NUCLEUS SOFTWARE EXPORTS LTD.
CIN : L74899DL1989PLC034594

Corporate Office
A-39, Sector-62, Noida,
Uttar Pradesh, 201307. India.

T.: + 91 . 120 . 4031 . 400
F.: +91 . 120 . 4031 . 672
E.: nsl@nucleussoftware.com
W.: www.nucleussoftware.com

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

July 9, 2015

Dear Sir/Madam,

Sub: Clause No. 35A of the Listing Agreement -Voting Results

In accordance with Clause No. 35A of the Listing Agreement, we wish to inform you that the Members of the Company at the Annual General Meeting held on July 8, 2015 transacted the following business:

S.No.	Description		Particulars	
1	**Date of AGM**		July 8, 2015	
2	**Total number of shareholders on record date**		16,330	
3	**Book Closure Date**		July 2, 2015 to July 8, 2015	
4	No. of Shareholders present in the meeting either in person or through proxy*:			
	Shareholders	**In Person**	**Proxy**	**Total**
	Promoters and Promoter Group	1	0	1
	Public	109	0	109
	TOTAL	110	0	110
5	No. of Shareholders attended the meeting through Video Conferencing*			
	Shareholders	**In Person**	**Proxy**	**Total**
	Promoters and Promoter Group	**0**	**0**	**0**
	Public	**0**	**0**	**0**
	TOTAL	**0**	**0**	**0**

*Total number of shareholders who attended the Annual General Meeting of the Company were 110. However, out of the total shareholders present at the meeting, only 60 shareholders voted on the resolutions.

*No member either in person or proxy voted at the meeting through Video Conferencing.

Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Members of the Company was held on Wednesday, July 8, 2015 at 11:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003. The mode of Voting was by way of Insta Poll/ E-voting. The Shareholders transacted the business as provided in **Annexure-1**.

This is for your information and record.

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

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Annexure -1

Detail of the Agenda:

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]* 100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)] *100
Resolution No. : 1 - Adoption of financial statements of the Company for the year ended March 31, 2015							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	15,669,740	79.82	15,669,740	0	100.00	0.00
Public - Institutional holders	3,508,565	3,340,235	95.20	3,340,235	0	100.00	0.00
Public - Others	9,243,293	314,554	3.40	314,554	0	100.00	0.00
Total (A)	**32,383,724**	**19,324,529**	**59.67**	**19,324,529**	**0**	**100.00**	**0.00**
Mode of voting: (Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	0	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	0	0.00	0.00
Public - Others*	9,243,293	134,839	1.46	134,839	0	100.00	0.00
Total (B)*	**32,383,724**	**134,839**	**0.416**	**134,839**	**0**	**100.00**	**0.00**
Result E-voting and Poll	**32,383,724**	**19,459,368**	**60.09**	**19,459,368**	**0**	**100.00**	**0.00**

* 0 Ballot considered invalid

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Resolution No. : 2 - Declaration of Dividend							
Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]* 100	No. of votes-in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	15,669,740	79.82	**15,669,740**	0	100.00	0.00
Public - Institutional holders	3,508,565	3,340,235	95.20	3,340,235	0	100.00	0.00
Public - Others	9,243,293	314,554	3.40	314,554	0	100.00	0.00
Total (A)	**32,383,724**	**19,324,529**	**59.67**	**19,324,529**	**0**	**100.00**	**0.00**
Mode of voting: (Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	0	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	0	0.00	0.00
Public - Others*	9,243,293	134,839	1.46	134,839	0	100.00	0.00
Total (B)*	**32,383,724**	**134,839**	**0.42**	**134,839**	**0**	**100.00**	**0.00**
Result E-voting and Poll	**32,383,724**	**19,459,368**	**60.09**	**19,459,368**	**0**	**100.00**	**0.00**

* 0 Ballot papers considered invalid

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Resolution No. : 3 - Appointment of Auditors							
Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]* 100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	15,669,740	79.82	15,669,740	-	100.00	0.00
Public - Institutional holders	3,508,565	3,340,235	95.20	3,282,544	57,691	98.27	1.73
Public - Others	9,243,293	314,554	3.40	314,554	-	100.00	0.00
Total (A)	**32,383,724**	**19,324,529**	**59.67**	**19,266,838**	**57,691**	**99.70**	**0.30**
Mode of voting:(Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	-	0.00	0.00
Public - Others*	9,243,293	134,839	1.46	134,839	-	100.00	0.00
Total (B)*	**32,383,724**	**134,839**	**0.42**	**134,839**	-	**100.00**	**0.00**
Result E-voting and Poll	**32,383,724**	**19,459,368**	**60.09**	**19,401,677**	**57,691**	**99.70**	**0.30**

* 0 Ballot papers considered invalid

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Resolution No. : 4 - Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	15,669,740	79.82	15,669,740	-	100.00	0.00
Public - Institutional holders	3,508,565	3,291,672	93.82	3,218,915	72,757	97.79	2.21
Public - Others*	9,243,293	314,554	3.40	314,554	-	100.00	0.00
Total (A)	**32,383,724**	**19,275,966**	**59.52**	**19,203,209**	**72,757**	**99.62**	**0.38**
Mode of voting: (Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	-	0.00	0.00
Public - Others	9,243,293	134,839	1.46	134,839	-	100.00	0.00
Total (B)	**32,383,724**	**134,839**	**0.42**	**134,839**	-	**100.00**	**0.00**
Result E-voting and Poll	**32,383,724**	**19,410,805**	**59.94**	**19,338,048**	**72,757**	**99.63**	**0.37**

* 1 Ballot through e voting comprising of 48,563 is invalid

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Resolution No. : 5 - Adoption of new Memorandum of Association of the Company							
Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]* 100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	15,669,740	79.82	15,669,740	-	100.00	0.00
Public - Institutional holders	3,508,565	3,291,672	93.82	3,218,915	72,757	97.79	2.21
Public - Others*	9,243,293	314,554	3.40	314,554	-	100.00	0.00
Total (A)	**32,383,724**	**19,275,966**	**59.52**	**19,203,209**	**72,757**	**99.62**	**0.38**
Mode of voting: (Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	-	0.00	0.00
Public - Others	9,243,293	134,839	1.46	134,839	-	100.00	0.00
Total (B)	**32,383,724**	**134,839**	**0.42**	**134,839**	**-**	**100.00**	**0.00**
Result E-voting and Poll	**32,383,724**	**19,410,805**	**59.94**	**19,338,048**	**72,757**	**99.63**	**0.37**

* 1 Ballot through e voting comprising of 48,563 shares is invalid

For NUCLEUS SOFTWARE EXPORTS LIMITED

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Resolution No. : 6 - Designate Managing Director as a "Director liable to retire by Rotation" and consequential amendment in terms of his Appointment							
Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	3,340,235	95.20	3,340,235	-	100.00	0.00
Public - Others*	9,243,293	314,554	3.40	314,554	-	100.00	0.00
Total (A)	**32,383,724**	**3,654,789**	**11.29**	**3,654,789**	-	**100.00**	**0.00**
Mode of voting: (Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	-	0.00	0.00
Public - Others	9,243,293	134,839	1.46	134,839	-	100.00	0.00
Total (B)	**32,383,724**	**134,839**	**0.42**	**134,839**	-	**100.00**	**0.00**
Result E-voting and Poll	**32,383,724**	**3,789,628**	**11.70**	**3,789,628**	-	**100.00**	**0.00**

* 6 Ballot through e-voting comprising of 1,56,69,740 shares is invalid

For NUCLEUS SOFTWARE EXPORTS LIMITED

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Resolution No. : 7- Re-appointment of Mr. Vishu R Dusad (DIN: 00008412) as Managing Director, who retires by rotation at this meeting and being eligible, offers himself for re-appointment

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) [(2)/(1)]* 100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	3,291,672	93.82	3,218,915	72,757	97.79	2.21
Public - Others*	9,243,293	314,554	3.40	314,554	-	100.00	0.00
Total (A)	**32,383,724**	**3,606,226**	**11.14**	**3,533,469**	**72,757**	**97.98**	**2.02**
Mode of voting: (Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	-	0.00	0.00
Public - Others	9,243,293	134,839	1.46	134,839	-	100.00	0.00
Total (B)	**32,383,724**	**134,839**	**0.42**	**134,839**	-	**100.00**	**0.00**
Result E-voting and Poll	**32,383,724**	**3,741,065**	**11.55**	**3,668,308**	**72,757**	**98.06**	**1.94**

* 7 Ballot considered comprising of 1,57,18,303 shares is invalid

FOR NUCLEUS SOFTWARE EXPORTS LIMITED

Poonam Bhasin
Company Secretary

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