



NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

Corporate Office

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

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November 16, 2021

The Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex Bandra (E) Mumbai-400 051. Fax Nos. 022-26598236/237/238	The Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street Mumbai-400 001 Fax No. 022-22722061/41/39
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Dear Sirs,

Sub: Postal Ballot - Voting Results Announcement and Scrutinizer Report

With reference to the above mentioned subject, please find enclosed herewith copy of voting results of Postal ballot held on 12th November 2021 in respect of business transacted in the notice of Postal Ballot dated 12th Oct 2021 as per Regulation 44 of SEBI (LODR) Regulation 2015. The Report of the Scrutinizer pursuant to Section 110 of the Companies Act, 2013 and Rule 22(13) of the Companies (Management and Administration) Rules, 2014 is also enclosed herewith for your reference. The same shall also be available on the website of the Company i.e. www.nucleussoftware.com.

You are requested to take note of the same and oblige us.

Thanking You
Yours Sincerely
For Nucleus Software Exports Limited

(Poonam Bhasin)

Company Secretary

Registered Office
33-35 Thyagraj Nagar Mkt, New Delhi - 110003
CIN : L74899DL1989PLC034594



NUCLEUS SOFTWARE EXPORTS LIMITED

Voting Results of Postal Ballot								
Details of Postal Ballot and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:								
Date of the Postal Ballot							12.11.2021	
Total number of shareholders on cut-off date i.e. October 8, 2021							44,905	
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:							NA	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:							NA	
1. Special Resolution: Approval for Buy Back of Equity Shares.								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	1,96,27,866	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-voting	13,19,447	11,82,165	89.5955	11,68,965	13,200	98.8834	1.1166
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11,82,165	89.5955	11,68,965	13,200	98.8834	1.1166
Public-Non Institutions	E-voting	80,93,411	2,59,408	3.2052	2,56,799	2,609	98.9942	1.0058
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000



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	Total		2,59,408	3.2052	2,56,799	2,609	98.9942	1.0058
Total		2,90,40,724	14,41,573	4.9640	14,25,764	15,809	98.9034	1.0966

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SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules')]

To,

The Chairman

NUCLEUS SOFTWARE EXPORTS LIMITED

(CIN: L74899DL1989PLC034594)

33-35, Thyagraj Nagar Market

New Delhi -110003.

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of **NUCLEUS SOFTWARE EXPORTS LIMITED** ('the Company') in the meeting held on September 24, 2021 for the purpose of scrutinizing postal ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020 39/2020 & 10/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020 December 31, 2020 and June 23, 2021 respectively ('MCA Circulars') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation'), Secretarial Standard-2 on "General Meetings"



4. The remote e-Voting commenced on Thursday, October 14, 2021, 09:00 A.M. and ended on Friday, November 12, 2021, 05:00 P.M. Further, the remote e- voting process was monitored through the scrutinizer's secured link provided by KFinTech on its designated website i.e. <https://evoting.kfintech.com>.
5. The remote e-voting was unblocked on Friday, November 12, 2021 after 05:00 P.M. in the presence of two witnesses Mr. Prashant Kishanani and. Mr. Rishab Kansal who are not in the employment of the Company.
6. The particulars of remote e-voting report generated from electronic registry of KFinTech have been entered in a separate Register maintained for this purpose.
7. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars in respect of the resolution contained in the postal ballot Notice. My responsibilities as scrutinizers is restricted to make a scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolution contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by KFinTech.
8. Shareholders who have voted for lessor number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered for this report.
9. E-votes cast upto the close of working hours i.e. 05:00 P.M. on Friday, November 12, 2021 i.e. the last date and time fixed by the Company for postal ballot process has been considered for the purpose of this report.
10. The remote e-voting was reconciled with the Register of members of the Company as 'on cut- off date as provided by the Depository Participants (DP)/ Registrar and Share Transfer Agent ('RTA') of the Company.



11. As on cut-off date, the fully paid-up share capital of the Company was Rs. 29,04,07,240/- (Rupees Twenty Nine Crore Four Lakh Seven Thousand Two Hundred and Forty Only) divided into 2,90,40,724 (Two Crore Ninety Lakh Forty Thousand Seven Hundred and Twenty Four) equity shares of Rs. 10/- (Rupees Ten Only) each.
12. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:

Approval for Buy back of equity shares.

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal ballot	Total	
Assent	14,25,764	N.A	14,25,764	98.9034
Dissent	15,809		15,809	1.0966
Total	14,41,573		14,41,573	100

The detailed break up of voting through Remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'

13. Based on the aforesaid results, the resolution as mentioned above shall be deemed to have been passed on Friday, November 12, 2021 being the last date of remote e-voting for the members of the Company.



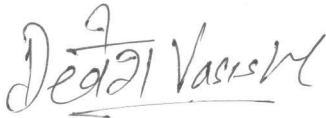
SANJAY GROVER & ASSOCIATES

14. The Register containing the details of remote e-voting relating to Postal Ballot is under my safe custody and will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

**FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

COUNTERSIGNED BY



Devesh Kumar Vasisht
C.P. No.:13700
UDIN: F008488C001446551



Date: November 16, 2021
Place: New Delhi

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	278	14,41,573	1,44,15,730
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	278	14,41,573	1,44,15,730
d) Votes with assent for the resolution	262	14,25,764	1,42,57,640
e) Votes with dissent for the resolution	16	15,809	1,58,090

