Form No. MGT- 13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

For 26th Annual General Meeting of Shareholders of the Company, held on Wednesday, 08th July, 2015 at 11:30 A.M at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110003

Dear Sir,

I, Advocate Abhishek Bansal, Senior 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 Insta-Poll conducted in respect of each matter which become the agenda of 26th Annual General Meeting of the Shareholders of Nucleus Software Exports Limited held on 08th July, 2015 at 11:30 A.M, hereby submit my report on e-voting and Insta-Poll 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 - *Not Applicable as the voting at the Annual General Meeting was conducted through Insta-Poll i.e. polling through electronic means.*

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 - *Not Applicable as the voting at the Annual General Meeting was conducted through Insta-Poll i.e. polling through electronic means.*

   However the voting done through insta-poll was unblocked in my presence and the same was reconciled with the records maintained by the Registrar and Transfer Agents.

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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 - *Not Applicable as the voting at the Annual General Meeting was conducted through Insta-Poll i.e. polling through electronic means.*

4. The remote e-voting conducted during 04th July, 2015 up to the close of working hours on 07th July, 2015, the day and time fixed by the Company for closing of remote e-voting, were considered for scrutiny.

5. The voting at the Annual General Meeting was conducted through Insta-Poll for the members who have not cast their vote through remote e-voting.

6. The votes were duly unblocked in my presence and scrutinized and the shareholding was confirmed with the Register of Members as on July 02nd, 2015, being maintained by the Registrar and Share Transfer Agent ("RTA") of the Company.

7. The votes which were incomplete, and/ or which were otherwise found defective have been treated as invalid.

8. The e-voting & Insta-Poll process were conducted in accordance with the procedures prescribed.

9. The result of the Insta-Poll and e-voting is as under:-

(a) Resolution 1: Adoption of financial statements of the Company for the year ended March 31, 2015 (Proposed as Ordinary Resolution)

(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
60	134,839	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%

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(iii) **Invalid** votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

E- VOTING RESULTS

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

Number of members voting	Number of votes cast by them
36	19,324,529

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

Number of members voting	Number of votes cast by them
0	0

(b) Resolution 2: Declaration of Dividend (Proposed as Ordinary Resolution)

(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
60	134,839	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
0	0

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E- VOTING RESULTS

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

Number of members voting	Number of votes cast by them
36	19,324,529

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

Number of members voting	Number of votes cast by them
0	0

(c) Resolution 3: Appointment of Auditors (Proposed as Ordinary Resolution)

(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
60	134,839	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
0	0

E- VOTING RESULTS

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

Number of members voting	Number of votes cast by them
35	19,266,838

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

Number of members voting	Number of votes cast by them
1	57,691

(d) Resolution 4: Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013 (Proposed as Special Resolution)

(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
60	134,839	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
0	0

E- VOTING RESULTS

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

Number of members voting	Number of votes cast by them
33	19,203,209

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

Number of members voting	Number of votes cast by them
2	72,757

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(iii) **Invalid** votes*:

Number of members	Total Number of votes cast by them
1	48,563

* 1 Ballot through e voting comprising of 48563 shares considered invalid

(e) Resolution 5: Adoption of new Memorandum of Association of the Company (Proposed as Special Resolution)

(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
60	134,839	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
0	0

E- VOTING RESULTS

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

Number of members voting	Number of votes cast by them
33	19,203,209

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

Number of members voting	Number of votes cast by them
2	72,757

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(iii) **Invalid** votes*:

Number of members voting	Number of votes cast by them
1	48,563

* 1 Ballot through e voting comprising of 48,563 shares considered invalid

(f) Resolution 6: Designate Managing Director as a "Director liable to retire by Rotation" and consequential amendment in terms of his Appointment. (Proposed as Ordinary Resolution)

(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
60	134,839	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
0	0

E- VOTING RESULTS

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

Number of members voting	Number of votes cast by them
30	3,654,789

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

Number of members voting	Number of votes cast by them
0	0

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(iii) **Invalid** votes*:

Number of members voting	Number of votes cast by them
6	15,669,740

* 6 Ballot through e voting comprising of 15,669,740 shares considered invalid

(g) Resolution 7: Re-appointment of Mr. Vishnu R Dusad (DIN: 00008412) as Managing Director, who retires by rotation at this meeting and being eligible, offers himself for re-appointment. (Proposed as Ordinary Resolution)

(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
60	134,839	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
0	0

E- VOTING RESULTS

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

Number of members voting	Number of votes cast by them
27	3,533,469

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

Number of members voting	Number of votes cast by them
2	72,757

(vi) **Invalid** votes*:

Number of members voting	Number of votes cast by them
7	15,718,303

* 7 Ballot papers considered comprising of 15,718,303 shares considered invalid.

10. 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.

11. All the above mentioned resolutions have been passed with requisite majority.

12. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping – *Not Applicable as the voting at the Annual General Meeting was conducted through Insta-Poll i.e. polling through electronic means.*

Thanking You

Yours faithfully,

Adv. Abhishek Bansal
Senior Associate
Corporate Professionals
Advisors & Advocates

Dated: 09th July, 2015
Place: New Delhi