

Results of Postal Ballot

Details of Poll at EGM and remote e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:

| | |
|---|------------|
| Date of declaration of result of Postal Ballot | 13.06.2017 |
| Total number of shareholders on record date | 17,945 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | N.A |
| No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public: | N.A |

| | |
|---------------------|--|
| Resolution No. 1 | Approval for BuyBack of Equity Shares through the tender offer route |
|---------------------|--|

| 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 | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| | Total | | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| Public-Institutions | E-voting | 3,411,615 | 2,920,863 | 85.6153 | 2,920,863 | - | 100.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| | Total | | 2,920,863 | 85.6153 | 2,920,863 | - | 100.0000 | 0.0000 |
| Public-Non Institutions | E-voting | 9,340,243 | 561,565 | 6.0123 | 561,485 | 80 | 99.9858 | 0.0142 |
| | Poll | | 55,023 | 0.5891 | 55,023 | - | 100.0000 | 0.0000 |
| | Total | | 616,588 | 6.6014 | 616,508 | 80 | 99.9870 | 0.0130 |
| Total | | 32,383,724 | 3,537,451 | 10.9235 | 3,537,371 | 80 | 99.9977 | 0.0023 |

| Resolution No. 2 | | Appointment of Ms. Ritika Dusad, as a Non-Executive Director. | | | | | | |
|---|----------------|---|--------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| 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 | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| | Postal Ballot | | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| | Total | | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| Public-Institutions | E-voting | 3,411,615 | 2,920,863 | 85.6153 | 2,920,863 | - | 100.0000 | 0.0000 |
| | Postal Ballot | | - | 0.0000 | - | - | 0.0000 | 0.0000 |
| | Total | | 2,920,863 | 85.6153 | 2,920,863 | - | 100.0000 | 0.0000 |
| Public-Non Institutions | E-voting | 9,340,243 | 561,564 | 6.0123 | 561,259 | 305 | 99.9457 | 0.0543 |
| | Postal Ballot | | 55,023 | 0.5891 | 55,023 | - | 100.0000 | 0.0000 |
| | Total | | 616,587 | 6.6014 | 616,282 | 305 | 99.9505 | 0.0495 |
| Total | | 32,383,724 | 3,537,450 | 10.9235 | 3,537,145 | 305 | 99.9914 | 0.0086 |

* Only Mr. Vishnu R Dusad along with his PAC (out of Promter/ Promtor Group) are interested in this resolution.

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Scrutinizer Report

To,

The Chairman

NUCLEUS SOFTWARE EXPORTS LIMITED

CIN: L74899DL1989PLC034594

33-35, Thyagraj Nagar Market,

New Delhi-110003

Report on Result of Postal Ballot/E-Voting

Dear Sir,

In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and other applicable laws and regulations (including any statutory modifications or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of **NUCLEUS SOFTWARE EXPORTS LIMITED** ('the Company') in its meeting held on April 25, 2017 to conduct the Postal Ballot/ E-Voting process in a fair and transparent manner in respect of the following resolutions:

| S.No. | Type of Resolution | Particulars |
|-------|----------------------------|---|
| 1. | Special Resolution | Approval for Buyback of Equity Shares through the tender offer route. |
| 2. | Ordinary Resolution | Appointment of Ms. Ritika Dusad, as a Non-Executive Director. |



I submit my report as under:

1. The Company completed dispatch of Postal Ballot Notices and forms on Sunday, May 14, 2017 to its Members, whose names appeared in the Register of Members as on Friday, May 05, 2017.
 - a) through e-mail to the members whose e-mail addresses were registered with the Company/ the Depositories, and
 - b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Depositories).
2. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in English Daily "Financial Express" and in Hindi Daily "Janasatta" on Monday, May 15, 2017.
3. The shareholders of the Company had option to vote either through the postal ballot forms or through e-voting facility. Shareholders who opted for e-voting facility have cast their votes on the designated website i.e. <http://evoting.karvy.com> provided by Karvy Computershare Pvt. Ltd. ("Karvy").
4. The postal ballot forms received were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by Karvy in electronic registry.
5. I monitored the process of e-voting through the scrutinizer's secured link provided by karvy on its designated website i.e. <http://evoting.karvy.com>
6. The e-votes were unblocked on Tuesday, June 13, 2017 after 05:00 P.M. in the presence of two witnesses, Ms. Priyanka Gupta, R/o G-9/79, Sangam Vihar, Ratiya Marg, New Delhi- 110080 and Ms. Palak Chopra, R/o 314, Main Market, Sant Nagar, Burari, New



Delhi- 110084, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:


Priyanka Gupta


Palak Chopra

7. The particulars of all postal ballot forms received from the members as well as e-voting report generated from electronic registry of Karvy have been entered in a separate Register maintained for that purpose.
8. All postal ballot forms received and e-votes cast up to 5:00 P.M. on Tuesday, June 13, 2017 i.e. the last date and time fixed by the Company for casting votes through postal ballot forms or e- voting, were considered and none of the envelopes containing postal ballot forms received after the above stated time were considered for the purpose of this report.
9. The details of the members and votes cast by them were matched with the Register of Members/ beneficiary data of the Company as on Friday, May 05, 2017 i.e. the cut-off date provided by the RTA.
10. There were 719 (seven hundred nineteen) envelopes containing postal ballot form(s) which were returned undelivered and these envelopes were not opened and they are separately kept.
11. The shareholders exercised their voting either by e-voting or physical mode. There was no shareholder who opted for both the facilities.
12. The total issued and paid up Equity Share Capital of the Company as on Friday, May 05, 2017 was Rs. 32,38,37,240/- (Rupees Thirty Two Crores Thirty Eight Lakhs Thirty Seven Thousand Two Hundred and Forty Only) divided into 3,23,83,724 (Three Crores Twenty Three Lakhs Eighty Three Thousand Seven Hundred and Twenty Four) equity shares of Rs. 10/- (Rupees Ten only) each.



13. A revised summary of the postal ballots/ e-voting are as under:

I. Approval for Buyback of Equity Shares through the tender offer route.

| Special Resolution | | | | |
|--------------------|-----------------------|---------------|-----------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | e-Votes | Postal-Ballot | Total | |
| Assent | 34,82,348 | 55,023 | 35,37,371 | 99.99 |
| Dissent | 80 | 0 | 80 | 0.01 |
| Total | 34,82,428 | 55,023 | 35,37,451 | 100.00 |

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

II. Appointment of Ms. Ritika Dusad, as a Non-Executive Director.

| Ordinary Resolution | | | | |
|---------------------|-----------------------|---------------|-----------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | e-Votes | Postal Ballot | Total | |
| Assent | 34,82,122 | 55,023 | 35,37,145 | 99.99 |
| Dissent | 305 | 0 | 305 | 0.01 |
| Total | 34,82,427 | 55,023 | 35,37,450 | 100.00 |

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.



14. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.
15. You may accordingly declare the result of the voting by Postal Ballot.

**FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**



June 16, 2017
New Delhi

Sanjay Grover
Scrutinizer
C.P. No.:3850

COUNTERSIGNED BY

Chairman

Annexure-B

| B1. VOTING THROUGH E-VOTING: | | | |
|-------------------------------------|-----------------------------|-----------------------------|--|
| Particulars | No. of share-Holders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) |
| (a) Net Votes Received | 50 | 34,82,428 | 3,48,24,280 |
| (b) Less: Abstained Votes | 1 | 1 | 10 |
| (c) Net valid votes | 49 | 34,82,427 | 3,48,24,270 |
| (d) Votes with assent | 46 | 34,82,122 | 3,48,21,220 |
| (e) Votes with dissent | 3 | 305 | 3,050 |

| B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM: | | | |
|--|-----------------------------|-----------------------------|--|
| Particulars | No. of share-Holders | No. of Equity Shares | Paid-up value of the Equity Shares (In Rs.) |
| (a) Total votes received | 16 | 55,248 | 5,52,480 |
| (b) Less: Invalid votes | 2 | 225 | 2250 |
| (c) Net valid votes | 14 | 55,023 | 5,50,230 |
| (d) Votes with assent | 14 | 55,023 | 5,50,230 |
| (e) Votes with dissent | 0 | 0 | 0 |

