



**NUCLEUS
SOFTWARE**

NUCLEUS SOFTWARE EXPORTS LIMITED

CIN : L74899DL1989PLC034594

Registered Office : 33-35, Thyagraj Nagar Market, New Delhi-110003

Tel.: 91-120-4031400 Fax : 91-120-4031672

Email : investorrelations@nucleussoftware.com, Website : www.nucleussoftware.com

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POSTAL BALLOT FORM

Serial No.

1. Name(s) and registered address
of the Sole/First named Shareholder

2. Name(s) of the Joint-Holder(s),
if any

3. DP ID No./ Client ID No./
Registered Folio No.*
(*Applicable to investors holding Shares
in physical form)

4. Number of Equity Share(s) held

5. I / We hereby exercise my / our vote in respect of the following Special Resolutions to be passed through Postal Ballot / e-voting for the business stated in the notice of Postal Ballot issued by the Company dated December 17, 2014 by sending my / our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sl. No.	Brief particulars of the items	No. of ordinary Shares for which Votes cast	I/ We assent to the Resolutions (For)	I/ We dissent to the Resolutions (Against)
1.	Approval of Nucleus Employee Stock Option Plan 2015 and grant of Employee Stock Options to the employees of the Company thereunder			
2.	Grant of Employee Stock Options to the employees of the Subsidiary Company(ies) of the Company under Nucleus Employee Stock Option Plan 2015			
3.	Approval of acquisition of equity shares from secondary market through Employees Welfare Trust for the implementation of Nucleus Employee Stock Option Plan 2015			
4.	Provision of Loan by the Company for purchase of its own shares by the Trust/ Trustees for the benefit of employees under Nucleus Employee Stock Option Plan 2015			

E-VOTING INFORMATION

EVEN (E-Voting Event Number)	User ID	Password

Place :

Date :

Signature of the Shareholder

(must be as per specimen signature registered with the Company)

Note : Please read the instructions printed overleaf carefully before exercising your vote.

Notes / Instructions:

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement assent or dissent of the shareholders in respect of the resolutions contained in the Notice dated December 17, 2014 is being taken through postal ballot / e-voting.
2. The Company has appointed Mr. Sanjay Grover, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot / e-voting process.
3. The notice of postal ballot / e-voting is being sent to the members, whose names appear in the register of members as on December 29, 2014 and Members holding equity shares shall have one vote per share as shown against their holding. The same shall also be placed on the website of the Company viz. www.nucleussoftware.com.
4. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot / e-voting i.e. February 17, 2015
5. The results of Postal Ballot shall be declared by the Chairman or any Director duly authorized by the Board on or before February 20, 2015 at Registered office of the Company situated at 33-35, Thyagraj Nagar Market, New Delhi-110003. The date of declaration of the results of postal ballot / e-voting will be taken to be the date of passing of the resolution.
6. The result of the Postal Ballot / e-voting will also be published in the newspapers and will also be placed at the website of the Company viz. www.nucleussoftware.com.
7. The members can opt for only one mode of voting i.e. either through Postal Ballot or e-voting. If the shareholder decides to vote through Postal Ballot, they are advised not to vote through e-voting and vice versa. In case of voting through both the modes, voting through a valid physical Postal Ballot Form will be considered and counted and e-voting of such shareholder will be treated as invalid.
8. There will be one Postal Ballot Form / e-voting for every folio / client id irrespective of the number of joint holders.
9. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
10. Incomplete, unsigned or incorrect Postal Ballot forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot forms shall be final and binding.

PROCESS FOR MEMBERS OPTING FOR VOTING IN PHYSICAL FORM

11. A member desiring to exercise voting right by Postal Ballot may complete the Postal Ballot Form and send it in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer not later than closing of working hours on February 17, 2015. The Postal Ballot Forms received after this date will be treated as if the reply from the member has not been received. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form(s) may also be deposited personally.
12. The votes should be casted either in favour or against the resolution by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [✓] mark in both the columns will render the Form invalid.
13. Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
14. The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named member in a joint holding the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).
15. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signatures of authorised signatory(ies), duly attested.
16. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
17. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
18. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self addressed business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
19. A member may request for a duplicate Postal Ballot Form, if so required. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars i.e. Karvy Computershare Private Limited, Plot No. 17-24, Vithal Rao Nagar, Madhapur, Hyderabad-500 081 or e-mail us at mailmanager@karvy.com or investorrelations@nucleussoftware.com. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 11 above.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

The instructions for e-voting are as under:

- i. Launch internet browser by typing the URL for e-voting: <http://evoting.karvy.com>
- ii. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 29, 2014, may cast their vote electronically.
- iii. Enter the login credentials [i.e. user id and password mentioned in Postal Ballot Form]. Your Folio No/DP ID and Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form
	a) For NSDL : 8 Character DP ID followed by 8 Digit Client ID b) For CDSL : 16 digits beneficiary ID
	For Members holding shares in Demat Form
	EVEN no. followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / mentioned in the email received from Karvy
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons

- iv. After entering these details appropriately, click on LOGIN.
- v. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Nucleus Software Exports Limited.
- viii. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding.
- ix. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
- x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: sanjaygrover7@gmail.com / investorrelations@nucleussoftware.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name _ EVEN NO. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- xiii. The Portal will remain open for voting from: 10 A.M. on January 19, 2015 to 6 P.M. on February 17, 2015
- xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd at **Tel No. 1800 345 4001 (toll free)**.