



February 12, 2024

<b>The Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (E) Mumbai-400051. Fax Nos. 022-26598236/237/238 SYMBOL: NUCLEUS</b>	<b>The Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, 25<sup>th</sup> Floor, Dalal Street Mumbai-400001 Fax No. 022-22722061/41/39 SCRIP CODE: 531209</b>
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Dear Sirs,

**SUB: OUTCOME OF THE BOARD MEETING**

This has reference to our letter dated January 25, 2024, regarding the captioned subject. The Board, at their meeting held on February 12, 2024 transacted the following items of business:

**Financial Results**

1. Approved the Audited Standalone Financial Results with Auditor Report of the Company as per INDAS for the quarter and nine months ending December 31, 2023;
2. Approved the Un-Audited Consolidated Financial Results with Limited Review Report of the Company as per INDAS for the quarter and nine months ending December 31, 2023;

**Appointment of Independent Directors**

3. Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved the appointment of Mr. Shekar Viswanathan (**DIN: 01202587**), as an Additional Director in the category of Non -Executive Independent Director of the Company w.e.f. February 12, 2024 for a term of upto 5 (five) consecutive years, subject to shareholders' approval.

It may be noted that Mr. Shekar Viswanathan has no relationship with any member of the Board of directors and meets all the criteria for being appointed as an independent director under applicable laws including circulars issued by the stock exchanges from time to time.

Further 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 has been obtained that he is not debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed as **Annexure-A** to this letter, the contents of which are self-explanatory.

4. Based on the recommendation of the Nomination and Remuneration/Compensation Committee, the Board considered and approved the appointment of Mr. Prakash Chandra Kandpal (**DIN: 06452437**),

**Registered Office**

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

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as an Additional Director in the category of Non -Executive Independent Director of the Company w.e.f. February 12, 2024 for a term of upto 5 (five) consecutive years, subject to shareholders' approval.

It may be noted that Mr. Prakash Chandra Kandpal has no relationship with any member of the Board of directors and meets all the criteria for being appointed as an independent director under applicable laws including circulars issued by the stock exchanges from time to time.

Further 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 has been obtained that he is not debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed as **Annexure-B** to this letter, the contents of which are self-explanatory.

### **Postal Ballot Notice**

5. Approved the Postal Ballot Notice to seek approval of the shareholders for the following:
  - a. Appointment of Mr. Shekar Viswanathan (**DIN: 01202587**), as an Independent Director for a term of five years from February 12, 2024 to February 11, 2029.
  - b. Appointment of Mr. Prakash Chandra Kandpal (**DIN: 06452437**), as an Independent Director for a term of five years from February 12, 2024 to February 11, 2029.

Postal Ballot Notice shall be sent to the shareholders and filed with the exchanges in due course.

### **Timings of Meeting:**

Commencement Time: 1.30 p.m.

Conclusion Time: 05:20 p.m.

This is for your information and records.

Thanking You

Yours Sincerely

**FOR NUCLEUS SOFTWARE EXPORTS LIMITED**

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

**Encl: As above**

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**Annexure-A**

**Details under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.**

Sr. No.	Particulars	Information
1.	<b>Name of Director/Nature of Directorship</b>	Mr. Shekar Viswanathan ( <b>DIN: 01202587</b> ) Independent Director
2.	<b>Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise</b>	Appointment as an Additional Director in the category of Independent Director (Non-Executive).
3.	<b>Date of appointment/reappointment/cessation (as applicable) &amp; term of appointment/re-appointment;</b>	Effective from February 12, 2024, for a period of up to 5 (five) years subject to approval of the Shareholders of the Company by way of a Special Resolution within 3 months.
4.	<b>Brief profile (in case of appointment)</b>	<p>Mr. Shekar Viswanathan has over four decades of rich and varied experience. He retired as the Vice Chairman and Whole-time Director of Toyota Kirloskar Motors Private Limited end 2020. He joined Toyota Kirloskar group of companies in 1999 and served here for 22 years across various critical leadership functions and has been a member of the Board of Directors of each of the 3 Toyota Group companies that he served.</p> <p>Having started his career with the renowned Unit Trust of India, then moving to The Chase Manhattan Bank as Second Vice President handling trade finance and investment banking products, he interacted extensively with the Ministry of Finance and several leading PSU's.</p> <p>Mr. Viswanathan holds a Bachelor of Arts in Economics, from the University of Madras and has completed his article ship from Messrs Fraser &amp; Ross &amp; Brakes India Ltd. He is a member of The Institute of Chartered Accountants of India.</p>
5.	<b>Disclosure of relationships between directors (in case of appointment of a director).</b>	Mr. Shekar Viswanathan is not related to any of the Directors of the Company.
6.	<b>Information as required pursuant to BSE Circular with to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated June 20, 2018</b>	Mr. Shekar Viswanathan, is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority

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**Annexure-B**

**Details under Regulation 30 of the Listing Regulations read with SEBI Circular No.  
SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.**

Sr. No.	Particulars	Information
1.	<b>Name of Director/Nature of Directorship</b>	Mr. Prakash Chandra Kandpal ( <b>DIN: 06452437</b> ) Independent Director
2.	<b>Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise</b>	Appointment as an Additional Director in the category of Independent Director (Non-Executive).
3.	<b>Date of appointment/reappointment/cessation (as applicable) &amp; term of appointment/re-appointment;</b>	Effective from February 12, 2024, for a period of up to 5 (five) years subject to approval of the Shareholders of the Company by way of a Special Resolution within 3 months.
4.	<b>Brief profile (in case of appointment)</b>	Mr. Prakash Chandra Kandpal has a rich and varied experience of over 36 years with State Bank of India and its subsidiaries . He retired as Deputy Managing Director from retail business of SBI . Mr. Kandpal has held multiple leading responsibilities at SBI including MD & CEO of SBI General Insurance. He has an in-depth expertise in Banking, Insurance, Mutual funds space and has contributed immensely to the Banking and financial services industry. He has led many renowned initiatives in Investments and Governance.  Mr. Kandpal holds a M.A. in Economics from Kumaon University, Nainital and has multiple professional certifications such as an Executive MBA program (curated for SBI) from ISB Hyderabad, Global Advance Management Program–AIIMA with Berkley University, USA.
5.	<b>Disclosure of relationships between directors (in case of appointment of a director).</b>	Mr. Prakash Chandra Kandpal is not related to any of the Directors of the Company.
6.	<b>Information as required pursuant to BSE Circular with to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated June 20, 2018</b>	Mr. Prakash Chandra Kandpal, is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority