NUCLEUS SOFTWARE EXPORTS LTD.
CIN : L74899DL1989PLC034594
Corporate Office
A-39, Sector-62, Noida,
Uttar Pradesh, 201307. India.
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July 03, 2018

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**	**The Listing Department** **Bombay Stock Exchange Limited** **Phiroze Jeejeebhoy Towers,** **25th Floor, Dalal Street** **Mumbai-400001** **Fax No. 022-22722061/41/39**

Dear Sir/Madam,

Sub: Voting Results under Regulation 44(3) and Scrutinizer Report

With reference to the above mentioned subject, Please find enclosed herewith copy of Voting results of the Remote-E Voting and Voting at Annual General Meeting through Voting System(Insta-Poll) in respect of the business transacted vide AGM Notice dated May 03, 2018. The Report of the Scrutinizer dated July 03, 2018, in Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 is enclosed herewith for reference. The same shall also be available on the website of the company i.e. www.nucleussoftware.com

Kindly take note of the same and oblige us.

Thanking You
Yours Faithfully
Nucleus Software Exports Limited

poonam bhasin

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Poonam Bhasin
Company Secretary

Voting Results of AGM	
Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of the AGM	02.07.2018
Total number of shareholders on record date i.e 25 June, 2018	16,256
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	 04 78
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	N.A.

1. Ordinary Resolution: To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2018 including Audited Balance Sheet and Profit and Loss account as on March 31, 2018 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018

Whether promoter/ promoter group are intersted in the Agenda/resolution							**NO**	
Category	**Mode of Voting**	**No. of shares held**	**No of Valid Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on Votes Polled**
		(1)	**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	Remote E-voting	19,627,866	0	69.6446	0	0	0.0000	0.0000
	E-voting at AGM		13,669,740	69.6446	13,669,740	0	100.0000	0.0000
	Total		**13,669,740**	**69.6446**	**13,669,740**	**0**	**100.0000**	**0.0000**
Public-Institutions	Remote E-voting	2,782,978	2,431,130	87.3571	2,431,130	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		**2,431,130**	**87.3571**	**2,431,130**	**0**	**100.0000**	**0.0000**
Public-Non Institutions	Remote E-voting	6,629,880	4,559	0.0688	4,559	0	100.0000	0.0000
	E-voting at AGM		153,792	2.3197	153,778	14	99.9909	0.0091
	Total		**158,351**	**2.3884**	**158,337**	**14**	**99.9912**	**0.0088**
Total		**29,040,724**	**16,259,221**	**55.9877**	**16,259,207**	**14**	**99.9999**	**0.0001**

vishnu rampratap dusad

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2. Ordinary Resolution: **To declare a final dividend of Rs. 8/- per Equity Share for the financial year ended March 31, 2018**

Whether promoter/ promoter group are intersted in the Agenda/resolution							NO	
Category	**Mode of Voting**	**No. of shares held**	**No of Valid Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on Votes Polled**
		(1)	**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	Remote E-voting	19,627,866	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		13,669,740	69.6446	13,669,740	0	100.0000	0.0000
	Total		**13,669,740**	**69.6446**	**13,669,740**	**0**	**100.0000**	**0.0000**
Public-Institutions	Remote E-voting	2,782,978	2,480,025	89.1141	2,480,025	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		**2,480,025**	**89.1141**	**2,480,025**	**0**	**100.0000**	0.0000
Public-Non Institutions	Remote E-voting	6,629,880	4,559	0.0688	4,559	0	100.0000	0.0000
	E-voting at AGM		153,792	2.3197	153,778	14	99.9909	0.0091
	Total		**158,351**	**2.3884**	**158,337**	**14**	**99.9912**	**0.0088**
Total		**29,040,724**	**16,308,116**	**56.1560**	**16,308,102**	**14**	**99.9999**	**0.0001**

3. Ordinary Resolution: **Re-appointment of Mr. R P Singh (DIN 00008350), as Director of the Company**

Whether promoter/ promoter group are intersted in the Agenda/resolution							NO	
Category	**Mode of Voting**	**No. of shares held**	**No of Valid Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on Votes Polled**
		(1)	**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	Remote E-voting	19,627,866	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		13,669,740	69.6446	13,669,740	0	100.0000	0.0000
	Total		**13,669,740**	**69.6446**	**13,669,740**	**0**	**100.0000**	**0.0000**
Public-Institutions	Remote E-voting	2,782,978	2,480,025	89.1141	2,480,025	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		**2,480,025**	**89.1141**	**2,480,025**	**0**	**100.0000**	**0.0000**
Public-Non Institutions	Remote E-voting	6,629,880	4,559	0.0688	4,559	0	100.0000	0.0000
	E-voting at AGM		153,792	2.3197	153,778	14	99.9909	0.0091
	Total		**158,351**	**2.3884**	**158,337**	**14**	**99.9912**	**0.0088**
Total		**29,040,724**	**16,308,116**	**56.1560**	**16,308,102**	**14**	**99.9999**	**0.0001**

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4. Ordinary Resolution: Ratification of Appointment of Statutory Auditors of the Company

Whether promoter/ promoter group are intersted in the Agenda/resolution							NO	
Category	**Mode of Voting**	**No. of shares held**	**No of Valid Votes Polled**	**% of Votes Polled on Outstanding Shares**	**No. of Votes in Favour**	**No. of Votes Against**	**% of votes in favour on Votes Polled**	**% of votes against on Votes Polled**
		(1)	**(2)**	**(3)=(2)/(1)*100**	**(4)**	**(5)**	**(6)=(4)/(2)*100**	**(7)=(5)/(2)*100**
Promoters and Promoter Group	Remote E-voting	19,627,866	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		13,669,740	69.6446	13,669,740	0	100.0000	0.0000
	Total		**13,669,740**	**69.6446**	**13,669,740**	**0**	**100.0000**	**0.0000**
Public-Institutions	Remote E-voting	2,782,978	2,480,025	89.1141	2,480,025	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		**2,480,025**	**89.1141**	**2,480,025**	**0**	**100.0000**	**0.0000**
Public-Non Institutions	Remote E-voting	6,629,880	4,559	0.0688	4,559	0	100.0000	0.0000
	E-voting at AGM		153,792	2.3197	153,778	14	99.9909	0.0091
	Total		**158,351**	**2.3884**	**158,337**	**14**	**99.9912**	**0.0088**
Total		**29,040,724**	**16,308,116**	**56.1560**	**16,308,102**	**14**	**99.9999**	**0.0001**

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SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

Chairman

NUCLEUS SOFTWARE EXPORTS LIMITED

(CIN: L74899DL1989PLC034594)

33-35, Thyagraj Nagar Market,

New Delhi- 110003

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting at Annual General Meeting (AGM) through electronic voting system (Insta-Poll) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Notice dated May 03, 2018 for 29th AGM of the Company held on July 02, 2018 at 11:30 A.M. at PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi- 110016.

I submit my report as under:-

1. The remote e-voting period commenced on Thursday, June 28, 2018 at 10:00 A.M. and ended on Sunday, July 01, 2018 at 05:00 P.M. via e-voting platform on the designated

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052900 Company Secretaries NEW DELHI

website of Karvy Computershare Private Limited, Authorized Agency to provide e-voting facility viz.: http://evoting.karvy.com

2. The Members of the Company as on the "cut off" date i.e. Monday, June 25, 2018 were entitled to avail the facility of remote e-voting as well as e-voting at the 29th AGM on the proposed resolutions.

3. The total paid up equity share capital of the Company as on Monday, June 25, 2018 was Rs. 29,04,07,240/- (Rupees Twenty Nine Crore Four Lacs Seven Thousand Two Hundred and Forty Only) divided into 2,90,40,724 (Two Crore Ninety Lacs Forty Thousand Seven Hundred and Twenty Four) equity shares of Rs. 10/- (Rupees Ten only) each.

4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of 29th AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolutions stated in the AGM Notice.

5. The Chairman ordered for e-voting at AGM i.e. Insta-Poll as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time.

6. After completion of Insta-Poll at the AGM at 12:00 P.M. remote e-votes were unblocked in the presence of two witnesses Ms. Renuka Jasuja R/o D-109, Shakarpur- 110092 and Mr. Mahaveer Singh R/o H. No. 1E, Vasant Nagar, Vasant Vihar, New Delhi 110057, who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Renuka Jasuja

Mahaveer Singh

7. The consolidated summary of results of e-voting at the AGM and remote e-voting are as under:

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052900 Company Secretaries NEW DELHI

Resolution No. 1- To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2018 including Audited Balance Sheet and Profit and Loss account as on March 31, 2018 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes at AGM	Remote e-Votes	Total	
Assent	1,38,23,518	24,35,689	1,62,59,207	99.99
Dissent	14	0	14	0.01
Total	1,38,23,532	24,35,689	1,62,59,221	100.00

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of e-voting at AGM & Remote e-voting are given in **Annexure- A.**

Resolution No. 2- To declare a final dividend of Rs. 8/-per Equity Share for the financial year ended March 31, 2018

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes at AGM	Remote e-Votes	Total	
Assent	1,38,23,518	24,84,584	1,63,08,102	99.99
Dissent	14	0	14	0.01
Total	1,38,23,532	24,84,584	1,63,08,116	100.00

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of e-voting at AGM & Remote e-voting are given in **Annexure- B.**

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052900 Company Secretaries NEW DELHI

Resolution No. 3- Re-appointment of Mr. R P Singh (DIN 00008350), as Director of the Company

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-Votes	Total	
Assent	1,38,23,518	24,84,584	1,63,08,102	99.99
Dissent	14	0	14	0.01
Total	1,38,23,532	24,84,584	1,63,08,116	100.00

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of e-voting at AGM & Remote e-voting are given in **Annexure- C.**

Resolution No. 4- Ratification of Appointment of Statutory Auditors of the Company

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-voting at AGM	Remote e-Votes	Total	
Assent	1,38,23,518	24,84,584	1,63,08,102	99.99
Dissent	14	0	14	0.01
Total	1,38,23,532	24,84,584	1,63,08,116	100.00

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of e-voting at AGM & Remote e-voting are given in **Annexure-D.**

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052900 Company Secretaries NEW DELHI

11. The register for e-voting at AGM and remote e-voting shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the said registers to the Company Secretary of the Company.

Thanking you,

For SANJAY GROVER & ASSOCIATES COMPANY SECRETARIES	Countersigned by
Devesh Vasisht Devesh Kumar Vasisht Partner Scrutinizer CP No.: 13700 July 03, 2018 New Delhi	vishnu ramprata p dusad Digitally signed by vishnu rampratap dusad DN: c=IN, o=Personal, cn=vishnu rampratap dusad, serialNumber=61677c470466904cdb7962d372c4342408c2b78ee2f2b9e849108140e36601f2, postalCode=250002, 2.5.4.20=f3685de82f40123d6f309f477210e2434d0b016a02bfe1bdc196f4db866cd278, st=Uttar pradesh Date: 2018.07.03 15:11:09 +05'30' Chairman/ Authorised Signatory July 03, 2018 New Delhi

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052900 Company Secretaries NEW DELHI

Annexure - A

Details of e-voting at AGM & Remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total Votes received	40	138,23,532	13,82,35,320
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	40	138,23,532	13,82,35,320
d) Votes with Assent	38	1,38,23,518	13,82,35,180
e) Votes with Dissent	2	14	140

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	47	24,35,689	2,43,56,890
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	47	24,35,689	2,43,56,890
d) Votes with Assent	47	24,35,689	2,43,56,890
e) Votes with Dissent	0	0	0

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052800 Company Secretaries NEW DELHI

Annexure - B

Details of E-voting at AGM & Remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH E-VOTING AT AGM

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total Votes received	40	138,23,532	13,82,35,320
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	40	138,23,532	13,82,35,320
d) Votes with Assent	38	1,38,23,518	13,82,35,180
e) Votes with Dissent	2	14	140

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	47	24,84,584	2,48,45,840
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	47	24,84,584	2,48,45,840
d) Votes with Assent	47	24,84,584	2,48,45,840
e) Votes with Dissent	0	0	0

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052900 Company Secretaries NEW DELHI

Annexure - C

Details of E-voting at AGM & Remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH E-VOTING AT AGM

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total Votes received	40	1,38,23,532	13,82,35,320
b)Less: Invalid Votes	0	0	0
c) Net Valid votes	40	1,38,23,532	13,82,35,320
d) Votes with Assent	38	1,38,23,518	13,82,35,180
e) Votes with Dissent	2	14	140

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	47	24,84,584	2,48,45,840
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	47	24,84,584	2,48,45,840
d) Votes with Assent	47	24,84,584	2,48,45,840
e) Votes with Dissent	0	0	0

SANJAY GROVER & ASSOCIATES Firm Registration No. P2001DE052900 Company Secretaries NEW DELHI

Annexure -D

Details of E-voting at AGM & Remote e-voting for Resolution No.-4 are as under:

D1. VOTING THROUGH E-VOTING AT AGM

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a)Total Votes received	40	1,38,23,532	13,82,35,320
b)Less: Invalid Votes	0	0	0
c) Net Valid Votes	40	1,38,23,532	13,82,35,320
d) Votes with Assent	38	1,38,23,518	13,82,35,180
e) Votes with Dissent	2	14	140

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	47	24,84,584	2,48,45,840
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	47	24,84,584	2,48,45,840
d) Votes with Assent	47	24,84,584	2,48,45,840
e) Votes with Dissent	0	0	0

SANJAY GROVER & ASSOCIATES Company Secretaries Firm Registration No. P2001DE052900 NEW DELHI