

NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

Corporate Office

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Uttar Pradesh, 201307. India.

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17.12.2014

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

Sub.: Approval of Postal Ballot

Dear Sir,

We would like to inform you that the Board of Directors of the Company at their meeting held on December 17, 2014 has approved, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the proposal for conducting Postal Ballot for obtaining approval of Shareholders to pass the resolution(s) as mentioned in the postal ballot notice which inter alia include the following:

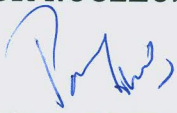
1. Approval of Nucleus Employee Stock Option Plan 2015 and grant of Employee Stock Options to the employees of the Company
2. Grant of Employee Stock Options to the employees of the Subsidiary Company(ies) of the Company under Nucleus Employee Stock Option Plan 2015
3. Approval of acquisition of secondary shares through Trust route for the implementation of Nucleus Employee Stock Option Plan 2015
4. Provision of money by the Company for purchase of its own shares by the Trust/ Trustees for the benefit of employees under Nucleus Employee Stock Option Plan 2015

This is for your information and records.

Thanking You

Yours Sincerely

FOR NUCLEUS SOFTWARE EXPORTS LIMITED


(POONAM BHASIN)
COMPANY SECRETARY



Regd. Office

33-35 Thyagraj Market, New Delhi, 110003. India.

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