

July 9, 2015

The Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street
Mumbai-400001

Dear Sir/Madam,

Sub: Clause No. 35A of the Listing Agreement -Voting Results

In accordance with Clause No. 35A of the Listing Agreement, we wish to inform you that the Members of the Company at the Annual General Meeting held on July 8, 2015 transacted the following business:

S.No.	Description	Particulars		
1	Date of AGM	July 8, 2015		
2	Total number of shareholders on record date	16,330		
3	Book Closure Date	July 2, 2015 to July 8, 2015		
4	No. of Shareholders present in the meeting either in person or through proxy*:			
	Shareholders	In Person	Proxy	Total
	Promoters and Promoter Group	1	0	1
	Public	109	0	109
	TOTAL	110	0	110
5	No. of Shareholders attended the meeting through Video Conferencing*			
	Shareholders	In Person	Proxy	Total
	Promoters and Promoter Group	0	0	0
	Public	0	0	0
	TOTAL	0	0	0

*Total number of shareholders who attended the Annual General Meeting of the Company were 110. However, out of the total shareholders present at the meeting, only 60 shareholders voted on the resolutions.

*No member either in person or proxy voted at the meeting through Video Conferencing.

Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Members of the Company was held on Wednesday, July 8, 2015 at 11:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003. The mode of Voting was by way of Insta Poll/ E-voting. The Shareholders transacted the business as provided in **Annexure-1**.

This is for your information and record.

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

Regd. Office

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

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

www.nucleussoftware.com



Validity unknown

Digitally Signed By POONAM BHASIN

(Personal)

Date : 09 Jul 2015 16:22:43 IST





**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

Annexure -1

Detail of the
Agenda:

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 favour (4)	No. of vote s- agai nst (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. : 1 - Adoption of financial statements of the Company for the year ended March 31, 2015							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	15,669,740	79.82	15,669,740	0	100.00	0.00
Public - Institutional holders	3,508,565	3,340,235	95.20	3,340,235	0	100.00	0.00
Public - Others	9,243,293	314,554	3.40	314,554	0	100.00	0.00
Total (A)	32,383,724	19,324,529	59.67	19,324,529	0	100.00	0.00
Mode of voting: (Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	0	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	0	0.00	0.00
Public - Others*	9,243,293	134,839	1.46	134,839	0	100.00	0.00
Total (B)*	32,383,724	134,839	0.416	134,839	0	100.00	0.00
Result E-voting and Poll	32,383,724	19,459,368	60.09	19,459,368	0	100.00	0.00

* 0 Ballot considered invalid

Regd. Office

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

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

www.nucleussoftware.com

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary





**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

Resolution No. : 2 - Declaration of Dividend

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 favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	15,669,740	79.82	15,669,740	0	100.00	0.00
Public - Institutional holders	3,508,565	3,340,235	95.20	3,340,235	0	100.00	0.00
Public - Others	9,243,293	314,554	3.40	314,554	0	100.00	0.00
Total (A)	32,383,724	19,324,529	59.67	19,324,529	0	100.00	0.00
Mode of voting: (Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	0	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	0	0.00	0.00
Public - Others*	9,243,293	134,839	1.46	134,839	0	100.00	0.00
Total (B)*	32,383,724	134,839	0.42	134,839	0	100.00	0.00
Result E-voting and Poll	32,383,724	19,459,368	60.09	19,459,368	0	100.00	0.00

* 0 Ballot papers considered invalid

For NUCLEUS SOFTWARE EXPORTS LIMITED


Company Secretary

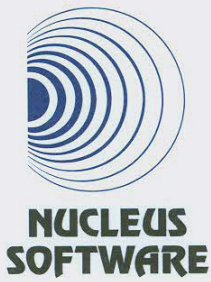


Regd. Office

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

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

www.nucleussoftware.com



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

Resolution No. : 3 - Appointment of Auditors

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 favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	15,669,740	79.82	15,669,740	-	100.00	0.00
Public - Institutional holders	3,508,565	3,340,235	95.20	3,282,544	57,691	98.27	1.73
Public - Others	9,243,293	314,554	3.40	314,554	-	100.00	0.00
Total (A)	32,383,724	19,324,529	59.67	19,266,838	57,691	99.70	0.30
Mode of voting:(Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	-	0.00	0.00
Public - Others*	9,243,293	134,839	1.46	134,839	-	100.00	0.00
Total (B)*	32,383,724	134,839	0.42	134,839	-	100.00	0.00
Result E-voting and Poll	32,383,724	19,459,368	60.09	19,401,677	57,691	99.70	0.30

* 0 Ballot papers considered invalid

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

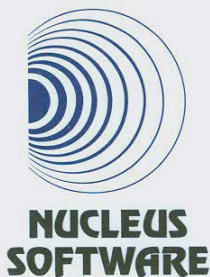


Regd. Office

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

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

www.nucleussoftware.com



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

Resolution No. : 4 - Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013

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 favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	15,669,740	79.82	15,669,740	-	100.00	0.00
Public - Institutional holders	3,508,565	3,291,672	93.82	3,218,915	72,757	97.79	2.21
Public - Others*	9,243,293	314,554	3.40	314,554	-	100.00	0.00
Total (A)	32,383,724	19,275,966	59.52	19,203,209	72,757	99.62	0.38
Mode of voting: (Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	-	0.00	0.00
Public - Others	9,243,293	134,839	1.46	134,839	-	100.00	0.00
Total (B)	32,383,724	134,839	0.42	134,839	-	100.00	0.00
Result E-voting and Poll	32,383,724	19,410,805	59.94	19,338,048	72,757	99.63	0.37

* 1 Ballot through e voting comprising of 48,563 is invalid

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary



Regd. Office

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

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

www.nucleussoftware.com



**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

Resolution No. : 5 - Adoption of new 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 favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6) $[(4)/(2)] * 100$	% of votes against on votes polled (7) $[(5)/(2)] * 100$
Resolution required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	15,669,740	79.82	15,669,740	-	100.00	0.00
Public - Institutional holders	3,508,565	3,291,672	93.82	3,218,915	72,757	97.79	2.21
Public - Others*	9,243,293	314,554	3.40	314,554	-	100.00	0.00
Total (A)	32,383,724	19,275,966	59.52	19,203,209	72,757	99.62	0.38
Mode of voting: (Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	-	0.00	0.00
Public - Others	9,243,293	134,839	1.46	134,839	-	100.00	0.00
Total (B)	32,383,724	134,839	0.42	134,839	-	100.00	0.00
Result E-voting and Poll	32,383,724	19,410,805	59.94	19,338,048	72,757	99.63	0.37

* 1 Ballot through e voting comprising of 48,563 shares is invalid

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

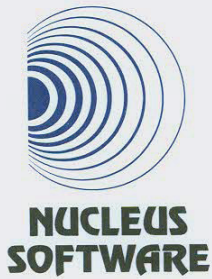


Regd. Office

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

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

www.nucleussoftware.com



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

Resolution No. : 6 - Designate Managing Director as a "Director liable to retire by Rotation" and consequential amendment in terms of his Appointment

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 favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	3,340,235	95.20	3,340,235	-	100.00	0.00
Public - Others*	9,243,293	314,554	3.40	314,554	-	100.00	0.00
Total (A)	32,383,724	3,654,789	11.29	3,654,789	-	100.00	0.00
Mode of voting: (Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	-	0.00	0.00
Public - Others	9,243,293	134,839	1.46	134,839	-	100.00	0.00
Total (B)	32,383,724	134,839	0.42	134,839	-	100.00	0.00
Result E-voting and Poll	32,383,724	3,789,628	11.70	3,789,628	-	100.00	0.00

* 6 Ballot through e-voting comprising of 1,56,69,740 shares is invalid

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary



Regd. Office

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

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

www.nucleussoftware.com



**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

Resolution No. : 7- Re-appointment of Mr. Vishu R Dusad (DIN: 00008412) as Managing Director, who retires by rotation at this meeting and being eligible, offers himself for re-appointment

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 favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)=[[4]/(2)]*100	% of votes against on votes polled (7)=[[5]/(2)]*100
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	3,291,672	93.82	3,218,915	72,757	97.79	2.21
Public - Others*	9,243,293	314,554	3.40	314,554	-	100.00	0.00
Total (A)	32,383,724	3,606,226	11.14	3,533,469	72,757	97.98	2.02
Mode of voting: (Insta Poll)							
Promoters and Promoter Group	19,631,866	-	0.00	-	-	0.00	0.00
Public - Institutional holders	3,508,565	-	0.00	-	-	0.00	0.00
Public - Others	9,243,293	134,839	1.46	134,839	-	100.00	0.00
Total (B)	32,383,724	134,839	0.42	134,839	-	100.00	0.00
Result E-voting and Poll	32,383,724	3,741,065	11.55	3,668,308	72,757	98.06	1.94

* 7 Ballot considered comprising of 1,57,18,303 shares is invalid

FOR NUCLEUS SOFTWARE EXPORTS LIMITED

Poonam Bhasin
Company Secretary



Regd. Office

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

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

www.nucleussoftware.com