

**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 21<sup>st</sup> Annual General Meeting of the Shareholders of M/s. Nucleus Software Exports Limited held on Thursday, 24<sup>th</sup> June 2010 at FICCI Auditorium, Federation House, Tansen Marg, New Delhi - 110 001 ordered to put all the Ordinary Business to poll from Sl No. 01 to 05. Accordingly as announced at the said 21<sup>st</sup> Annual General Meeting, the poll was held on Friday, the 25<sup>th</sup> June 2010 between 11.00 a.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 25<sup>th</sup> June 2010, I hereby declare and report the result of the poll:

Item No.	Ordinary Business As stated in the Notice for the 21 <sup>st</sup> Annual General Meeting of the Company	No. of Votes cast in favour	No. of Votes cast against	Remarks
1.	To review, consider and adopt the Audited Balance Sheet as at March 31, 2010 and Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.	1,62,21,982	40	Resolution Passed
2.	To declare dividend @ Rs.2.50 per share on equity shares for the financial year ended March 31, 2010.	1,62,21,982	40	Resolution Passed
3.	To appoint a Director in place of Mr. Sanjiv Sarin, who retires by rotation and being eligible offers himself for reappointment.	1,62,21,982	40	Resolution Passed
4.	To appoint a Director in place of Mr. Arun Shekhar Aran, who retires by rotation and being eligible offers himself for reappointment.	1,62,21,982	40	Resolution Passed
5.	To appoint Deloitte Haskins & Sells, Chartered Accountants, New Delhi as the Statutory Auditors of the Company in place of the retiring Auditors, B S R & Co., Chartered Accountants, New Delhi to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.	1,62,21,982	40	Resolution Passed

In all 22 Ballots were used out of which nil Ballots were rejected due to wrong/incomplete information. The valid Ballots constituting 1,62,21,982 Equity Shares voted in favour of all the Ordinary Business as stated above. Ballot No. 8 was not used.

Accordingly, all the Ordinary Business as stated above were passed as per the Notice of 21<sup>st</sup> Annual General Meeting of the Company.

Place: New Delhi  
Date : 25<sup>th</sup> June, 2010

For NUCLEUS SOFTWARE EXPORTS LIMITED

  
Company Secretary

Sd/-  
(Janki Ballabh)  
Chairman