

Form No. MGT- 13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and administration) Rules, 2014]

To
The Chairman
Nucleus Software Exports Limited

For 25th Annual General Meeting of the equity shareholders of the Company, held on 8th July, 2014 at 11:30 A.M at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003

Dear Sir,

I, Advocate, Stuti Bansal, Associate **at Corporate Professionals, Advisors & Advocates**, having its office at D-38, South Extension, Part-1, New Delhi 110049, was appointed as the Scrutinizer for the purpose of E voting and Poll conducted in respect of each matter which become the agenda of 25th Annual General Meeting of the Equity Shareholders of Nucleus Software Exports Limited held on 8th July 2014 at 11:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003, submit my report as under

1. After the time fixed for closing of poll by the chairman, a ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the company and authorizations/proxies lodged with the Company.
3. The polling papers which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with records have been treated as invalid and were kept separately.
4. The result of the Poll is as under:-



- (a) Resolution 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.

- (i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	1949911	100%

- (ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
6	3731

*The Ballot Papers did not clearly mention about the assent or dissent, some were not signed as required and some ballot papers were not marked in the correct manner.

- (b) Resolution 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

- (i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	1949911	100%

- (ii) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
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(in person or by proxy)		
0	0	0

(iii) **Invalid votes:**

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
6	3731

*The Ballot Papers did not clearly mention about the assent or dissent, some were not signed as required and some ballot papers were not marked in the correct manner.

- (c) Resolution 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.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	1949911	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
6	3731



*The Ballot Papers did not clearly mention about the assent or dissent, some were not signed as required and some ballot papers were not marked in the correct manner.

(d) Resolution 4: Appointment of Mr. N. Subramaniam (DIN 00166621), as an Independent Director.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	1949911	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
6	3731

*The Ballot Papers did not clearly mention about the assent or dissent, some were not signed as required and some ballot papers were not marked in the correct manner.

(e) Resolution 5: Appointment of Mr. Janki Ballabh (DIN 00011206), as an Independent Director.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	1893832	97.12%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	56079	2.88%

(iii) **Invalid votes:**

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
6	3731

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(f) Resolution 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".

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	1949911	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
6	3731



*The Ballot Papers did not clearly mention about the assent or dissent, some were not signed as required and some ballot papers were not marked in the correct manner.

- (g) Resolution 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.

- (i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	1949911	100%

- (ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
6	3731

*The Ballot Papers did not clearly mention about the assent or dissent, some were not signed as required and some ballot papers were not marked in the correct manner.

- (h) Resolution 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.

- (i) Voted in **favour** of the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	1949911	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
6	3731

*The Ballot Papers did not clearly mention about the assent or dissent, some were not signed as required and some ballot papers were not marked in the correct manner.

(i) Resolution 9: To approve the payment of remuneration to Non-executive Directors.

(i) Voted in **favour** of the resolution:

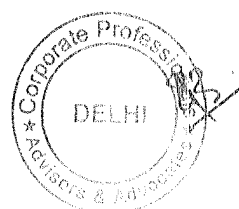
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	1949863	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Number of members	Total Number of votes
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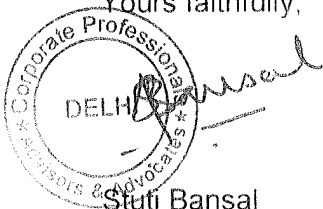
(in person or by proxy) Whose votes were declared invalid	cast by them
7	3779

*The Ballot Papers did not clearly mention about the assent or dissent, some were not signed as required and some ballot papers were not marked in the correct manner.

5. A Compact Disc (CD) containing a list of shareholders who voted "FOR", "AGAINST" and those whose vote were declared invalid for each resolution is enclosed for your perusal.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the board for safekeeping.
7. The disclosure regarding the results of E-voting& poll conducted as required under clause 35A of the Listing Agreement are as attached as **Annexure-I**.
8. All the above mentioned resolutions have been passed with requisite majority.

Thanking You

Yours faithfully,



Stuti Bansal

Advocate

Associate

Corporate Professionals, *Advisors & Advocates*

Dated: 8th July 2014

Place: New Delhi