

**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

July 10, 2017

<b>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</b>	<b>The Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, 25<sup>th</sup> Floor, Dalal Street Mumbai-400 001 Fax No. 022-22722061/41/39</b>
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Dear Sirs,

**Sub: Annual General Meeting - Voting Results Announcement and Scrutinizer Report**

With reference to the above mentioned subject, please find enclosed herewith copy of voting results of Annual General Meeting (AGM) held on 8<sup>th</sup> July 2017 in respect of business transacted in the notice of AGM dated 25<sup>th</sup> April 2017 as per Regulation 44 of SEBI (LODR) Regulation 2015. The Report of the Scrutinizer pursuant to Section 110 of the Companies Act, 2013 and Rule 22(13) of the Companies (Management and Administration) Rules, 2014 is also enclosed herewith for your reference. The same shall also be available on the website of the Company i.e. [www.nucleussoftware.com](http://www.nucleussoftware.com).

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.

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

[www.nucleussoftware.com](http://www.nucleussoftware.com)

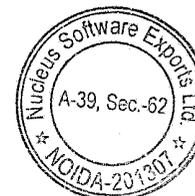
Voting Results of AGM	
Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of the AGM	08.07.17
Total number of shareholders on record date	16,586
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	1 63
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	NA

- 1. Ordinary Resolution:** To receive, consider and adopt:
- the audited financial statements of the company for the year ended March 31,2017 including Audited Balance Sheet and Profit and Loss account as 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 31,2017 together with the Report of the Auditors thereon.

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	15,669,740	80	15,669,740	0	100.0000	0.0000
	Poll		-	-	-	0	0.0000	0.0000
	<b>Total</b>		<b>15,669,740</b>	<b>80</b>	<b>15,669,740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	3,771,245	3,047,794	81	3,047,794	0	0.0000	0.0000
	Poll		-	-	-	0	0.0000	0.0000
	<b>Total</b>		<b>3,047,794</b>	<b>81</b>	<b>3,047,794</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	8,980,613	355,969	4	355,968	1	99.9997	0.0003
	Poll		381	0	381	0	100.0000	0.0000
	<b>Total</b>		<b>356,350</b>	<b>4</b>	<b>356,349</b>	<b>1</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Total</b>		<b>32,383,724</b>	<b>19,073,884</b>	<b>59</b>	<b>19,073,883</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>

Company Secretary

For Nucleus Software Exports Ltd.

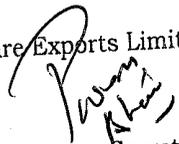


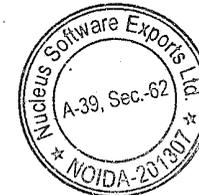
**2. Ordinary Resolution:** To declare dividend of Rs.5 per Equity Share for the financial year ended March 31, 2017.

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	15,669,740	80	15,669,740	0	100.0000	0.0000
	Poll		-	-	-	0	0.0000	0.0000
	<b>Total</b>		<b>15,669,740</b>	<b>80</b>	<b>15,669,740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	3,771,245	3,047,794	81	3,047,794	0	0.0000	0.0000
	Poll		-	-	-	0	0.0000	0.0000
	<b>Total</b>		<b>3,047,794</b>	<b>81</b>	<b>3,047,794</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	8,980,613	355,969	4	355,969	0	100.0000	0.0000
	Poll		381	0	381	0	100.0000	0.0000
	<b>Total</b>		<b>356,350</b>	<b>4</b>	<b>356,350</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>32,383,724</b>	<b>19,073,884</b>	<b>59</b>	<b>19,073,884</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

**3. Ordinary Resolution:** To re-appoint of Mr. Vishnu R. Dusad (DIN: 00008412), as Director liable to retire by rotation and being eligible offer himself for re-appointment.

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	15,669,740	80	15,669,740	0	100.0000	0.0000
	Poll		-	-	-	0	0.0000	0.0000
	<b>Total</b>		<b>15,669,740</b>	<b>80</b>	<b>15,669,740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	3,771,245	3,047,794	81	3,047,794	0	0.0000	0.0000
	Poll		-	-	-	0	0.0000	0.0000
	<b>Total</b>		<b>3,047,794</b>	<b>81</b>	<b>3,047,794</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	8,980,613	355,969	4	355,969	0	100.0000	0.0000
	Poll		381	0	381	0	100.0000	0.0000
	<b>Total</b>		<b>356,350</b>	<b>4</b>	<b>356,350</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>32,383,724</b>	<b>19,073,884</b>	<b>59</b>	<b>19,073,884</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

For Nucleus Software Exports Limited  
  
 Company Secretary



**4. Ordinary Resolution:** Ratification of appointment of M/s.BSR & Associates LLP, Chartered Accountants (Registration No.:116231 W/W-100024) as Statutory Auditors of the Company.

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	15,669,740	79.8179	15,669,740	0	100.0000	0.0000
	Poll		0	0.0000	-	0	0.0000	0.0000
	<b>Total</b>		<b>15,669,740</b>	<b>79.8179</b>	<b>15,669,740</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	3,771,245	3,047,794	80.8167	3,047,794	0	0.0000	0.0000
	Poll		-	0.0000	-	0	0.0000	0.0000
	<b>Total</b>		<b>3,047,794</b>	<b>80.8167</b>	<b>3,047,794</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	8,980,613	355,969	3.9637	355,967	2	99.9994	0.0006
	Poll		381	0.0042	381	0	100.0000	0.0000
	<b>Total</b>		<b>356,350</b>	<b>3.9680</b>	<b>356,348</b>	<b>2</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Total</b>		<b>32,383,724</b>	<b>19,073,884</b>	<b>58.8996</b>	<b>19,073,882</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>

For Nucleus Software Exports Limited

*P. Anam*  
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: sanjaygrover7@gmail.com

**Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To,  
THE CHAIRMAN  
**NUCLEUS SOFTWARE EXPORTS LIMITED**  
(CIN: L74899DL1989PLC034594)  
33-35, THYAGRAJ NAGAR MARKET,  
NEW DELHI -110003

Dear Sir,

I, Sanjay Grover, Practicing Company Secretary, Managing Partner of M/s Sanjay Grover & Associates having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing Annual General Meeting (AGM) voting process, i.e. remote e-voting and electronic voting (Insta-Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended till date) on the resolution(s) mentioned in Notice dated April 25, 2017 for 28<sup>th</sup> AGM of the Equity Shareholders of the Company held on July 08, 2017 at 11:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003.

I submit my report as under:-



1. The remote e-voting period remained open from Tuesday, July 04, 2017 at 10:00 A.M. and ended on Friday, July 07, 2017 at 05:00 P.M. on the designated website i.e. <http://evoting.karvy.com> provided by Karvy (Karvy Computershare Private Limited).
2. The Shareholders of the Company as on the "cut off" date i.e. Saturday, July 01, 2017 were entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting on the proposed resolutions (item no. 1 to 4) as set out in the Notice of AGM.
3. The total paid up Equity Share Capital of the Company as on July 01, 2017 was Rs. 32,38,37,240/- (Rupees Thirty Two Crores Thirty Eight Lakh Thirty Seven Thousand Two Hundred and Forty Only) divided into 3,23,83,724 (Three Crores Twenty Three Lakh Eighty Three Thousand Seven Hundred and Twenty Four) equity shares of Rs.10/- (Rupees Ten Only) each.
4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended up to date and thereafter voting by poll by using electronic voting facility (Insta-Poll) was made available at the AGM.
5. Thereafter, the votes cast through remote e-voting were unblocked after completion of Insta-poll at the AGM in the presence of two witnesses, Ms. Palak Chopra R/o 314, Main Market, Sant Nagar, Burari, New Delhi -110084 and Ms. Suruchi Jassi R/o 80/301, Sector-1, Gole Market, D.I.Z. Area, New Delhi -110001 who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Palak*

Palak Chopra

*Suruchi*

Suruchi Jassi

6. The consolidated summary of results of remote e-voting and Insta-Poll at AGM are as under:



a. **Resolution No. 1-** To receive, consider and adopt:

- i. the audited financial statements of the company for the year ended March 31, 2017 including Audited Balance Sheet and Profit and Loss account as on that date together with the reports of the Board of Directors and Auditors thereon and
- ii. the audited consolidated financial statements of the company for the financial year ended March 31, 2017 together with the Report of the Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll	e-votes	Total	
Assent	381	19073502	19073883	99.99999
Dissent	0	1	1	0.00001
Total	381	19073503	19073884	100

Therefore, the resolution No. 1 has been approved with requisite majority. Details of Insta-Poll at AGM & remote e-voting are given in Annexure- A.

b. **Resolution No. 2-** To declare dividend of Rs.5/- per Equity Share for the financial year ended March 31, 2017.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll	e-votes	Total	
Assent	381	19073503	19073884	100
Dissent	0	0	0	0
Total	381	19073503	19073884	100



Therefore, the resolution No. 2 has been approved with requisite majority. Details of Insta-Poll at AGM & remote e-voting are given in **Annexure B.**

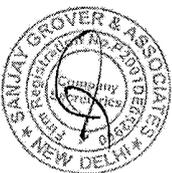
- c. **Resolution No. 3-** To re-appoint of Mr. Vishnu R. Dusad (DIN: 00008412), as Director liable to retire by rotation and being eligible offer himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll	e-votes	Total	
Assent	381	19073503	19073884	100
Dissent	0	0	0	0
Total	381	19073503	19073884	100

Therefore, the resolution No. 3 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure C.**

- d. **Resolution No. 4-** Ratification of appointment of M/s BSR & Associates LLP, Chartered Accountants (Registration No.:116231 W/W-100024) as Statutory Auditors of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-Poll	e-votes	Total	
Assent	381	19073501	19073882	99.99999
Dissent	0	2	2	0.00001
Total	381	19073503	19073884	100

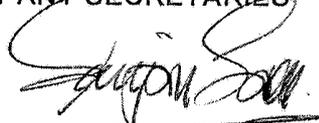


Therefore, the resolution No. 4 has been approved with requisite majority. Details of Insta-Poll at AGM & remote e-voting are given in Annexure-D.

7. The registers relating to remote e-voting and insta-poll shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the registers to the Company.

Thank you,

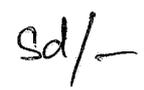
For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES

  
Sanjay Grover

Scrutinizer  
CP No 3850

July 08, 2017  
New Delhi

Countersigned by



Chairman

July 08, 2017  
New Delhi



**Annexure - A**

Details of Insta-Poll at AGM & remote e-voting for Resolution No.-1 are as under:

**A1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	16	381	3810
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	16	381	3810
d) Votes with assent for the Resolution	16	381	3810
e) Votes with dissent for the Resolution	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	41	19073503	190735030
(b) Votes with Assent	40	19073502	190735020
(c) Votes with dissent	1	1	10



**Annexure - B**

Details of Insta-Poll at AGM & remote e-voting for Resolution No.-2 are as under:

**B1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	16	381	3810
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	16	381	3810
d) Votes with assent for the Resolution	16	381	3810
e) Votes with dissent for the Resolution	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	41	19073503	190735030
(b) Votes with Assent	41	19073503	190735030
(c) Votes with dissent	0	0	0



**Annexure - C**

Details of Insta-Poll at AGM & remote e-voting for Resolution No.-3 are as under:

**C1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	16	381	3810
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	16	381	3810
d) Votes with assent for the Resolution	16	381	3810
e) Votes with dissent for the Resolution	0	0	0

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	41	19073503	190735030
(b) Votes with Assent	41	19073503	190735030
(c) Votes with dissent	0	0	0



**Annexure -D**

Details of Insta-Poll at AGM & remote e-voting for Resolution No.-4 are as under:

**D1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	16	381	3810
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	16	381	3810
d) Votes with assent for the Resolution	16	381	3810
e) Votes with dissent for the Resolution	0	0	0

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	41	19073503	190735030
(b) Votes with Assent	40	19073501	190735010
(c) Votes with dissent	1	2	20

