

The Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (E)
Mumbai-400051
Fax Nos. 022-26598236/237/238

July 9, 2014

Dear Sir/Madam,

Sub: Clause No. 35A of the Listing Agreement -Voting Results

In accordance with Clause No. 35A of the Listing Agreement, we wish to inform you that the Members of the Company at the Annual General Meeting held on July 8, 2014 transacted the following business:

S.No.	Description		Particulars	
1	Date of AGM		July 8, 2014	
2	Total number of shareholders on record date		14,889	
3	Book Closure Date		July 1, 2014 to July 8, 2014	
4	No. of Shareholders present in the meeting either in person or through proxy:			
	Shareholders	In Person	Proxy	Total
	Promoters and Promoter Group	1	0	1
	Public	110	7	117
	TOTAL	111	7	118
5	No. of Shareholders attended the meeting through Video Conferencing			
	Shareholders	In Person	Proxy	Total
	Promoters and Promoter Group	0	0	0
	Public	0	0	0
	TOTAL	0	0	0

Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Members of the Company was held on Tuesday, July 8, 2014 at 11:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003. The mode of Voting was by way of Poll/ E-voting. The Shareholders transacted the business as provided in **Annexure 1**.

This is for your information and record.

Thanking You

Yours Sincerely

FOR NUCLEUS SOFTWARE EXPORTS LIMITED



Poonam Bhasin
Company Secretary

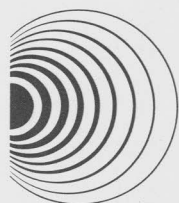


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**NUCLEUS
SOFTWARE**

NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

Corporate Office

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

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Annexure 1

Detail of the Agenda:

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3) $[(2)/(1)]*100$	No. of votes-in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. : 1 - Adoption of the Audited Balance Sheet as at March 31, 2014 and Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	18610666	14645048	78.69	14645048	0	100.00	0.00
Public - Institutional holders	4627593	2557996	55.28	2557996	0	100.00	0.00
Public - Others	9145465	6415	0.07	6415	0	100.00	0.00
Total (A)	32383724	17209459	53.14	17209459	0	100.00	0.00
Mode of voting: (Poll)							
Promoters and Promoter Group	18610666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	4627593	1837833	39.71	1837833	0	100.00	0.00
Public - Others*	9145465	112078	1.23	112078	0	100.00	0.00
Total (B)*	32383724	1949911	6.02	1949911	0	100.00	0.00
Result E-voting and Poll	32383724	19159370	59.16	19159370	0	100.00	0.00

*6 Ballot papers considered
invalid

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

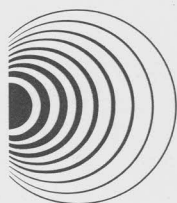


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Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3) [(2)/(1)]*10 0	No. of votes-in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of votes against on votes polled (7)=[(5)/(2)]*1 00
Resolution No. : 2 - Declare final dividend @ Rs.3 per share and a special dividend @ Rs. 3 per share on equity shares for the financial year ended March 31, 2014							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	18610666	14645048	78.69	14645048	0	0.00	0.00
Public - Institutional holders	4627593	2557996	55.28	2557996	0	100.00	0.00
Public - Others	9145465	6415	0.07	6415	0	100.00	0.00
Total (A)	32383724	17209459	53.14	17209459	0	100.00	0.00
Mode of voting: (Poll)							
Promoters and Promoter Group	18610666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	4627593	1837833	39.71	1837833	0	100.00	0.00
Public - Others*	9145465	112078	1.23	112078	0	100.00	0.00
Total (B)*	32383724	1949911	6.02	1949911	0	100.00	0.00
Result E-voting and Poll	32383724	19159370	59.16	19159370	0	100.00	0.00

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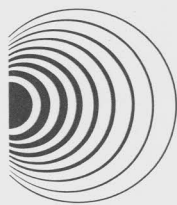


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Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3) [(2)/(1)]*10 0	No. of votes-in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of votes against on votes polled (7)=[(5)/(2)]*1 00
Resolution No. : 3 - Appointment of 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							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	18610666	14645048	78.69	14645048	0	100.00	0.00
Public - Institutional holders	4627593	2557996	55.28	2454004	103992	95.93	4.07
Public - Others	9145465	6415	0.07	6415	0	100.00	0.00
Total (A)	32383724	17209459	53.14	17105467	103992	99.40	0.60
Mode of voting: (Poll)							
Promoters and Promoter Group	18610666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	4627593	1837833	39.71	1837833	0	100.00	0.00
Public - Others*	9145465	112078	1.23	112078	0	100.00	0.00
Total (B)*	32383724	1949911	6.02	1949911	0	100.00	0.00
Result E-voting and Poll	32383724	19159370	59.16	19055378	103992	99.46	0.54

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Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3) [(2)/(1)]*10 0	No. of votes-in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of votes against on votes polled (7)=[(5)/(2)]*1 00
Resolution No. : 4 - Appointment of Mr. N. Subramaniam (DIN 00166621), as an Independent Director							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	18610666	14645048	78.69	14645048	0	100.00	0.00
Public - Institutional holders	4627593	2557996	55.28	2557996	0	100.00	0.00
Public - Others	9145465	6415	0.07	6415	0	100.00	0.00
Total (A)	32383724	17209459	53.14	17209459	0	100.00	0.00
Mode of voting: (Poll)							
Promoters and Promoter Group	18610666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	4627593	1837833	39.71	1837833	0	100.00	0.00
Public - Others*	9145465	112078	1.23	112078	0	100.00	0.00
Total (B)*	32383724	1949911	6.02	1949911	0	100.00	0.00
Result E-voting and Poll	32383724	19159370	59.16	19159370	0	100.00	0.00

*6 Ballot papers considered invalid

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

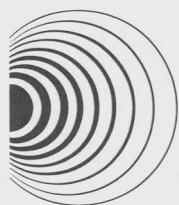


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Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3) [(2)/(1)]*10 0	No. of votes-in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of votes against on votes polled (7)=[(5)/(2)]*1 00
Resolution No. : 5 - Appointment of Mr. Janki Ballabh (DIN 00011206), as an Independent Director							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	18610666	14645048	78.69	14645048	0	100.00	0.00
Public - Institutional holders	4627593	2557996	55.28	2557996	0	100.00	0.00
Public - Others	9145465	6415	0.07	6415	0	100.00	0.00
Total (A)	32383724	17209459	53.14	17209459	0	100.00	0.00
Mode of voting: (Poll)							
Promoters and Promoter Group	18610666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	4627593	1837833	39.71	1781754	56079	96.95	3.05
Public - Others*	9145465	112078	1.23	112078	0	100.00	0.00
Total (B)*	32383724	1949911	6.02	1893832	56079	97.12	2.88
Result E-voting and Poll	32383724	19159370	59.16	19103291	56079	99.71	0.29

*6 Ballot papers considered invalid

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

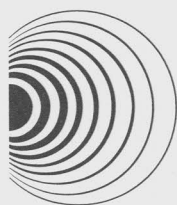


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Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3) [(2)/(1)]*10 0	No. of votes-in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of votes against on votes polled (7)=[(5)/(2)]*1 00
Resolution No. : 6 - To pass with or without modification(s), the following resolution as an Ordinary Resolution : "RESOLVED that the vacancy caused by the retirement of Mr. Sanjiv Sarin, Director, who retires by rotation at the AGM not be filled"							
Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	18610666	14645048	78.69	14645048	0	100.00	0.00
Public - Institutional holders	4627593	2557996	55.28	2541318	16678	99.35	0.65
Public - Others	9145465	6415	0.07	6415	0	100.00	0.00
Total (A)	32383724	17209459	53.14	17192781	16678	99.90	0.10
Mode of voting: (Poll)							
Promoters and Promoter Group	18610666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	4627593	1837833	39.71	1837833	0	100.00	0.00
Public - Others*	9145465	112078	1.23	112078	0	100.00	0.00
Total (B)*	32383724	1949911	6.02	1949911	0	100.00	0.00
Result E-voting and Poll	32383724	19159370	59.16	19142692	16678	99.91	0.00

*6 Ballot papers considered invalid

For NUCLEUS SOFTWARE EXPORTS LIMITED

[Signature]
Company Secretary

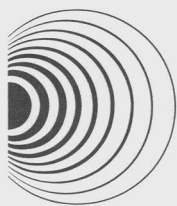


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Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3) [(2)/(1)]*10 0	No. of votes-in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of votes against on votes polled (7)=[(5)/(2)]*1 00
Resolution No. : 7- To approve the related party transaction with M/s Praxis Consulting and Information Services Pvt. Ltd. for a period from Oct 3, 2013 to Oct 2, 2014 and in this regard 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 Regional Director approval no.4/463/T-1/2013/D/7174 dated 17th October 2013							
Resolution required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	18610666	14645048	78.69	14645048	0	100.00	0.00
Public - Institutional holders	4627593	2557996	55.28	2265241	292755	88.56	11.44
Public - Others	9145465	6415	0.07	6415	0	100.00	0.00
Total (A)	32383724	17209459	53.14	16916704	292755	98.30	1.70
Mode of voting: (Poll)							
Promoters and Promoter Group	18610666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	4627593	1837833	39.71	1837833	0	100.00	0.00
Public - Others*	9145465	112078	1.23	112078	0	100.00	0.00
Total (B)*	32383724	1949911	6.02	1949911	0	100.00	0.00
Result E-voting and Poll	32383724	19159370	59.16	18866615	292755	98.47	0.00

*6 Ballot papers considered invalid

For NUCLEUS SOFTWARE EXPORTS LIMITED

Company Secretary

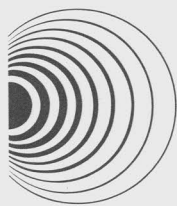


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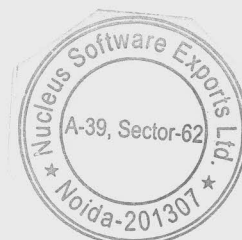
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Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3) [(2)/(1)]*10 0	No. of votes-in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of votes against on votes polled (7)=[(5)/(2)]*1 00
Resolution No. : 8- To approve the related party transaction with M/s Praxis Consulting & Information Services Pvt. Ltd. for a period from Oct 3, 2014 till Oct 2, 2017							
Resolution required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	18610666	14645048	78.69	14645048	0	100.00	0.00
Public - Institutional holders	4627593	2557996	55.28	2265241	292755	88.56	11.44
Public - Others	9145465	6415	0.07	6415	0	100.00	0.00
Total (A)	32383724	17209459	53.14	16916704	292755	98.30	1.70
Mode of voting: (Poll)							
Promoters and Promoter Group	18610666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	4627593	1837833	39.71	1837833	0	100.00	0.00
Public - Others*	9145465	112078	1.23	112078	0	100.00	0.00
Total (B)*	32383724	1949911	6.02	1949911	0	100.00	0.00
Result E-voting and Poll	32383724	19159370	59.16	18866615	292755	98.47	1.53

*6 Ballot papers considered invalid

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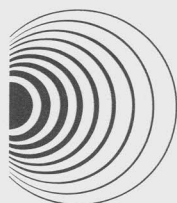


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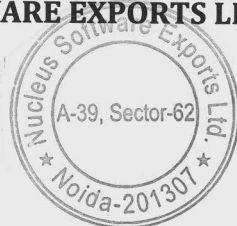
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Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3) [(2)/(1)]*10 0	No. of votes-in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of votes against on votes polled (7)=[(5)/(2)]*1 00
Resolution No. : 9- To approve the payment of remuneration to Non-executive Directors							
Resolution required: (Special)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	18610666	14645048	78.69	14645048	0	100.00	0.00
Public - Institutional holders	4627593	2454004	53.03	2454004	0	100.00	0.00
Public - Others	9145465	6415	0.07	6415	0	100.00	0.00
Total (A)	32383724	17105467	52.82	17105467	0	100.00	0.00
Mode of voting: (Poll)							
Promoters and Promoter Group	18610666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	4627593	1837833	39.71	1837833	0	100.00	0.00
Public - Others*	9145465	112030	1.22	112030	0	100.00	0.00
Total (B)*	32383724	1949863	6.02	1949863	0	100.00	0.00
Result E-voting and Poll	32383724	19055330	58.84	19055330	0	100.00	0.00

*7 Ballot papers considered invalid

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