

NUCLEUS SOFTWARE EXPORTS LIMITED
33-35, THYAGRAJ NAGAR MARKET, NEW DELHI - 110 003

ANNOUNCEMENT OF RESULT OF POLL

I, Janki Ballabh, being the Chairman of the 23rd Annual General Meeting of the Shareholders of M/s. Nucleus Software Exports Limited held on Wednesday, 11th July 2012 at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road, New Delhi 110 003 ordered to put all the resolutions to poll from Sl No. 01 to 05. Accordingly as announced at the said 23rd Annual General Meeting, the poll was held on Wednesday, the 11th July 2012 between 1.00 p.m to 2.00 p.m. at the Registered office of the Company at 33-35, Thyagraj Nagar Market, New Delhi - 110 003 and on the basis of the Scrutinizers Report dated 11th July 2012, I hereby declare and report the result of the poll taken on the following Resolution(s):

Resolution 1:- To review, consider and adopt the Audited Balance Sheet as at March 31, 2012 and Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

Promoter/ Public	No. of Shares Held	No. of 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	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	1,86,01,866	56,39,740	30%	5639740	0	100%	0%
Public- Institutional holders	58,45,251	11,51,330	20%	1151330	0	100%	0%
Public- Others	79,36,337	4,15,904	5%	415904	0	100%	0%
Total	3,23,83,454	72,06,974	22%	72,06,974	0	100%	0%

Resolution 2:- To declare dividend @Rs.2.50 per share on equity shares for the financial year ended March 31, 2012.

Promoter/ Public	No. of Shares Held	No. of 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
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Promoter and Promoter Group	1,86,01,866	56,39,740	30%	5639740	0	100%	0%
Public- Institutional holders	58,45,251	11,51,330	20%	1151330	0	100%	0%

For NUCLEUS SOFTWARE EXPORTS LIMITED

For *Ashwini Mishra*
Company Secretary

Public-Others	79,36,337	4,15,904	5%	415904	0	100%	0%
Total	3,23,83,454	72,06,974	22%	72,06,974	0	100%	0%

Resolution 3:- To appoint a Director in place of Mr. Arun Shekhar Aran, who retires by rotation and being eligible offers himself for reappointment

Promoter/ Public	No. of Shares Held	No. of 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
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Promoter and Promoter Group	1,86,01,866	56,39,740	30%	56,39,740	0	100%	0%
Public- Institutional holders	58,45,251	11,51,330	20%	11,51,330	0	100%	0%
Public- Others	79,36,337	4,15,904	5%	4,15,904	0	100%	0%
Total	3,23,83,454	72,06,974	22%	72,06,974	0	100%	0%

Resolution 4:- To appoint a Director in place of Mr. Sanjiv Sarin who retires by rotation and being eligible offers himself for reappointment

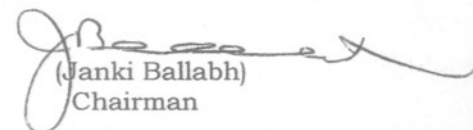
Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
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Public- Institutional holders	58,45,251	11,51,330	20%	11,51,330	0	100%	0%
Public- Others	79,36,337	4,15,904	5%	4,15,904	0	100%	0%
Total	3,23,83,454	72,06,974	22%	72,06,974	0	100%	0%

For NUCLEUS SOFTWARE EXPORTS LIMITED

For *Abhinav Mishra*
Company Secretary

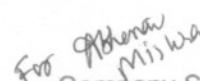
Resolution 5:- To appoint Auditors of the Company to hold office from the conclusion of Meeting until the conclusion of next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration. M/s Deloitte Haskins & Sells, Chartered Accountant, the retiring auditors are eligible for reappointment.

Promoter/ Public	No. of Shares Held	No. of 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
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Public- Institutional holders	58,45,251	11,51,330	20%	11,51,330	0	100%	0%
Public- Others	79,36,337	4,15,904	5%	4,15,904	0	100%	0%
Total	3,23,83,454	72,06,974	22%	72,06,974	0	100%	0%


(Janki Ballabh)
Chairman

Place: New Delhi
Date : 11th July 2012

For NUCLEUS SOFTWARE EXPORTS LIMITED


Company Secretary