

January 16, 2015

To,

The National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G-Block,
Bandra - Kurla Complex
Bandra (East), Mumbai 400 051

Dear Sirs,

REF: Clause 35(A) of the Listing Agreement

SUB: Declaration of Postal Ballot Result Conducted by the Company

This is with reference to our letter dated November 1, 2014 and December 13, 2014 for conducting the Postal Ballot Activity. Mr. Sanjay Grover, Practising Company Secretary, Scrutinizer, has submitted his report dated January 16, 2015 for the Postal Ballot

The Company had sought the approval of the shareholders for the below Resolutions through Postal Ballot (including e-voting). Please note that these Resolutions have been approved by the Shareholders by requisite majority:

1. Ordinary Resolution for the Appointment of Mr. Prithvi Haldea (DIN-00001220) as an Independent Director.
2. Ordinary Resolution for the Appointment of Prof. Trilochan Sastry (DIN-02762510) as an Independent Director.
3. Ordinary Resolution for the Appointment of Mrs. Elaine Mathias (DIN-06976868) as an Independent Director.
4. Ordinary Resolution for the Appointment of Mr. R.P. Singh (DIN-00008350) as a Whole-time Director.

Contd.



Regd. Office

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

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

www.nucleussoftware.com

We herewith enclose the following:

1. Result of Voting for Postal Ballot (including E-voting) as per Clause 35A of the Listing Agreement.
2. Scrutinizer's Report on the Postal Ballot Result.

This is for your records.

Thanking you

Yours Sincerely

For Nucleus Software Exports Limited



**Poonam Bhasin
Company Secretary**



Encl : A/a

Details of the voting result as per clause 35A of the Listing Agreement

Resolution 1:- Appointment of Mr. Prithvi Haldea (DIN-00001220) as an Independent Director.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares (Approx)	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled (Approx)	% of Votes Against on Votes Polled (Approx)
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	19,631,866	15,669,740	80	15,669,740	-	100	-
Public- Institutional Holders	3,742,940	3,560,018	95	3,349,009	211,009	94.0728	5.9272
Public-Others	9,008,918	628,647	7	327,029	301,618	52.0211	47.9789
Total	32,383,724	19,858,405	61	19,345,778	512,627	97.4186	2.5814



For NUCLEUS SOFTWARE EXPORTS LIMITED

Prithvi Haldea
Company Secretary

Details of the voting result as per clause 35A of the Listing Agreement

Resolution 2:- Appointment of Prof. Trilochan Sastry (DIN-02762510) as an Independent Director.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares (Approx)	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled (Approx)	% of Votes Against on Votes Polled (Approx)
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	19,631,866	15,669,740	80	15,669,740	-	100	-
Public- Institutional Holders	3,742,940	3,560,018	95	1,103,892	2,456,126	31.0080	68.9920
Public-Others	9,008,918	628,647	7	628,547	100	99.9841	0.0159
Total	32,383,724	19,858,405	61	17,402,179	2,456,226	87.6313	12.3687



For NUCLEUS SOFTWARE EXPORTS LIMITED


Company Secretary

Details of the voting result as per clause 35A of the Listing Agreement

Resolution 3:- Appointment of Mrs. Elaine Mathias (DIN-06976868) as an Independent Director.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares (Approx)	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled (Approx)	% of Votes Against on Votes Polled (Approx)
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	19,631,866	15,669,740	80	15,669,740	-	100	-
Public- Institutional Holders	3,742,940	3,560,018	95	3,560,018	-	100.0000	-
Public-Others	9,008,918	628,647	7	628,547	100	99.9841	0.0159
Total	32,383,724	19,858,405	61	19,858,305	100	99.9995	0.0005



For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

Details of the voting result as per clause 35A of the Listing Agreement

Resolution 4:- Appointment of Mr. R.P. Singh (DIN-00008350) as a Whole-time Director.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares (Approx)	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled (Approx)	% of Votes Against on Votes Polled (Approx)
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	19,631,866	15,669,740	80	15,669,740	-	100.0000	-
Public- Institutional Holders	3,742,940	3,560,018	95	3,247,951	312,067	91.2341	8.7659
Public-Others	9,008,918	322,797	4	322,687	110	99.9659	0.0341
Total	32,383,724	19,552,555	60	19,240,378	312,177	98.4034	1.5966



For NUCLEUS SOFTWARE EXPORTS LIMITED

[Signature]
Company Secretary

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110024

Phone: 011-26108888, 26108889

Scrutinizer Report

THE CHAIRMAN

NUCLEUS SOFTWARE EXPORTS LIMITED

CIN: L74899DL1989PLC034594

33-35, THYAGRAJ NAGAR MARKET

NEW DELHI-110003

Report on Result of Postal Ballot

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I have been appointed as Scrutinizer by Nucleus Software Exports Limited ('The Company') in the Board meeting held on 01st November, 2014 to conduct the Postal Ballot Process in a fair and transparent manner in respect of the following resolutions:

Resolution Number	Type of Resolution	For
1	Ordinary Resolution	Appointment of Mr. Prithvi Haldea (DIN-00001220) as an Independent Director.
2	Ordinary Resolution	Appointment of Prof. Trilochan Sastry (DIN-02762510) as an Independent Director.
3	Ordinary Resolution	Appointment of Mrs. Elaine Mathias (DIN-06976868) as an Independent Director.
4	Ordinary Resolution	Appointment of Mr. R.P. Singh (DIN-00008350) as a Whole-time Director.

I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope(s) on Saturday, 13th December 2014 to its Members whose name(s) appeared in the Register of Members as on Friday, 28th November, 2014.



For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

2. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility voted on the designated website 'www.evotingindia.com' via KARVY (Karvy Computershare Private Limited) e-voting platform.
3. I monitored the process of electronic voting through the scrutinizer's secured link provided by KARVY on the designated website.
4. The votes were unblocked on 13th January, 2015 after 6:00 p.m. in the presence of two witnesses, Mr. Gurvinder Singh, R/o C-1/135, Sector-5, Rohini, New Delhi - 110085 and Mr. Om Prakash R/o House No. 1692, Sector-7E, Faridabad, Haryana-121005 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

**Gurvinder Singh****Om Prakash**

5. The particulars of all postal ballot forms received from the Members in physical form(s) and electronic ballot report generated from KARVY (the Authorised Agency for e-voting) have been entered in a separate Register maintained for the purpose.
6. The physical Postal Ballots received were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms. The electronic ballots were maintained by KARVY in electronic registry.
7. The ballot box was opened after the closure of working hours on 13th January, 2015 in my presence.
8. All postal ballot forms and e-votes received up to 6.00 P.M. on 13th January, 2015, the last date and time fixed by the Company for receipt of the postal ballot forms were considered and none of the envelopes containing postal ballot forms received after 6.00 P.M. on 13th January, 2015 were considered for the purpose of this report.
9. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on 28th November, 2014.
10. There were total 339 (Three Hundred Thirty Nine) envelopes containing postal ballot form(s)/Notice(s), which were returned undelivered & the said envelopes were not opened and they are separately kept.
11. I did not find any defaced or mutilated ballot paper(s).
12. The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities.
13. The total paid up Equity Share Capital of the Company as on 28th November, 2014 was Rs. 32,38,37,240/- (Rupees Thirty Two Crore Thirty Eight Lacs Thirty Seven Thousand Two Hundred and Forty Only) divided into 3,23,83,724 (Three Crore Twenty Three Lacs Eighty Three Thousand Seven Hundred and Twenty Four) equity shares of Rs. 10/- (Rupees Ten) each.



For NUCLEUS SOFTWARE EXPORTS LIMITED


Company Secretary

14. After our scrutiny, the summary of Postal Ballots is given below:

RESOLUTION NO. 1:- Appointment of Mr. Prithvi Haldea (DIN-00001220) as an Independent Director.

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	66	1,98,58,405	19,85,84,050	61.3222
b) Less: Invalid votes	0	0	0	0.0000
c) Net Valid votes casted	66	1,98,58,405	19,85,84,050	61.3222
d) Votes with assent for the Resolution	59	1,93,45,778	19,34,57,780	59.7392
e) Votes with dissent for the Resolution	7	5,12,627	51,26,270	1.5830

Please see the explanation given under point Nos. A1 & A2 of "Annexure-A" attached to this report.

RESOLUTION NO. 2:- Appointment of Prof. Trilochan Sastry (DIN-02762510) as an Independent Director.

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	66	1,98,58,405	19,85,84,050	61.3222
b) Less: Invalid votes	0	0	0	0.0000
c) Net Valid votes casted	66	1,98,58,405	19,85,84,050	61.3222
d) Votes with assent for the Resolution	54	1,74,02,179	17,40,21,790	53.7374
e) Votes with dissent for the Resolution	12	24,56,226	2,45,62,260	7.5848

Please see the explanation given under point Nos. B1 & B2 of "Annexure-B" attached to this report.

RESOLUTION NO. 3:- Appointment of Mrs. Elaine Mathias (DIN-06976868) as an Independent Director.

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	66	1,98,58,405	19,85,84,050	61.3222
b) Less: Invalid votes	0	0	0	0.0000



For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

c) Net Valid votes casted	66	1,98,58,405	19,85,84,050	61.3222
d) Votes with assent for the Resolution	64	1,98,58,305	19,85,83,050	61.3219
e) Votes with dissent for the Resolution	2	100	1000	0.0003

Please see the explanation given under point Nos. C1 & C2 of "Annexure-C" attached to this report

RESOLUTION NO. 4:- Appointment of Mr. R.P. Singh (DIN-00008350) as a Whole-time Director.

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	62	1,95,52,555	19,55,25,550	60.3777
b) Less: Invalid votes	0	0	0	0.0000
c) Net Valid votes casted	62	1,95,52,555	19,55,25,550	60.3777
d) Votes with assent for the Resolution	49	1,92,40,378	19,24,03,780	59.4137
e) Votes with dissent for the Resolution	13	3,12,177	31,21,770	0.9640

Please see the explanation given under point Nos. D1 & D2 of "Annexure-D" attached to this report.

15. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolutions are as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (Approx.) (B/A*100)
1	1,98,58,405	1,93,45,778	97.4186
2	1,98,58,405	1,74,02,179	87.6313
3	1,98,58,405	1,98,58,305	99.9995
4	1,95,52,555	1,92,40,378	98.4034

Accordingly, all the above-mentioned resolutions have been passed by requisite majority.



For NUCLEUS SOFTWARE EXPORTS LIMITED

[Signature]
Company Secretary

16. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman.

17. You may accordingly declare the result of the voting by Postal Ballot.

 Place : New Delhi Date : 15th January , 2015	For SANJAY GROVER & ASSOCIATES (COMPANY SECRETARIES)  (SANJAY GROVER) SCRUTINIZER C.P. No.:3850
---	--



For NUCLEUS SOFTWARE EXPORTS LIMITED


Company Secretary

Annexure-A

A detailed summary of the postal ballot in respect of Resolution-1 is given herein below:

A1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	45	19,856,820	198,568,200	61.3173
b) Less : Invalid Votes	0	0	0	0.0000
(c) Net Valid Votes Casted	45	19,856,820	198,568,200	61.3173
(d) Votes with Assent	38	19,344,193	193,441,930	59.7343
(e) Votes with Dissent	7	512,627	5,126,270	1.5830

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	21	1,585	15,850	0.0049
b) Less : Invalid Votes	0	0	0	0.0000
c) Net Valid Votes casted	21	1,585	15,850	0.0049
d) Votes with Assent	21	1,585	15,850	0.0049
e) Votes with Dissent	0	0	0	0.0000



For NUCLEUS SOFTWARE EXPORTS LIMITED

P. N.
Company Secretary

Annexure-B

A detailed summary of the postal ballot in respect of Resolution-2 is given herein below:

B1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	45	19,856,820	198,568,200	61.3173
b) Less : Invalid Votes	0	0	0	0.0000
(c) Net Valid Votes Casted	45	19,856,820	198,568,200	61.3173
(d) Votes with Assent	34	17,400,644	174,006,440	53.7327
(e) Votes with Dissent	11	2,456,176	24,561,760	7.5846

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	21	1,585	15,850	0.0049
b) Less : Invalid Votes	0	0	0	0.0000
c) Net Valid Votes casted	21	1,585	15,850	0.0049
d) Votes with Assent	20	1,535	15,350	0.0047
e) Votes with Dissent	1	50	500	0.0002



For NUCLEUS SOFTWARE EXPORTS LIMITED

P. H.
Company Secretary

Annexure-C

A detailed summary of the postal ballot in respect of Resolution-3 is given herein below:

C1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	45	19,856,820	198,568,200	61.3173
b) Less : Invalid Votes	0	0	0	0.0000
(c) Net Valid Votes Casted	45	19,856,820	198,568,200	61.3173
(d) Votes with Assent	44	19,856,770	198,567,700	61.3171
(e) Votes with Dissent	1	50	500	0.0002

C2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	21	1,585	15,850	0.0049
b) Less : Invalid Votes	0	0	0	0.0000
c) Net Valid Votes casted	21	1,585	15,850	0.0049
d) Votes with Assent	20	1,535	15,350	0.0047
e) Votes with Dissent	1	50	500	0.0002



For NUCLEUS SOFTWARE EXPORTS LIMITED

P. h.
Company Secretary

Annexure-D

A detailed summary of the postal ballot in respect of Resolution-4 is given herein below:

D1. VOTING THROUGH ELECTRONIC MODE:

Particulars	No of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	41	19,550,970	195,509,700	60.3728
b) Less : Invalid Votes	0	0	0	0.0000
(c) Net Valid Votes Casted	41	19,550,970	195,509,700	60.3728
(d) Votes with Assent	29	19,238,843	192,388,430	59.4090
(e) Votes with Dissent	12	312,127	3,121,270	0.9638

D2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	21	1,585	15,850	0.0049
b) Less : Invalid Votes	0	0	0	0.0000
c) Net Valid Votes casted	21	1,585	15,850	0.0049
d) Votes with Assent	20	1,535	15,350	0.0047
e) Votes with Dissent	1	50	500	0.0002



For NUCLEUS SOFTWARE EXPORTS LIMITED

P. S.
Company Secretary