NUCLEUS SOFTWARE EXPORTS LIMITED

CIN – L74899DL1989PLC034594
Registered Office: 33-35, Thyagraj Nagar Market, New Delhi- 110003
Phone: +91-120-4031400 Fax: +91-120-4031672
E-mail: Investorrelations@nucleussoftware.com; Website: www.nucleussoftware.com

POSTAL BALLOT FORM

Please read carefully the instructions printed overleaf before exercising the vote

Serial No.:

1. Name of the First Named Shareholder *(in block letters)*
2. Name (s) of Joint holder(s) if any *(in block letters)*
3. Registered address
4. Registered folio No./ DP ID / Client ID* *(*Applicable to investors holding shares in dematerialized form)*
5. No. of equity shares held

The last date for receipt of Postal Ballot by the Scrutinizer is 7th day of July 2019, 05:00 PM.

I/We hereby exercise my vote in respect of resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolution	For	Against
1.	Scheme of Amalgamation (“**Scheme**”) of wholly owned subsidiaries- Virstra I-Technology Services Limited (“**Transferor Company-1**”) and Avon Mobility Solutions Private Limited (“**Transferor Company-2**”) into and with the parent company- Nucleus Software Exports Limited (“**Transferee Company**”) and their respective Shareholders and Creditors.		

Place:

Date:

(Signature of shareholder)

Important Notes:

- **Please complete and return this Postal Ballot Form to the Scrutinizer (Mr. Prince Chadha) at #48 / Sector 41A, Chandigarh- 160036, by using the enclosed postage pre-paid self-addressed Business Reply Envelope.**
- **If the voting rights are exercised electronically, there is no need to use this from.**

EVOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	Password/ PIN

The e-voting facility is available at the link https://evoting.karvy.com. The e-voting particulars are set out as follows:

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 as per Listing Regulations, assent or dissent of the shareholders in respect of the resolution contained in the Notice is being taken through postal ballot / e-voting.
2. Hon’ble NCLT has appointed Mr. Prince Chadha, 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 24th May, 2019 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 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 e-voting will be considered and counted and voting through Postal ballot of such shareholder will be treated as invalid.
5. There will be one Postal Ballot Form / e-voting for every folio / client ID irrespective of the number of joint holders.
6. 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

1. 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 on or before 05:00 PM on 7th July, 2019. The Postal Ballot Forms received after this date will be treated as if the reply from the member has not been received. 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.

2. 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.

3. Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.

4. 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).

5. 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.

6. The votes of a Member will be considered invalid on any of the following grounds:

   (a) If a form other than the Postal Ballot Form issued by the Company is used;

   (b) If the Postal Ballot Form has not been signed by or on behalf of the Member;

   (c) If the Member's signature does not tally with the specimen signature with the Company;

   (d) If the Member has marked his/her/its vote both for `Assent' and also for `Dissent' to the `Resolution' in such manner that the aggregate Equity Shares voted for `Assent' and `Dissent' exceeded total number of Shares held;

   (e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote;

   (f) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for `Assent' or `Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds;

   (g) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;

   (h) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.

7. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.

8. 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.

9. 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 Fintech Private Limited, Karvy Selenium Tower, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India 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. 1 above.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

1. The Company is pleased to provide e-voting as an alternative for the members of the Company to enable them to cast their votes electronically instead of voting through Postal Ballot Form. E-Voting is optional. In case a Member has voted through e-voting facility, he/she need not send a Postal Ballot Form. In case a member votes through e-voting facility and send his/her vote through Postal Ballot, votes cast through e-voting shall prevail and votes casted through Postal Ballot shall be considered invalid by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to e-voting.