

**NUCLEUS  
SOFTWARE**

**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

**Corporate Office**

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

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E.: nsl@nucleussoftware.com

W.: www.nucleussoftware.com

June 15, 2017

<b>The Listing Department</b> <b>The National Stock Exchange of India Ltd.</b> <b>Exchange Plaza, Bandra-Kurla Complex</b> <b>Bandra (E)</b> <b>Mumbai-400051.</b> <b>Fax Nos. 022-26598236/237/238</b>	<b>The Listing Department</b> <b>Bombay Stock Exchange Limited</b> <b>Phiroze Jeejeebhoy Towers,</b> <b>25<sup>th</sup> Floor, Dalal Street</b> <b>Mumbai-400001</b> <b>Fax No. 022-22722061/41/39</b>
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Dear Sir/Madam,

**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 the Postal ballot (Including E-Voting) in respect of the business transacted vide Postal Ballot Notice dated April 25, 2017. The Report of the Scrutinizer dated June 15, 2017, 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

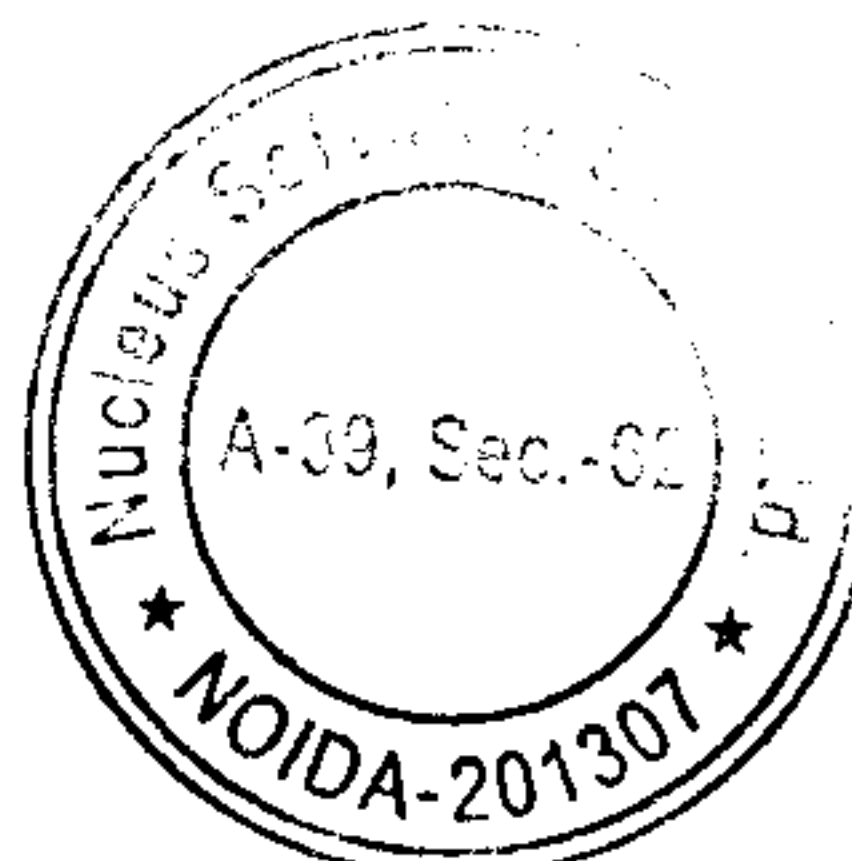
Kindly take note of the same and oblige us.

**Thanking You**

**Yours Faithfully**

**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

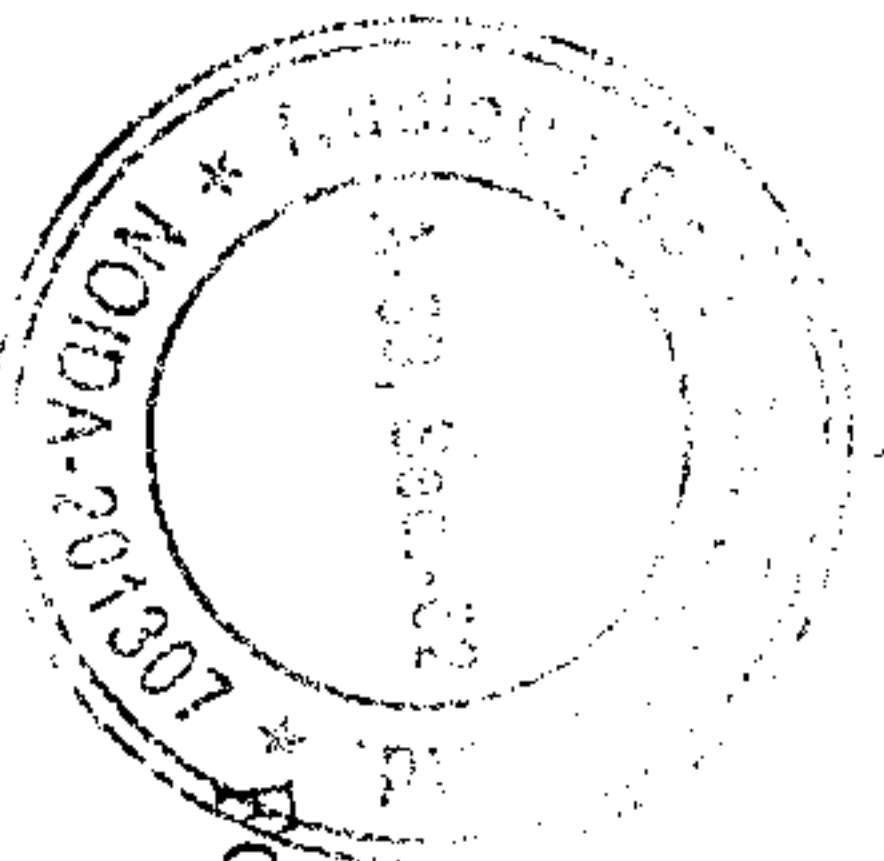
www.nucleussoftware.com

## 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	15.06.2017
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:	N.A
Public:	N.A
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A
Public:	N.A

Resolution No.	Whether promoter/ promoter group are interested in the Agenda/resolution	No						
1	Approval for BuyBack of Equity Shares through the tender offer route	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
Category	Mode of Voting	(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	10,603,492	54.0116	10,603,492	-	0.0000	0.0000
	Poll	10,603,492	10,603,492	54.0116	10,603,492	-	100.0000	0.0000
	<b>Total</b>	<b>2,920,863</b>	<b>2,920,863</b>	<b>85.6153</b>	<b>2,920,863</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	Poll	3,411,615	-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>	<b>2,920,863</b>	<b>2,920,863</b>	<b>85.6153</b>	<b>2,920,863</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
	E-voting	561,565	6,0123	6.0123	561,485	80	99.9858	0.0142
Public-Non Institutions	Poll	9,340,243	55,248	0.5915	55,048	200	99.6380	0.3620
	<b>Total</b>	<b>616,813</b>	<b>616,813</b>	<b>6.6038</b>	<b>616,533</b>	<b>280</b>	<b>99.9546</b>	<b>0.0454</b>
	<b>Total</b>	<b>32,383,724</b>	<b>14,141,168</b>	<b>43.6675</b>	<b>14,140,888</b>	<b>280</b>	<b>99.9980</b>	<b>0.0020</b>

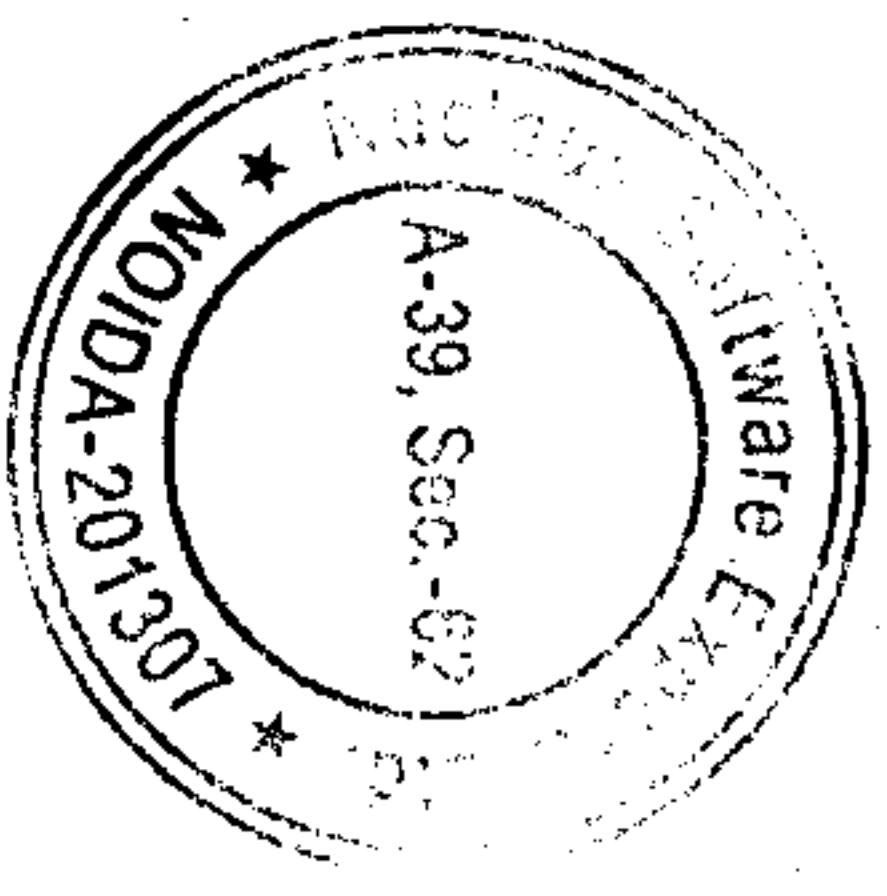


Nucleus Software Exports Limited  
Mumbai, India  
Company Secretary

Resolution No.	Whether promoter/ promoter group are interested in the Agenda/resolution						No	
2	Appointment of Ms. Ritika Dusad, as a Non-Executive Director.							
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			0.0000			0.0000	0.0000
	Postal Ballot	19,631,866	-	0.0000			0.0000	0.0000
	<b>Total</b>			<b>0.0000</b>			<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting		2,920,863	85.6153	2,920,863	-	100.0000	0.0000
	Postal Ballot	3,411,615	-	0.0000			0.0000	0.0000
	<b>Total</b>		<b>2,920,863</b>	<b>85.6153</b>	<b>2,920,863</b>		<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting		561,564	6.0123	561,259	305	99.9457	0.0543
	Postal Ballot	9,340,243	55,248	0.5915	55,023	225	99.5927	0.4073
	<b>Total</b>		<b>616,812</b>	<b>6.6038</b>	<b>616,282</b>	<b>530</b>	<b>99.9141</b>	<b>0.0859</b>
<b>Total</b>		<b>32,383,724</b>	<b>3,537,675</b>	<b>10.9242</b>	<b>3,537,145</b>	<b>530</b>	<b>99.9850</b>	<b>0.0150</b>

Yours Faithfully  
Nucleus Software Exports Limited

Poonam Bhasin  
Company Secretary



Nucleus Software Exports Limited  
Company Secretary



**SANJAY GROVER & ASSOCIATES**  
COMPANY SECRETARIES

B-88, 1<sup>st</sup> 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 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.



*Parvati*  
*Sharma*

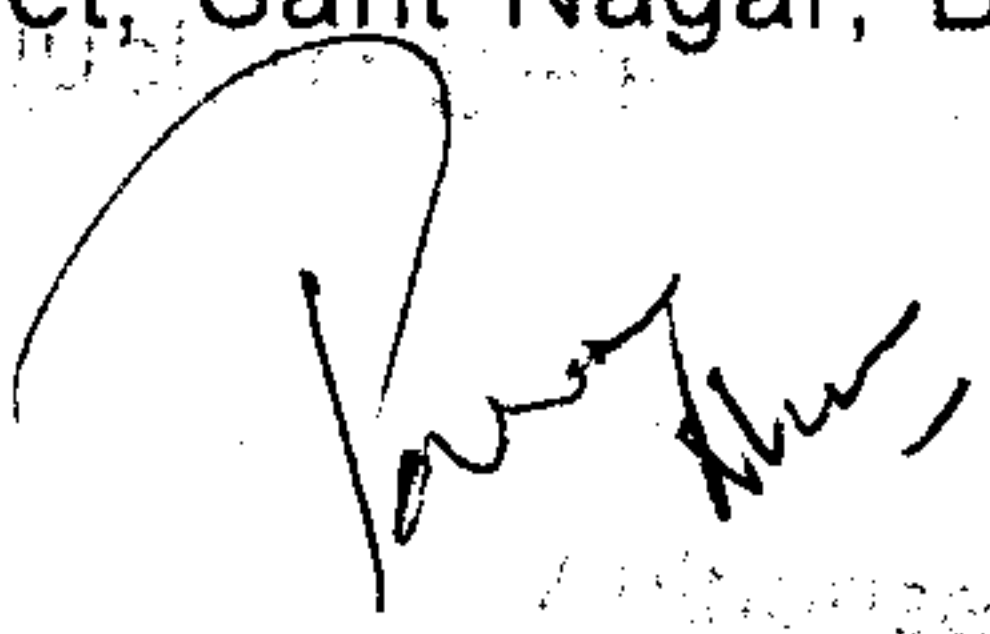
Authorised Signatory




**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



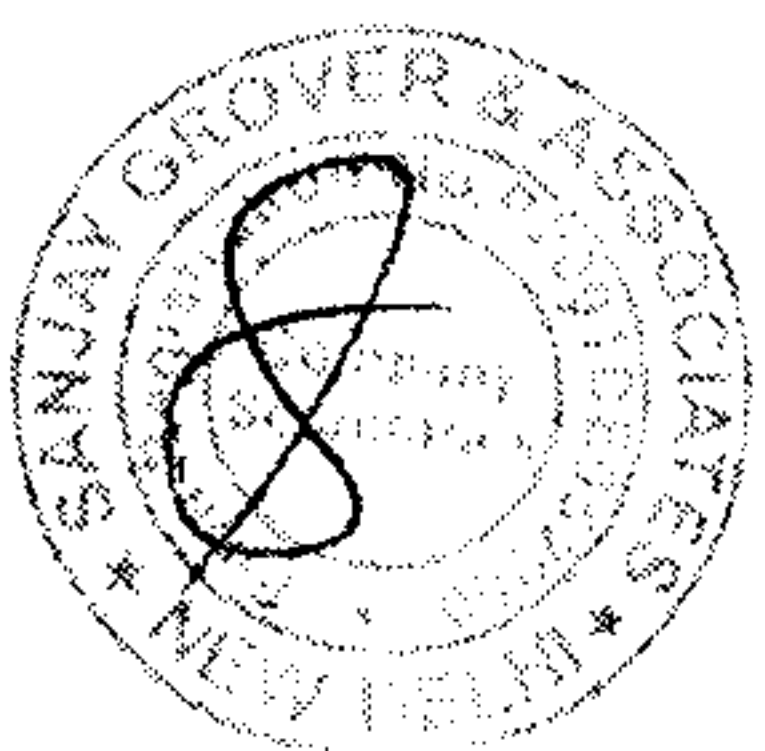
  
/ Authorized Signatory

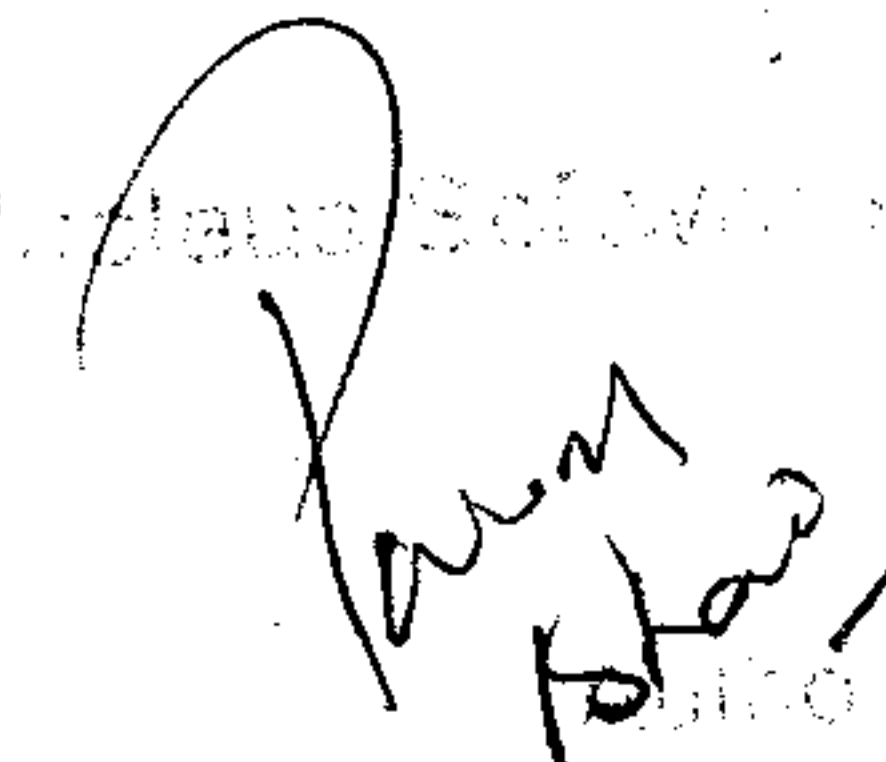
Delhi- 110084, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

  
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.



  
Sanyal Grover & Associates  
Chartered Accountants  
New Delhi



13. A summary of the postal ballots/ e-voting areas 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	1,06,58,540	1,41,40,888	99.99
Dissent	80	200	280	0.01
Total	34,82,428	1,06,58,740	1,41,41,168	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	225	530	0.01
Total	34,82,427	55,248	35,37,675	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.



*Pawan Shrivastava*



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 15, 2017  
New Delhi



Sanjay Grover  
Scrutinizer  
C.P. No.:3850

**COUNTERSIGNED BY**

Sd/-

Chairman/ Auth Sig

Pravin  
Blair  
Chairman



**Annexure-A**

<b>A1. VOTING THROUGH E-VOTING:</b>			
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
(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

<b>A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>			
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
(a) Total votes received	19	1,06,58,740	10,65,87,400
(b) Less: invalid votes	0	0	0
(c) Net valid votes	19	1,06,58,740	10,65,87,400
(d) Votes with assent	18	1,06,58,540	10,65,85,400
(e) Votes with dissent	1	200	2,000



*Praveen*  
R. K.



**Annexure-B**

<b>B1. VOTING THROUGH E-VOTING:</b>			
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
(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

<b>B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:</b>			
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
(a) Total votes received	16	55,248	5,52,480
(b) Less: Invalid votes	0	0	0
(c) Net valid votes	16	55,248	5,52,480
(d) Votes with assent	14	55,023	5,50,230
(e) Votes with dissent	2	225	2,250



*Ravish*  
Authorized Signatory