

**NUCLEUS
SOFTWARE**

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

August 03, 2016

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

Dear Sir/Madam,

Sub: Postal Ballot Voting Results Announcement and Scrutinizer Report

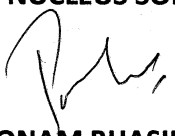
With reference to the above mentioned subject, Please find the enclosed herewith copy of Voting results of the Postal ballot (Including E-Voting) in respect of the business transacted vide Postal Ballot Notice dated June 16, 2016. The Report of the Scrutinizer dated August 03, 2016, in Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(13) 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

This is for your information and records.

Thanking You.

Yours Sincerely

FOR NUCLEUS SOFTWARE EXPORTS LIMITED


(POONAM BHASIN)
COMPANY SECRETARY
Membership No: A10865
Address: A-39, Sector-62
Noida, Uttar Pradesh-201307



Encl: A/a

Regd. Office

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

T.: + 91 . 11 . 2462 . 7552 F.: +91 . 11 . 2462 . 0872

www.nucleussoftware.com

Report of Scrutinizer

To,
The Chairman
Nucleus Software Exports Limited
33-35, Thyagraj Nagar Market, New Delhi - 110003

Dear Sir,

Subject: Postal ballot – Scrutinizer's Report

Pursuant to the resolution passed by the Board of Directors of the Company on June 16, 2016 I was appointed as "Scrutinizer" to receive, process and scrutinize the postal ballot process in a fair and transparent manner pursuant to Section 110 of the Companies Act, 2013 (Act) read with the Companies (Management and Administration) Rules, 2014 and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 in respect of special resolution for alteration of object clause of Memorandum of Association through Postal Ballot.

I HEREBY SUBMIT MY REPORT AS UNDER:

Total no. of shareholders on cut – off date June 17, 2016	17,440
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SEBI Polling Reports:

Special Resolution for alteration of the Object Clause of the 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 favor (4)	No. of Votes – against (5)	% of votes in favor on votes polled (6) = [(4)/(2)] * 100	% of votes against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	19631866	16533274	84.22	16533274	0	100	0

For Nucleus Software Exports Limited

Company Secretary
D-28 South Extn. Part-I, New Delhi - 110049 India | T: +91 11 40622200 | F: +91 11 40622201 | E: info@piassociates.co.in

CORPORATE OFFICE

LOCATIONS

Bengaluru | Bhubaneswar | Hyderabad | Indore | Kolkata | Pune | Thiruvananthapuram | Lucknow | Ludhiana | Vadodara

www.piassociates.co.in

Special Resolution for alteration of the Object Clause of the Memorandum of Association of the Company

Assent / Dissent	Number of ballot received	Number of votes cast by them	% of total number of valid votes cast	Remarks
(i) Voted in favor of the Resolution				
Physical Voting	2	52	100	
E - Voting	40	19360780	100	
Total (A)	42	19360832	100	
(ii) Voted against the Resolution				
Physical Voting	0	0	0	Passed with requisite Majority
E - Voting	1	5	100	
Total (B)	1	5	100	
Grand Total (A) + (B)	43	19360837	100	
(iii) Invalid vote	1	1000	-	

Results:

As the number of votes casted in favor of the resolution is more than 3 (three) times the number of votes casted against. I report that, special resolution for approval to alter the Object Clause of the Memorandum of Association of the Company under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot has been passed by the Members of Nucleus Software Exports Limited with requisite majority.

14. The Postal Ballot Forms and other related papers/ registers and records were handed over to the Company Secretary for the safe custody.

15. You may accordingly declare the result of the Postal Ballot exercise.

Thanking you

Place: New Delhi
Date: August 3, 2016



(Signature)
CHITESH LATWAL
Partner
PI and Associates
Company Secretaries
ACS No: A32109, C.P. - 16276

For Nucleus Software Exports Limited

(Signature)

Company Secretary