

**NUCLEUS
SOFTWARE**

NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

Corporate Office

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Uttar Pradesh, 201307. India.

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June 16, 2017

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

This is in continuation to our intimation dated June 15, 2017. Please note that there was some inadvertent calculation mistake in the Scrutinizer Report. We are hereby submitting the revised Scrutinizer Report dated June 16, 2017 pursuant to Section 110 of the Companies Act, 2013 and Rule 22(13) of the Companies (Management and Administration) Rules, 2014 along with revised Results of Postal Ballot as per Regulation 44 of SEBI (LODR) Regulation 2015. The same shall also be available on the website of the Company i.e. www.nucleussoftware.com. Kindly take note that there is no change in the outcome of the Postal Ballot and both the resolutions have been passed with requisite majority, as informed earlier.

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**

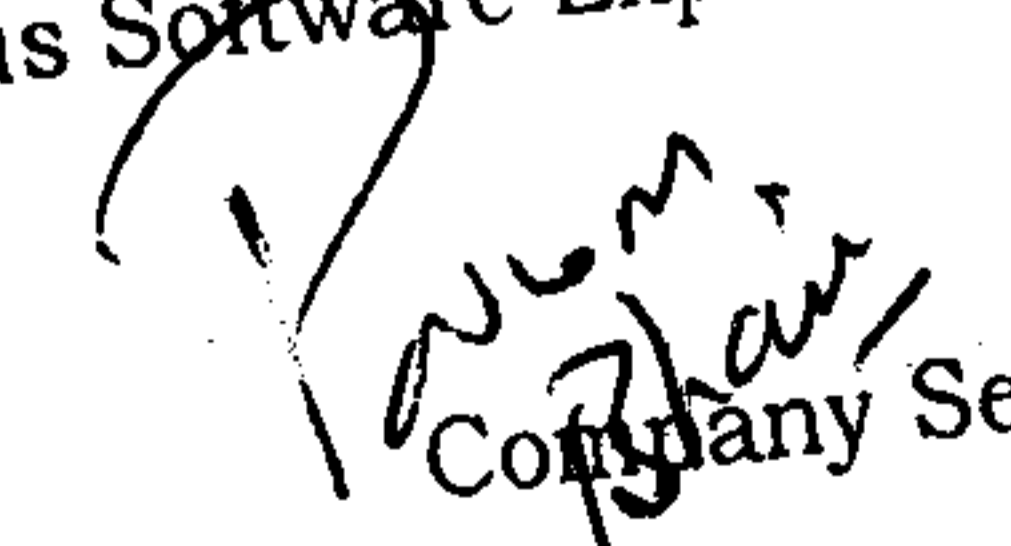
Regd. Office

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

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Results of Postal Ballot								
Details of Poll at EGM and remote e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:								
Date of declaration of result of Postal Ballot				13.06.2017				
Total number of shareholders on record date				17,945				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:				N.A				
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:				N.A				
Resolution No. 1	Approval for BuyBack of Equity Shares through the tender offer route							
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	19,631,866	-	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		-	0.0000	-	-	0.0000	0.0000
Public-Institutions	E-voting	3,411,615	2,920,863	85.6153	2,920,863	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	Total		2,920,863	85.6153	2,920,863	-	100.0000	0.0000
Public-Non Institutions	E-voting	9,340,243	561,565	6.0123	561,485	80	99.9858	0.0142
	Poll		55,023	0.5891	55,023	-	100.0000	0.0000
	Total		616,588	6.6014	616,508	80	99.9870	0.0130
Total		32,383,724	3,537,451	10.9235	3,537,371	80	99.9977	0.0023

For Nucleus Software Exports Limited

 Company Secretary

Resolution No. 2		Appointment of Ms. Ritika Dusad, as a Non-Executive Director.						
Whether promoter/ promoter group are intersted 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	19,631,866	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		-	0.0000	-	-	0.0000	0.0000
Public-Institutions	E-voting	3,411,615	2,920,863	85.6153	2,920,863	-	100.0000	0.0000
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000
	Total		2,920,863	85.6153	2,920,863	-	100.0000	0.0000
Public-Non Institutions	E-voting	9,340,243	561,564	6.0123	561,259	305	99.9457	0.0543
	Postal Ballot		55,023	0.5891	55,023	-	100.0000	0.0000
	Total		616,587	6.6014	616,282	305	99.9505	0.0495
Total		32,383,724	3,537,450	10.9235	3,537,145	305	99.9914	0.0086

* Only Mr. Vishnu R Dusad along with his PAC (out of Promter/ Promtor Group) are interested in this resolution.

For Nucleus Software Exports Limited
Ravi Khari
 Company Secretary

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Scrutinizer Report

To,
The Chairman
NUCLEUS SOFTWARE EXPORTS LIMITED
CIN: L74899DL1989PLC034594
33-35, Thyagraj Nagar Market,
New Delhi-110003

Report on Result of Postal Ballot/E-Voting

Dear Sir,

In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and other applicable laws and regulations (including any statutory modifications or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of **NUCLEUS SOFTWARE EXPORTS LIMITED** ('the Company') in its meeting held on April 25, 2017 to conduct the Postal Ballot/ E-Voting process in a fair and transparent manner in respect of the following resolutions:

S.No.	Type of Resolution	Particulars
1.	Special Resolution	Approval for Buyback of Equity Shares through the tender offer route.
2.	Ordinary Resolution	Appointment of Ms. Ritika Dusad, as a Non-Executive Director.



For Nucleus Software Exports Limited
Ravish
Bhanu
Company Secretary


I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notices and forms on Sunday, May 14, 2017 to its Members, whose names appeared in the Register of Members as on Friday, May 05, 2017.
 - a) through e-mail to the members whose e-mail addresses were registered with the Company/ the Depositories, and
 - b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Depositories).
2. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Daily "Financial Express" and in Hindi Daily "Janasatta" on Monday, May 15, 2017.
3. The shareholders of the Company had option to vote either through the postal ballot forms or through e-voting facility. Shareholders who opted for e-voting facility have cast their votes on the designated website i.e. <http://evoting.karvy.com> provided by Karvy Computershare Pvt. Ltd. ("Karvy").
4. The postal ballot forms received were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by Karvy in electronic registry.
5. I monitored the process of e-voting through the scrutinizer's secured link provided by karvy on its designated website i.e. <http://evoting.karvy.com>
6. The e-votes were unblocked on Tuesday, June 13, 2017 after 05:00 P.M. in the presence of two witnesses, Ms. Priyanka Gupta, R/o G-9/79, Sangam Vihar, Ratiya Marg, New Delhi- 110080 and Ms. Palak Chopra, R/o 314, Main Market, Sant Nagar, Burari, New



P. N. Singh
Company Secretary

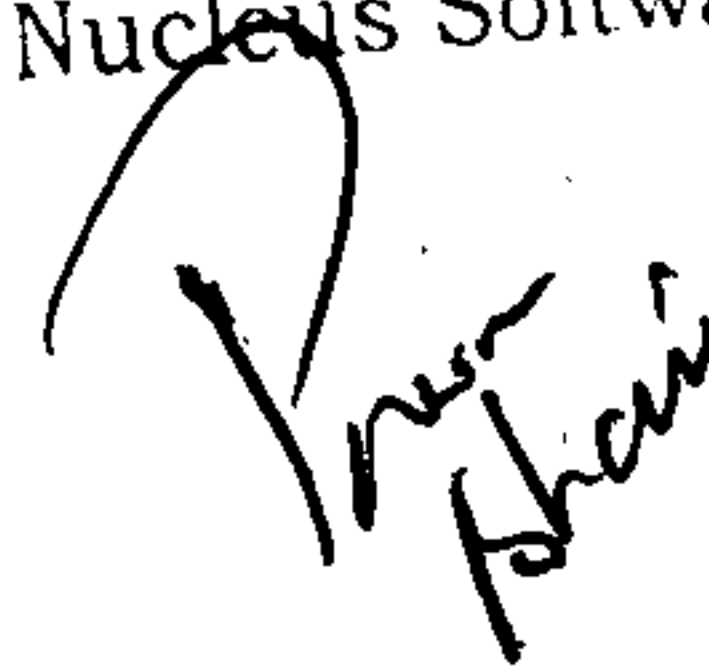
Delhi- 110084, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:


Priyanka Gupta


Palak Chopra

7. The particulars of all postal ballot forms received from the members as well as e-voting report generated from electronic registry of Karvy have been entered in a separate Register maintained for that purpose.
8. All postal ballot forms received and e-votes cast up to 5:00 P.M. on Tuesday, June 13, 2017 i.e. the last date and time fixed by the Company for casting votes through postal ballot forms or e- voting, were considered and none of the envelopes containing postal ballot forms received after the above stated time were considered for the purpose of this report.
9. The details of the members and votes cast by them were matched with the Register of Members/ beneficiary data of the Company as on Friday, May 05, 2017 i.e. the cut-off date provided by the RTA.
10. There were 719 (seven hundred nineteen) envelopes containing postal ballot form(s) which were returned undelivered and these envelopes were not opened and they are separately kept.
11. The shareholders exercised their voting either by e-voting or physical mode. There was no shareholder who opted for both the facilities.
12. The total issued and paid up Equity Share Capital of the Company as on Friday, May 05, 2017 was Rs. 32,38,37,240/- (Rupees Thirty Two Crores Thirty Eight Lakhs Thirty Seven Thousand Two Hundred and Forty Only) divided into 3,23,83,724 (Three Crores Twenty Three Lakhs Eighty Three Thousand Seven Hundred and Twenty Four) equity shares of Rs. 10/- (Rupees Ten only) each.

For Nucleus Software Exports Limited


Company Secretary



13. A revised summary of the postal ballots/ e-voting are as under:

I. Approval for Buyback of Equity Shares through the tender offer route.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal-Ballot	Total	
Assent	34,82,348	55,023	35,37,371	99.99
Dissent	80	0	80	0.01
Total	34,82,428	55,023	35,37,451	100.00

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

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

II. Appointment of Ms. Ritika Dusad, as a Non-Executive Director.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	34,82,122	55,023	35,37,145	99.99
Dissent	305	0	305	0.01
Total	34,82,427	55,023	35,37,450	100.00

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.



For Nucleus Software Exports Limited
[Signature]
 Company Secretary

14. 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 of the Company.

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

**FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

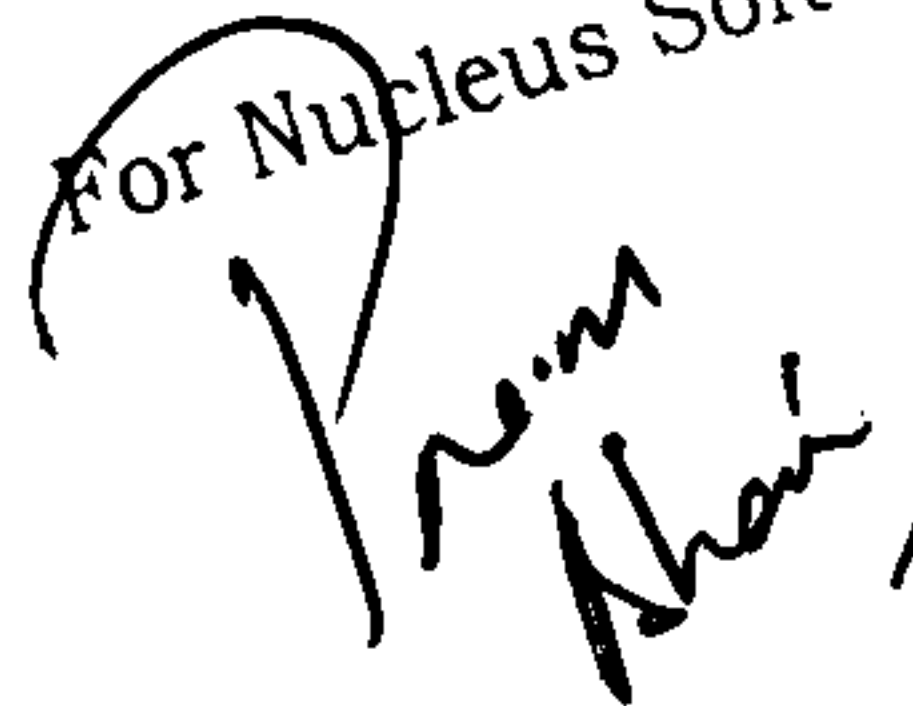


June 16, 2017
New Delhi

Sanjay Grover
Scrutinizer
C.P. No.:3850

COUNTERSIGNED BY

Sd/-
Chairman /
Authorized
Signatory

For Nucleus Software Exports Limited

Company Secretary

Annexure-A

A1. VOTING THROUGH E-VOTING:			
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(a) Net Votes Received	50	34,82,428	3,48,24,280
(b) Less: Abstained Votes	0	0	0
(c) Net valid votes	50	34,82,428	3,48,24,280
(d) Votes with assent	47	34,82,348	3,48,23,480
(e) Votes with dissent	3	80	800

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:			
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(a) Total votes received	19	1,06,58,740	10,65,87,400
(b) Less: invalid votes	5	1,06,03,717	10,60,37,170
(c) Net valid votes	14	55,023	5,50,230
(d) Votes with assent	14	55,023	5,50,230
(e) Votes with dissent	0	0	0

For Nucleus Software Exports Limited

Ram Kishor
Company Secretary



Annexure-B

B1. VOTING THROUGH E-VOTING:			
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(a) Net Votes Received	50	34,82,428	3,48,24,280
(b) Less: Abstained Votes	1	1	10
(c) Net valid votes	49	34,82,427	3,48,24,270
(d) Votes with assent	46	34,82,122	3,48,21,220
(e) Votes with dissent	3 -	305	3,050

B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:			
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(a) Total votes received	16	55,248	5,52,480
(b) Less: Invalid votes	2	225	2250
(c) Net valid votes	14	55,023	5,50,230
(d) Votes with assent	14	55,023	5,50,230
(e) Votes with dissent	0	0	0

For Nucleus Software Exports Limited

Company Secretary

