

Report of Scrutinizer

To,
The Chairman
Nucleus Software Exports Limited
33-35, Thyagraj Nagar Market, New Delhi - 110003

Dear Sir,

Subject: Postal ballot – Scrutinizer’s Report

Pursuant to the resolution passed by the Board of Directors of the Company on June 16, 2016 I was appointed as “Scrutinizer “to receive, process and scrutinize the postal ballot process in a fair and transparent manner pursuant to Section 110 of the Companies Act, 2013 (Act) read with the Companies (Management and Administration) Rules, 2014 and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 in respect of special resolution for alteration of object clause of Memorandum of Association through Postal Ballot.

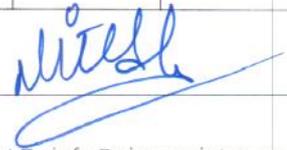
I HEREBY SUBMIT MY REPORT AS UNDER:

Total no. of shareholders on cut – off date June 17, 2016	17,440
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SEBI Polling Reports:

Special Resolution for alteration of the Object Clause of the Memorandum of Association of the Company

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes – in favor (4)	No. of Votes – against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	19631866	16533274	84.22	16533274	0	100	0



CORPORATE OFFICE

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LOCATIONS

Bengaluru | Bhubaneshwar | Hyderabad | Indore | Kolkata | Pune | Trivandrum | Lucknow | Ludhiana | Vadodara

Public - Institutional	3252924	2816345	86.58	2816345	0	100	0
Public Non Institutional	9498934	11218	0.12	11213	5	99.96	0.04
Total	32383724	19360837	59.79	19360832	5	100.00	0

I submit my report as under:

1. The Company has on June 30, 2016 completed the dispatch/ sending of emails of Notice of Postal Ballot dated June 16, 2016, Postal Ballot Form along with postal prepaid business reply envelope to its members whose names appeared on the Register of Members/ List of Beneficiaries as received from the National Securities Depository Limited (NSDL) and Central Depository Limited (CDSL) as on June 17, 2016 "cutoff date".
2. The E - Voting commenced on Friday, July 1, 2016 (10:00 A.M.) and ended on Monday, August 1, 2016 (05:00 P.M.) for physical ballot and e - voting.
3. The e - voting facility was provided by Karvy Computershare Private Limited.
4. Particulars of the Postal Ballot Forms received including the votes casted through e - voting form/by the members have been entered in a Register separately maintained for the purpose.
5. The Postal Ballot Forms were kept under my safe custody in sealed and tamper - proof ballot boxes before commencing the scrutiny of such Postal Ballot Forms.
6. At 05:00 P.M. on August 1, 2016, I have downloaded the e- voting Report from the Karvy Computershare Pvt. Ltd. Website viz. <http://evoting.karvy.com>
7. The Postal Ballot Forms duly opened in my presence and scrutinized, The Ballot Papers received were reconciled with the records maintained by the Company / RTA and authorizations / powers of attorney etc. The Shareholding was also scrutinized for the purpose of eliminating duplicate voting, i.e. on e - voting as well as by physical voting.
8. All Postal ballot forms received / votes cast up to 05:00 P.M. on August 01, 2016 being the last date and time fixed by the Company for receipt of the forms/ e- voting were considered for scrutiny
9. No envelopes containing the Postal Ballot Forms were received after 05:00 P.M. on August 01, 2016.
10. Envelopes containing the Postal Ballot Forms returned undelivered were not opened and they were kept separately.
11. I did not find any defaced or mutilated ballot papers / forms.
12. Invalid ballots were marked and segregated.
13. Summary of the Postal Ballot Forms/ Electronic Votes received are as follows:



Nitesh

Special Resolution for alteration of the Object Clause of the Memorandum of Association of the Company

Assent / Dissent	Number of ballot received	Number of votes cast by them	% of total number of valid votes cast	Remarks
(i) Voted in favor of the Resolution				
Physical Voting	2	52	100	
E - Voting	40	19360780	100	
Total (A)	42	19360832	100	
(ii) Voted against the Resolution				
Physical Voting	0	0	0	Passed with requisite Majority
E - Voting	1	5	100	
Total (B)	1	5	100	
Grand Total (A) + (B)	43	19360837	100	
(iii) Invalid vote	1	1000	-	

Results:

As the number of votes casted in favor of the resolution is more than 3 (three) times the number of votes casted against. I report that, special resolution for approval to alter the Object Clause of the Memorandum of Association of the Company under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot has been passed by the Members of Nucleus Software Exports Limited with requisite majority.

14. The Postal Ballot Forms and other related papers/ registers and records were handed over to the Company Secretary for the safe custody.

15. You may accordingly declare the result of the Postal Ballot exercise.

Thanking you

Place: New Delhi
Date: August 3, 2016



Mitlesh
CA NITESH LATWAC

Partner
PI and Associates
Company Secretaries
ACS No: A32109, C.P. - 16276