

NUCLEUS SOFTWARE EXPORTS LIMITED
33-35, THYAGRAJ NAGAR MARKET, NEW DELHI – 110 003

ANNOUNCEMENT OF RESULT OF POLL

I, Janki Ballabh, being the Chairman of the 24th Annual General Meeting of the Shareholders of M/s. Nucleus Software Exports Limited held on Wednesday, 10th July 2013 at Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road, New Delhi 110 003 ordered to put all the resolutions to poll from Sl No. 01 to 08. Accordingly as announced at the said 24th Annual General Meeting, the poll was held on Wednesday, the 10th July 2013 between 1:00 p.m to 1.30 p.m. at the Registered office of the Company at 33-35, Thyagraj Nagar Market, New Delhi – 110 003 and on the basis of the Scrutinizers Report dated 10th July 2013, I hereby declare and report the result of the poll taken on the following Resolution(s):

Resolution 1:- To review, consider and adopt the Audited Balance Sheet as at March 31, 2013 and Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- favour	of in	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
Promoter and Promoter Group	18601866	5639740	30.32%	5639740		0	30.32%	0%
Public- Institutional holders	5149698	3441188	66.82%	3441188		0	66.82%	0%
Public- Others	8632070	318870	0.98%	318831		39	99.99%	0.01%
Total	32383634	9399798	29.03%	9399759		39	99.99%	0.01%

[Handwritten mark]

[Handwritten mark]

[Handwritten signature]

Resolution 2:- To Declare dividend @Rs.3.00 per share on equity shares for the financial year ended March 31, 2013.

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- favour	of in	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
Promoter and Promoter Group	18601866	5639740	30.32%	5639740		0	30.32%	0%
Public- Institutional holders	5149698	3441188	66.82%	3441188		0	66.82%	0%
Public- Others	8632070	318870	0.98%	318835		35	99.99%	0.01%
Total	32383634	9399798	29.03%	9399763		35	99.99%	0.01%

JB

✓

[Handwritten signature]

Resolution 3:- To appoint a Director in place of Mr. Janki Ballabh, who retires by rotation and being eligible offers himself for reappointment.

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes-favour	of in	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
Promoter and Promoter Group	18601866	5639740	30.32%	5639740		0	30.32%	0%
Public-Institutional holders	5149698	3441188	66.82%	3441188		0	66.82%	0%
Public- Others	8632070	318870	0.98%	318831		39	99.99%	0.01%
Total	32383634	9399798	29.03%	9399759		39	99.99%	0.01%

AB

1

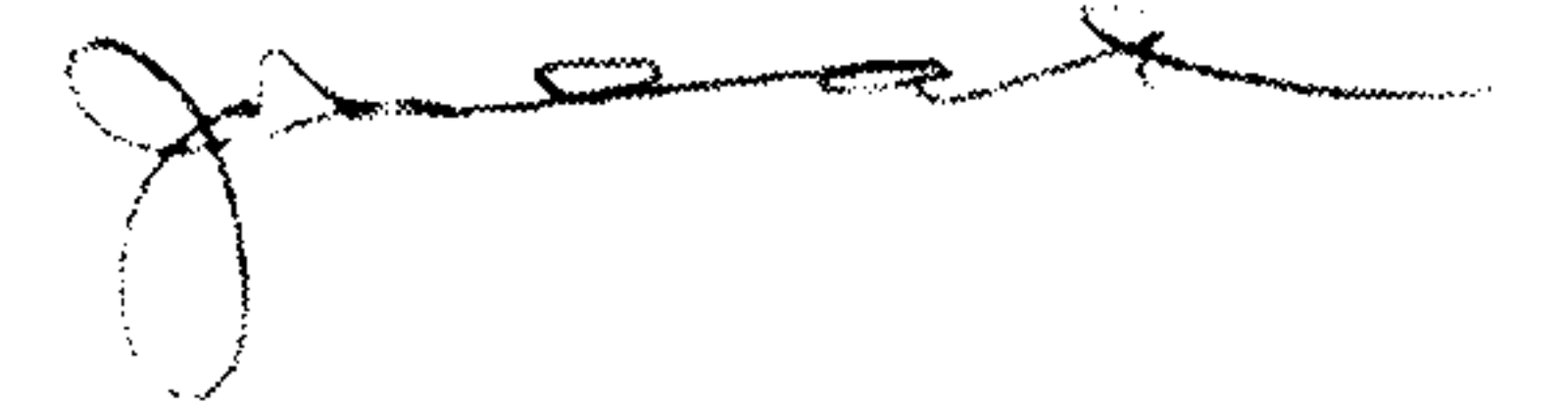
[Signature]

Resolution 4:- To appoint a Director in place of Mr. Prithvi Haldea, who retires by rotation and being eligible offers himself for reappointment.

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes-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
Promoter and Promoter Group	18601866	5639740	30.32%	5639740	0	30.32%	0%
Public-Institutional holders	5149698	3441188	66.82%	3441188	0	66.82%	0%
Public- Others	8632070	318870	0.98%	318831	39	99.99%	0.01%
Total	32383634	9399798	29.03%	9399759	39	99.99%	0.01%

2/3

1



Resolution 5:- To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration. M/s Deloitte Haskins & Sells, Chartered Accountants, the retiring auditors are eligible for reappointment.

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- 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
Promoter and Promoter Group	18601866	5639740	30.32%	5639740	0	30.32%	0%
Public- Institutional holders	5149698	3441188	66.82%	3441188	0	66.82%	0%
Public- Others	8632070	318870	0.98%	318831	39	99.99%	0.01%
Total	32383634	9399798	29.03%	9399759	39	99.99%	0.01%

[Handwritten signature]

[Handwritten signature]

[Handwritten signature]

Resolution 6:- To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:-

Regularisation of appointment of an Additional Director- Mr. N. Subramaniam

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes-favour of in	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
Promoter and Promoter Group	18601866	5639740	30.32%	5639740	0	30.32%	0%
Public-Institutional holders	5149698	3441188	66.82%	3441188	0	66.82%	0%
Public- Others	8632070	318870	0.98%	318831	39	99.99%	0.01%
Total	32383634	9399798	29.03%	9399759	39	99.99%	0.01%

[Signature]

[Signature]

[Signature]

Resolution 7:- To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:-
Regularisation of appointment of an Additional Director- Prof. Trilochan Sastry

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- 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
Promoter and Promoter Group	18601866	5639740	30.32%	5639740	0	30.32%	0%
Public- Institutional holders	5149698	3441188	66.82%	3441188	0	66.82%	0%
Public- Others	8632070	318870	0.98%	318831	39	99.99%	0.01%
Total	32383634	9399798	29.03%	9399759	39	99.99%	0.01%

[Signature]

[Signature]

[Signature]

Resolution 8:- To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:-

Post facto approval in terms of the Central Government approval no. 4/98/T-1/2013/D/820 dated 17th April 2013

Promoter/ Public	No. of Shares Held	No. of 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
Promoter and Promoter Group	18601866	5639740	30.32%	5639740	0	30.32%	0%
Public- Institutional holders	5149698	3441188	66.82%	3441188	0	66.82%	0%
Public- Others	8632070	318870	0.98%	318831	39	99.99%	0.01%
Total	32383634	9399798	29.03%	9399759	39	99.99%	0.01%

(Shareholders) Scrutniser 1

Scrutniser 2

(Janki Ballabh)
Chairman

Place: New Delhi
Date : 10th July 2013