/- each.  The Scheme shall be administered by the Nomination and Remuneration/Compensation Committee of the Company and shall be implemented through trust route, wherein an irrevocable Trust, will be set up by the Company by the name of Nucleus Software Equity Incentive Trust ( <b>“Trust”</b> ) and will acquire the Equity Shares of the Company either through fresh allotment from the Company and/or secondary acquisition from the market, provided that the primary mode of acquisition shall be through secondary acquisition from the market.
3.	<b>Whether the Scheme is in terms of SEBI (SBEB &amp; SE) Regulations, 2021 (if applicable)</b>	Yes
4.	<b>Total number of shares covered by these RSUs</b>	10,00,000 (Ten Lakhs) Equity Shares of face value Rs. 10/- each (Each RSU is convertible into equal number of Share of the Company).
5.	<b>Pricing Formula</b>	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 a power to provide suitable discount, as deems fit, on Market Price. However, in any case the Exercise Price shall not go below the face value of 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 Shareholders of the Company.
6.	<b>RSUs Vested</b>	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.
7.	<b>Time within which RSU may be exercised</b>	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

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		to time and mentioned in the Grant Letter/Vesting Letter of the Grantee.
8.	<b>RSUs exercised</b>	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.
9.	<b>Money realized by exercise of RSUs</b>	
10.	<b>The total number of Shares arising as a result of exercise of RSU</b>	
11.	<b>RSUs lapsed</b>	
12.	<b>Variation in terms of RSUs</b>	
13.	<b>Brief details of significant terms</b>	<p>The Scheme is administered by the Nomination and Remuneration/Compensation Committee of the Company and shall be implemented through trust route, wherein an irrevocable Trust, will be set up by the Company by the name of Nucleus Software Equity Incentive Trust ("<b>Trust</b>") and will acquire the Equity Shares of the Company either through fresh allotment from the Company and/or secondary acquisition from the market, provided that the primary mode of acquisition shall be through secondary acquisition from the market.</p> <p>The grant of RSUs is based upon the eligibility criteria as mentioned in the Scheme.</p> <p>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.</p> <p>The granted RSUs once vested shall entitle the unit holder to acquire equal number of Equity Shares, upon payment of exercise price, applicable taxes and other charges, if any, in accordance with terms and conditions of the Scheme.</p> <p>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.</p>
14.	<b>Subsequent changes or cancellation or exercise of such RSUs</b>	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.
15.	<b>Diluted earnings per share pursuant to the issue of equity shares on exercise of RSUs.</b>	Not Applicable, as this outcome is pertaining to date of approval of Board of Directors.

Kindly take the same on record.

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