



**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

**Corporate Office**

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

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July 03, 2018

<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: Voting Results under Regulation 44(3) and Scrutinizer Report**

With reference to the above mentioned subject, Please find enclosed herewith copy of Voting results of the Remote-E Voting and Voting at Annual General Meeting through Voting System(Insta-Poll) in respect of the business transacted vide AGM Notice dated May 03, 2018. The Report of the Scrutinizer dated July 03, 2018, in Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 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](http://www.nucleussoftware.com)

Kindly take note of the same and oblige us.

**Thanking You**

**Yours Faithfully**

**Nucleus Software Exports Limited**

**Poonam Bhasin**

**Company Secretary**

**Corporate Office**

Nucleus Software Exports Ltd.  
A-39, Sector 62, Noida - 201307

**Registered Office**

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

Voting Results of AGM	
Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
<b>Date of the AGM</b>	02.07.2018
<b>Total number of shareholders on record date i.e 25 June, 2018</b>	16,256
<b>No. of shareholders present in the meeting either in person or through Proxy:</b> Promoters and Promoters Group: Public:	04 78
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoters Group: Public:	N.A.

**1. Ordinary Resolution:** To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2018 including Audited Balance Sheet and Profit and Loss account as on March 31, 2018 along with Cash Flow Statement on that date together with the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018

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	Remote E-voting	19,627,866	0	69.6446	0	0	0.0000	0.0000
	E-voting at AGM		13,669,740	69.6446	13,669,740	0	100.0000	0.0000
	<b>Total</b>		<b>13,669,740</b>	<b>69.6446</b>	<b>13,669,740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	2,782,978	2,431,130	87.3571	2,431,130	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2,431,130</b>	<b>87.3571</b>	<b>2,431,130</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	Remote E-voting	6,629,880	4,559	0.0688	4,559	0	100.0000	0.0000
	E-voting at AGM		153,792	2.3197	153,778	14	99.9909	0.0091
	<b>Total</b>		<b>158,351</b>	<b>2.3884</b>	<b>158,337</b>	<b>14</b>	<b>99.9912</b>	<b>0.0088</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,259,221</b>	<b>55.9877</b>	<b>16,259,207</b>	<b>14</b>	<b>99.9999</b>	<b>0.0001</b>

**2. Ordinary Resolution: To declare a final dividend of Rs. 8/- per Equity Share for the financial year ended March 31, 2018**

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	Remote E-voting	19,627,866	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		13,669,740	69.6446	13,669,740	0	100.0000	0.0000
	<b>Total</b>		<b>13,669,740</b>	<b>69.6446</b>	<b>13,669,740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	2,782,978	2,480,025	89.1141	2,480,025	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2,480,025</b>	<b>89.1141</b>	<b>2,480,025</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	Remote E-voting	6,629,880	4,559	0.0688	4,559	0	100.0000	0.0000
	E-voting at AGM		153,792	2.3197	153,778	14	99.9909	0.0091
	<b>Total</b>		<b>158,351</b>	<b>2.3884</b>	<b>158,337</b>	<b>14</b>	<b>99.9912</b>	<b>0.0088</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,308,116</b>	<b>56.1560</b>	<b>16,308,102</b>	<b>14</b>	<b>99.9999</b>	<b>0.0001</b>

**3. Ordinary Resolution: Re-appointment of Mr. R P Singh (DIN 00008350), as Director of the Company**

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	Remote E-voting	19,627,866	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		13,669,740	69.6446	13,669,740	0	100.0000	0.0000
	<b>Total</b>		<b>13,669,740</b>	<b>69.6446</b>	<b>13,669,740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	2,782,978	2,480,025	89.1141	2,480,025	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2,480,025</b>	<b>89.1141</b>	<b>2,480,025</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	Remote E-voting	6,629,880	4,559	0.0688	4,559	0	100.0000	0.0000
	E-voting at AGM		153,792	2.3197	153,778	14	99.9909	0.0091
	<b>Total</b>		<b>158,351</b>	<b>2.3884</b>	<b>158,337</b>	<b>14</b>	<b>99.9912</b>	<b>0.0088</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,308,116</b>	<b>56.1560</b>	<b>16,308,102</b>	<b>14</b>	<b>99.9999</b>	<b>0.0001</b>

**4. Ordinary Resolution: Ratification of Appointment of Statutory Auditors of the Company**

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	Remote E-voting	19,627,866	0	0.0000	0	0	0.0000	0.0000
	E-voting at AGM		13,669,740	69.6446	13,669,740	0	100.0000	0.0000
	<b>Total</b>		<b>13,669,740</b>	<b>69.6446</b>	<b>13,669,740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	2,782,978	2,480,025	89.1141	2,480,025	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2,480,025</b>	<b>89.1141</b>	<b>2,480,025</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	Remote E-voting	6,629,880	4,559	0.0688	4,559	0	100.0000	0.0000
	E-voting at AGM		153,792	2.3197	153,778	14	99.9909	0.0091
	<b>Total</b>		<b>158,351</b>	<b>2.3884</b>	<b>158,337</b>	<b>14</b>	<b>99.9912</b>	<b>0.0088</b>
<b>Total</b>		<b>29,040,724</b>	<b>16,308,116</b>	<b>56.1560</b>	<b>16,308,102</b>	<b>14</b>	<b>99.9999</b>	<b>0.0001</b>