

**NUCLEUS
SOFTWARE**

NUCLEUS SOFTWARE EXPORTS LTD.

SEZ Unit - Jaipur

CIN : L74899DL1989PLC034594

Plot No. IT - A - 017,
Mahindra World City (Jaipur) Limited,
IT/ITES SEZ, off Jaipur - Ajmer Highway,
Village Kalwara, Tehsil Sanganer,
Distt. Jaipur, Rajasthan - 302037

E.: nsl@nucleussoftware.com

W.: www.nucleussoftware.com

May 15, 2017

The Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex Bandra (E) Mumbai-400051. Fax Nos. 022-26598236/237/238	The Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street Mumbai-400001 Fax No. 022-22722061/41/39
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Dear Sirs,

Sub: Postal Ballot Notice- Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is further to our letter dated 25th April 2017 informing about the approval of the Board of Directors of the Company of the proposal to Buyback up to upto an aggregate amount not exceeding Rs.117.79 crores at a price not exceeding Rs. 350/- per equity share ("**Maximum Buyback Price**"), from the existing equity shareholders on a proportionate basis through the "Tender Offer" route and in terms of Regulation 30 of SEBI (LODR) Regulation 2015, please find enclosed copy of Postal Ballot Notice and Postal Ballot Form.

The Postal Ballot Notice along with other documents as required, have been sent to Members whose names appear in the Register of Members/ Beneficial Owners received from Registrar and Share Transfer Agent Karvy Computershare Pvt. Ltd. (KARVY) as on 5th May 2017.

The Company has engaged the services of KARVY for the purpose of providing e voting facility to all its members. The voting through postal ballot and through evoting commence from Monday 15th May 2017 (10.00 a.m.) and will end on Tuesday 13th June 2017 (05.00 p.m.)

The above documents are also available on the website of the Company www.nucleussoftware.com.

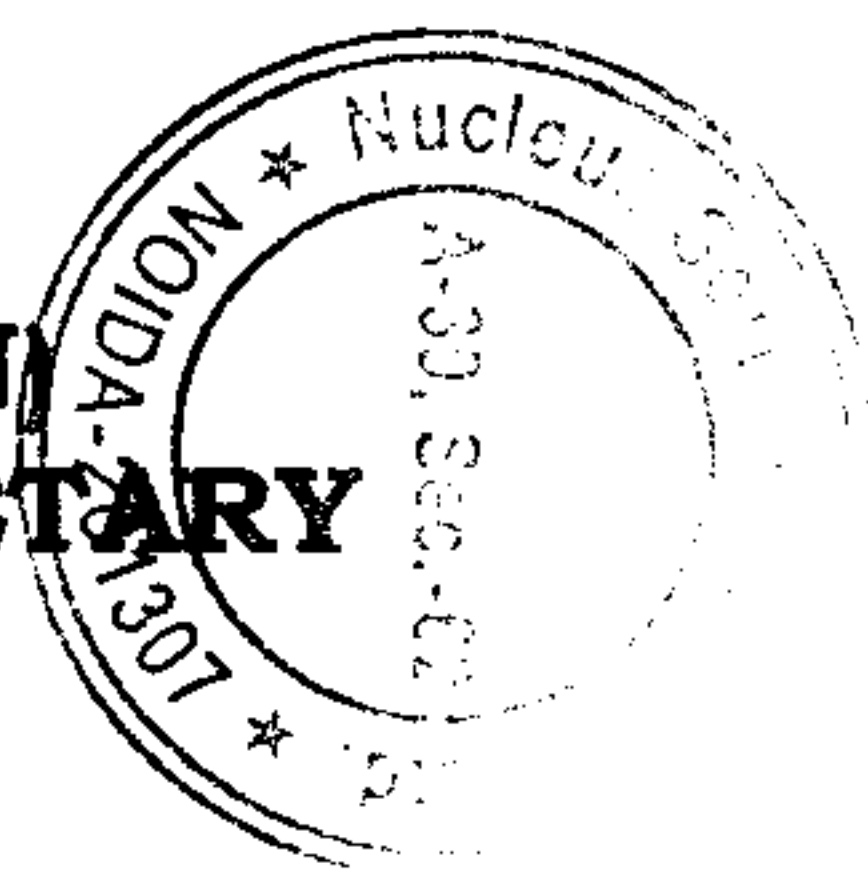
This is for your information and record.

Thanking You

Yours Sincerely

FOR NUCLEUS SOFTWARE EXPORTS LIMITED

Poonam Bhasin
**(POONAM BHASIN)
COMPANY SECRETARY**



Regd. Office

33-35 Thyagraj Market, New Delhi, 110003. India.

T.: +91 . 11 . 2462 . 7552 F.: +91 . 11 . 2462 . 0872

www.nucleussoftware.com



NUCLEUS SOFTWARE EXPORTS LIMITED

CIN : L74899DL1989PLC034594

Registered Office : 33-35, Thyagraj Nagar Market, New Delhi-110003

Corporate Office : A-39, Sector 62, Noida, UP-201307

Tel.: 91-120-4031400 Fax : 91-120-4031672.

Email : investorrelations@nucleussoftware.com, Website : www.nucleussoftware.com

POSTAL BALLOT NOTICE

Notice Pursuant to Section 110 of the Companies Act, 2013 and Rule 20, 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations") and other applicable provisions, if any, for seeking approval of the members of **Nucleus Software Exports Limited** ("the Company") on the resolutions as appended below, to be passed by way of Postal Ballot which includes voting by electronic means.

An explanatory statement pursuant to Section 102 of the Act pertaining to the said resolutions setting out the material facts and the reasons thereof, is also appended. The said resolutions and explanatory statement are being sent to you along with a Postal Ballot form (the "Postal Ballot Form") for your consideration.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Sanjay Grover, Company Secretary in whole-time practice (Membership No. FCS 4223) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot form sent herewith and return the said form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer not later than closure of working hours i.e. 5.00 p.m. IST on Tuesday, 13th June, 2017. Please note that any Postal Ballot form(s) received after the said date will be treated as not having been received. The postage will be borne and paid for by the Company.

In accordance with Regulation 44(1) of Listing Regulations and Section 108, 110 of the Act read with Rule 20, 22 of Management Rules, the Company is pleased to offer facility of voting by electronic means ("remote e-voting") as an alternate to its members to enable them to cast their votes through remote e-voting instead of returning duly filled Postal Ballot forms. The members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The members holding equity shares of the Company have both the options of voting i.e. by remote e-voting and through Postal Ballot form. Kindly note that while exercising their vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through remote e-voting or Postal Ballot form. If you are opting for e-voting, then do not vote through Postal Ballot form and vice-versa. In case member votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot will be treated as invalid.

The remote e-voting commences at Monday, 15th May, 2017 at 10.00 a.m. IST and ends on Tuesday, 13th June, 2017 at 5.00 p.m. IST for voting by the members holding equity shares of the Company. Remote e-voting module will be disabled after the business hours i.e. 5.00 p.m. IST on 13th June, 2017.

Upon completion of the scrutiny of the Postal Ballot forms and votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman or in his absence any Director of the Company authorized in writing. The results of the Postal Ballot will be announced by Chairman or in his absence any Director of the Company authorized in writing on or before 15th June 2017 and will be communicated to BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE"), (the "Stock Exchanges") where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website (www.nucleussoftware.com).

In the event the resolutions are approved by requisite majority of members, the last date for receipt of duly completed Postal Ballot forms shall be the date on which the resolutions would be deemed to have passed.

The members are requested to consider and, if thought fit, pass the following resolutions.

SPECIAL BUSINESS:

Item No. 1

APPROVAL FOR BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions contained in Article 57 of the Articles of Association of the Company, in accordance with the provisions of Sections 68, 69, 70, 110 and 179 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **"Companies Act"**), the Companies (Share Capital and Debentures) Rules, 2014 (the **"Share Capital Rules"**), the Companies (Management and Administration) Rules, 2014 (the **"Management Rules"**) to the extent applicable, in compliance with Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended from time to time (the **"SEBI Buyback Regulations"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments, statutory modifications or re-enactments, for the time being in force and subject to such other approvals, permissions and sanctions as may be required and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which expression shall include any committee constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the approval of members of the Company be and is hereby accorded for the Buyback of its fully Paid-up Equity Shares of face value of Rs.10/- each (hereinafter referred to as the **"Equity Shares"** or **"Shares"**) at a price not exceeding Rs.350/- per Share (Rupees Three Hundred and Fifty Only) (**"Maximum Buyback Price"**) payable in cash for an aggregate Buyback consideration not exceeding Rs.117,79,33,000/- (Rupees One Hundred and Seventeen Crore Seventy Nine Lakhs Thirty Three Thousand only) excluding transaction cost, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc, cost for the intermediaries appointed for the buyback and other incidental costs (**"Maximum Buyback Offer Size"**), which is not exceeding 25% of the aggregate of the Paid up equity share capital and free reserves (including securities premium account and or such other source as may be permitted by the Buyback Regulations or the Act) as per the audited accounts of the Company as on March 31, 2017, from the members of the Company, as on the record date, on a proportionate basis, through the **"Tender Offer"** route as prescribed under the Buyback Regulations to all of the shareholders who hold Equity Shares as on the Record Date (as defined in the Buyback Regulations).

RESOLVED FURTHER THAT at the Maximum Buyback price of Rs.350/- per Equity Share and for the Maximum Buyback Size of Rs.117,79,33,000/-, the indicative maximum number of Equity Shares that can be bought back would be 33,65,523 Fully Paid-up Equity Shares representing 10.39% of the total paid up equity share capital of the Company. In case the final Buyback price is lower than the Maximum Buyback Price, the indicative maximum number of shares will go up accordingly.

RESOLVED FURTHER THAT the Buyback shall be implemented using the **"Mechanism for acquisition of shares through Stock Exchange"** notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.

RESOLVED FURTHER THAT the Company may Buyback equity shares from all the existing members of the Company as on the Record Date on a proportionate basis, provided that 15% (fifteen percent) of the number of Shares which the Company proposes to Buyback or the number of Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for small shareholders as prescribed under Regulation 6 of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Buyback of Shares from the non-resident members of the Company including, Overseas Corporate Bodies, Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and members of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorized Representative(s) / Committee (**"Buyback Committee"**) of the Company in order to give effect to the aforesaid resolution, including but not limited to finalizing the terms of the Buyback including the record date, specific price for Buyback, entitlement ratio, the time frame for opening date and completion date of Buyback, other schedule of activities, appointment of merchant banker, broker, solicitors, depository participants, escrow banker, advertising agencies and other advisors/consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; preparation, signing and filing of the public announcement, the Draft Letter of offer / Letter of Offer and all other offer documents with respect to the Buyback with the Securities and Exchange Board of India, the Stock Exchanges, the Registrar of Companies and other concerned authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the

Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, obtaining all necessary certificates and reports from the statutory auditors and other third parties as required under applicable law, enter into escrow arrangements as required in terms of the Buyback Regulations; opening, operation and closure of all necessary accounts including escrow account, special payment account, depository/ demat escrow account as required in terms of the Buyback Regulations, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and to provide, finalize, execute and file such other undertakings, agreements, papers, documents and correspondence as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, BSE, NSE, concerned Registrar of Companies, Depositories and / or other regulatory and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and/ or any obligation on the part of Company or the Board or the Committee to Buyback any shares, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Committee be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM No. 2

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

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Ritika Dusad (DIN: 07022867), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation."

By Order of the Board of Directors
For **Nucleus Software Exports Limited**
Sd/-

Place: Delhi

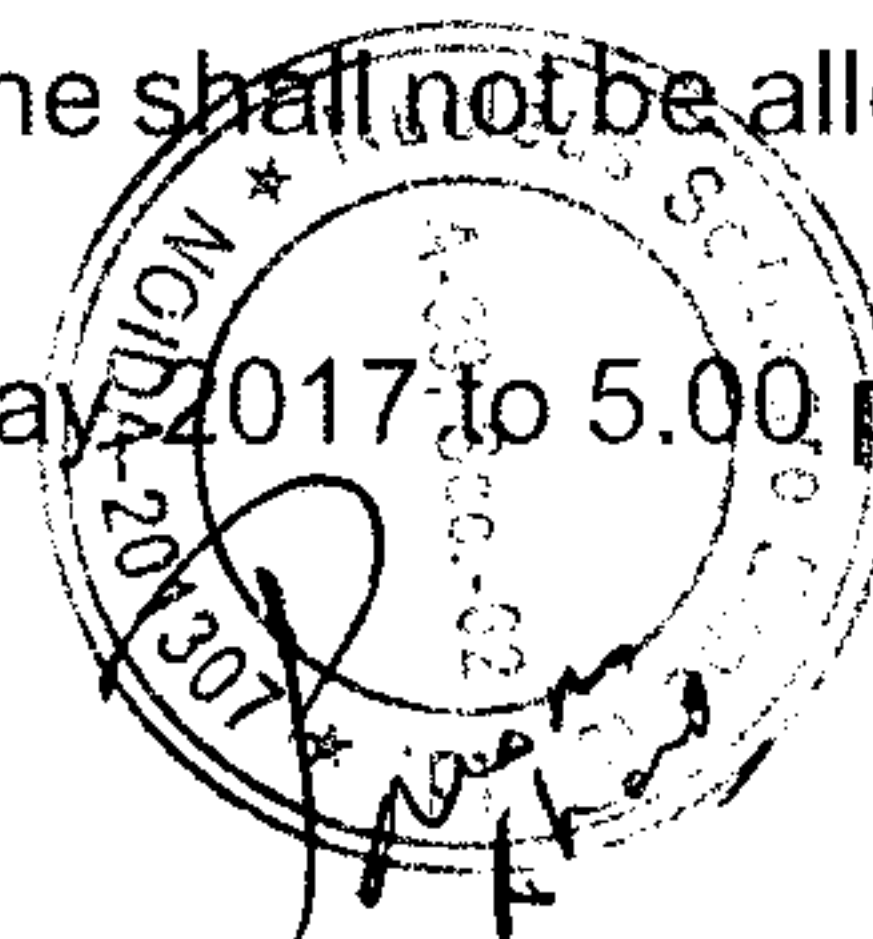
Date: 25th April 2017

Poonam Bhasin
Company Secretary
Membership No. 10865

NOTES:

1. A Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and rules made thereunder stating material facts and reasons for the proposed resolutions are annexed hereto. It also contains all the disclosures as specified in the Securities and Exchange Board of India (Buyback of Securities) Regulations 1998.
2. The Postal Ballot notice is being sent to all the members, whose names appear on the Register of Members/List of beneficial owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on the close of business hours on 5th day of May, 2017 ('Cut-off date').
3. The notice is being sent by electronic mode to those members, whose e-mail addresses are registered with the Company/Depositories, unless any member has registered for a physical copy of the same. Members may note that this notice will be available on the Company's website www.nucleussoftware.com
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("remote e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computershare Pvt. Ltd. to provide e-voting facility to its members.

5. Each member can opt for only one mode of voting i.e. either by physical postal ballot or by e-voting. In case members cast their vote by both physical Postal Ballot and e-voting, it may be noted that votes cast by them through valid physical postal ballot shall prevail and votes cast by e-voting will be treated as invalid.
6. A member cannot exercise his vote by proxy on Postal Ballot.
7. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Hindi newspaper, each with wide circulation in the State of Delhi, where the registered office of the Company is situated, and published on the Company website.
8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot form and return the said form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer Sanjay Grover, Practicing Company Secretary (FCS No. 4223) so that it reaches the Scrutinizer not later than by 5.00 p.m. IST on 13th day of June, 2017. The postage will be borne by the Company. However, envelopes containing Postal Ballot form, if sent by courier or registered / speed post at the expense of the members will also be accepted. If any Postal Ballot form is received after 5.00 p.m. IST on 13th day of June 2017, it will be considered that no reply from the member has been received. Additionally, please note that the Postal Ballot forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
9. The instructions for e-voting are as under:
 - Launch internet browser by typing the URL for e-voting: <http://evoting.karvy.com>
 - Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date i.e. 5th May, 2017, may cast their vote electronically.
 - Enter the login credentials [i.e. user id and password mentioned in the Postal Ballot Form]. Your Folio No/DP ID and Client ID will be your User-ID.
 - After entering these details appropriately, click on LOGIN.
 - You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the EVENT i.e. Nucleus Software Exports Limited.
 - On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding.
 - Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
 - Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
 - Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: sanjaygrover7@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVEN NO.
 - Once the vote on the resolutions is cast by the shareholder, he/ she shall not be allowed to change it subsequently.
 - The portal will remain open for voting from: 10.00 a.m. on 15th May 2017 to 5.00 p.m. on 13th June, 2017



- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders is available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd at **Tel. No. 1800 345 4001 (toll free)**.
10. The e-voting period commences on 15th day of May 2017 (10.00 a.m. IST) and ends on 13th day of June 2017 (5.00 p.m. IST) During this period, members holding shares either in physical form or in dematerialized form, as on 5th day of May 2017 i.e. Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by KARVY for voting thereafter. Once the vote on resolutions is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
 11. Members who are desirous of obtaining a duplicate Postal Ballot form, he or she may send an email to evoting@karvy.com. The Registrar and Transfer Agent/Company shall forward the same along with postage prepaid self-addressed Business Reply envelope to the Member.
 12. The resolutions shall be taken as passed effectively on the last date specified for the receipt of Postal Ballot forms. The result will be submitted to the Stock Exchanges where shares of the Company are listed and will also be published in at least one english and one vernacular newspaper circulating in the state of Delhi. The result of the Postal Ballot will also be displayed along with the Scrutinizers' Report on website of the Company.
 13. Notice of Postal Ballot along with Postal Ballot form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose email ID's are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
 14. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on 5th day of May 2017. Members can vote for their entire voting rights as per their discretion.
 15. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the members at the Registered Office of the Company during working hours on all working days, except Saturday between 11:00 a.m. and 1:00 p.m. upto the date of declaration of the result of Postal Ballot.
 16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the communications from the Company electronically.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1

As per the Section 102 read with Section 68 and other applicable provisions of the Companies Act, 2013 and Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's equity shares.

Requisite details relating to the Buyback are given below:

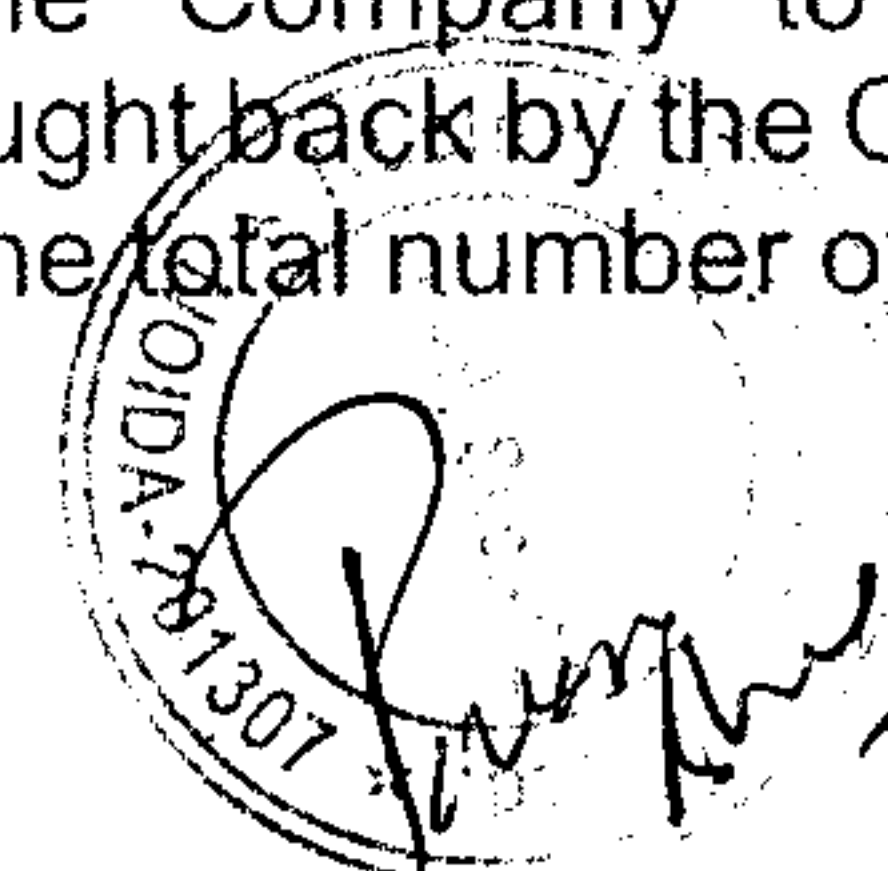
(a) Objective/ Necessity for the Buyback

The current Buyback is a capital allocation decision taken with the objective of seeking a fairer valuation of the Company's stock while improving the Company's Return on Equity and increasing shareholder value in the longer term. In addition to the some distribution of surplus cash to the members holding equity shares broadly in proportion to their shareholding, will enhance the overall return to members

(b) Maximum number of shares that the Company proposes to Buyback, amount to be invested under Buyback and the time limit for completing the Buyback

While the Board/Committee of the Company shall decide the final Buyback price, but at the Maximum Buyback Price of Rs.350/- per Equity Share and for the Maximum Buyback Size of Rs.117,79,33,000/,, the indicative maximum number of Equity Shares that can be bought back would be 33,65,523 Fully Paid up Equity Shares representing 10.39% of the total Paid up equity share capital of the Company. In case the final Buyback price is lower than the Maximum Buyback Price, the indicative maximum number of shares will also go up accordingly. Merely as an illustration, if the final Buyback price is decided by the Board / committee is Rs.320/- per Equity Share, then the number of Equity Shares that can be bought back would be 36,81,041.

This Special Resolution seeks approval of the members of the Company to authorize the Board/Committee to determine the number of Equity Shares to be bought back by the Company within the aforesaid limits. Accordingly, the Board/Committee shall decide the total number of Equity Shares to be bought back.



(c) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis from all the members holding equity shares of the Company through the "Tender Offer" route, as prescribed under the Buyback Regulations. The Buyback will be implemented in accordance with the Companies Act, 2013 and the Share Capital Rules to the extent applicable, and on such terms and conditions as may be deemed fit by the Company.

Before Public Announcement, the Board or the Committee formed by Board will announce the specific Buyback price and a record date (the "**Record Date**") for determining the names of the members holding equity shares of the Company who will be eligible to participate in the Buyback.

In due course, each shareholder as on the Record Date, will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback.

The equity shares to be bought back as a part of the Buyback is divided in two categories:

- (a) Reserved category for small shareholders; and
- (b) the General category for all other shareholders.

As defined in the SEBI Buyback Regulation 2 (1a), a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price of shares, on the stock exchange having highest trading volume, as on the Record Date is not more than Rs.2,00,000 (Rupees Two Lakhs).

In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of equity shares which the Company proposes to Buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".

Based on the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

Shareholders' participation in Buyback will be voluntary. Members holding equity shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Members holding equity shares of the Company may also accept a part of their entitlement. Members holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any shareholder cannot exceed the number of equity shares held by the shareholder as on the Record Date.

The equity shares tendered as per the entitlement by members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.

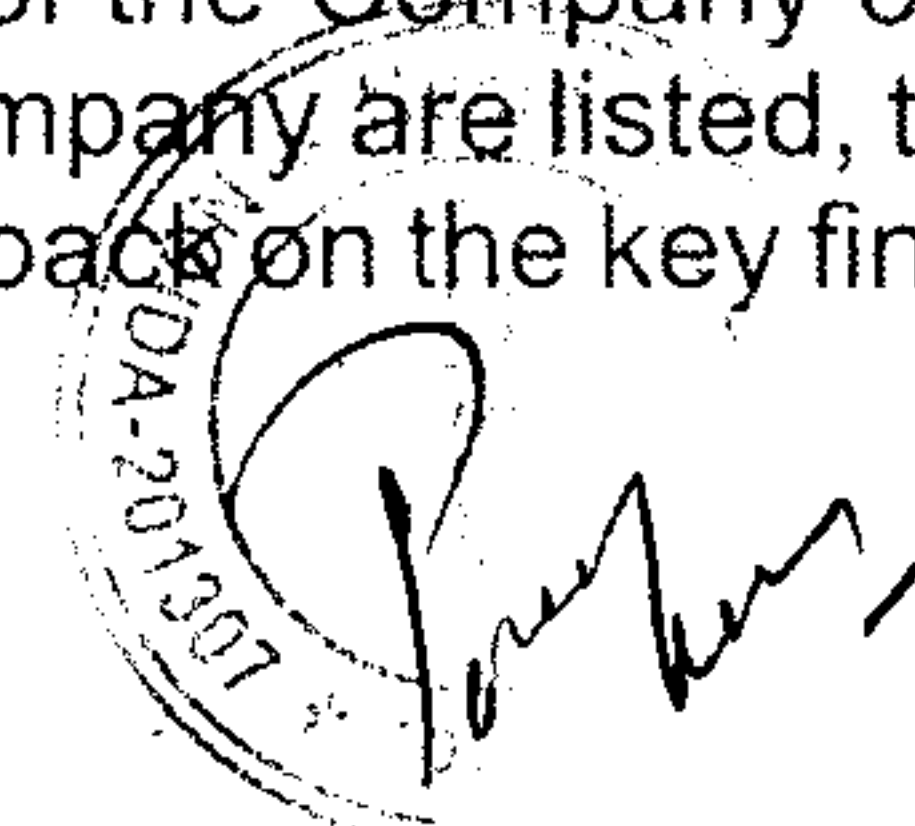
The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.

Detailed instructions for participation in the Buyback (tender of equity shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the members holding equity shares of the Company as on the Record Date.

The Buyback from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

(d) Maximum Buyback Price and the basis of arriving at the Buyback Price

The equity shares of the Company are proposed to be bought back at a price not exceeding Rs. 350/- (Rupees Three Hundred and Fifty) per equity share (the "Maximum Offer Price"). The Maximum Buyback Price has been arrived at after considering various factors including, but not limited to, the trends in the volume weighted average prices of the equity shares of the Company on BSE Limited ("BSE") and NSE Limited ("NSE"), where the equity shares of the Company are listed, the net worth of the Company, price earnings ratio and the possible impact of the Buyback on the key financial ratios of the Company. The Maximum Offer price represents.



- i) a premium of approx. 31.62% and 31.93% over the volume weighted average price of the Equity Shares on the BSE and NSE respectively for 3 months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.
- ii) a premium of approx 33.33% and 33.37% over the volume weighted average price of the Equity Shares on the BSE and NSE respectively for 2 weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback.

This Special Resolution seeks approval of the members of the Company to authorize the Board/Committee to determine the final Buyback Price within the aforesaid limits. Accordingly, the Board/Committee shall decide the final price for the Buyback.

(e) Maximum amount required under the Buyback, its percentage of the total Paid up share capital and free reserves and the sources of funds from which the Buyback would be financed

The maximum amount required under the Buyback will not exceed Rs.117,79,33,000/- (Rupees One Hundred Seventeen Crore Seventy Nine Lakhs Thirty Three Thousand only) (which will not exceed 25% of the total Paid up share capital and free reserves as per the audited Financial Statements of the Company for the Financial Year ended March 31, 2017) excluding transaction cost, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. cost for the intermediaries appointed for the Buyback and other incidental costs.

This Special Resolution seeks approval of the members of the Company to authorize the Board/Committee to determine the total amount to be deployed in the Buyback within the aforesaid limits. Accordingly, the Board/Committee shall decide the total amount for the Buyback.

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves, securities premium account or such other source as may be permitted by the Buyback Regulations or the Act.

The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the equity shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from Banks and Financial Institutions will not be used for the Buyback

The Company confirms that as required under Section 68(2) (d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the Paid-up equity share capital and free reserves after the Buyback.

(f) Time limit for completing the Buyback

The Buyback is proposed to be completed within 12 months of the date of Special Resolution approving the proposed Buyback.

(g) Compliance with Section 68(2)(c) of the Act

The aggregate Paid-up equity share capital and free reserves as at March 31, 2017 is Rs.471,17,32,388/-. Under the provisions of the Companies Act, 2013, the funds deployed for the Buyback cannot exceed 25% of the total Paid-up equity capital and free reserves of the Company i.e. Rs.117,79,33,000/-. The maximum Buyback Size, i.e. Rs.117,79,33,000/- is therefore within the limit of 25% of the Company's total Paid-up equity capital and free reserves as per the audited accounts of the Company as on March 31, 2017

Further, under the Companies Act, 2013, the number of equity shares that can be bought back in any Financial Year cannot exceed 25% of the total Paid-up equity capital of the Company in that Financial Year. At the Maximum Buyback price of Rs.350/- per equity share and for the Maximum Buyback Size of Rs.117,79,33,000/-, the indicative maximum number of equity shares that can be bought back would be 33,65,523 (Thirty Three Lakhs Sixty Five Thousand Five Hundred and Twenty Three only) Fully Paid up Equity Shares representing 10.39% of the total Paid up equity share capital of the Company. In case the final Buyback price is lower than the Maximum Buyback Price, the indicative maximum number of shares will also go up accordingly. However, such increased number, if any, will be within the limit of 25% of the total Paid up equity share capital of the Company for the Financial Year ended March 31, 2017.

(h) The aggregate shareholding of the Promoter and Promoter Group of the Company as on the date of this Notice is as under:

(1) Shareholding of the Promoter and Promoter Group, who are in control of the Company:

S.Nos	Name of the Promoter/ Promoter Group	Nos. of Shares Held	% of Holding
1	Vishnu R Dusad*	1,603,492	4.95
2	Yogesh Andlay*	863,534	2.67
3	Card Systems Private Limited	12,000	0.04
4	Nucleus Software Workshop Private Limited	600,000	1.85

S.Nos	Name of the Promoter/ Promoter Group	Nos. of Shares Held	% of Holding
5	Nucleus Software Engineers Private Limited	2,385,882	7.37
6	Karmayogi Holdings Private Limited	9,000,000	27.79
7	Naveen Kumar	72,952	0.23
8	Madhu Dusad	3,066,248	9.47
9	Suman Mathur	27,758	0.09
10	Ritika Dusad	1,000,000	3.09
11	Kritika Dusad	1,000,000	3.09
	TOTAL	19,631,866	60.62

(*) Mr. Vishnu Dusad and Mr. Yogesh Andlay are the Promoters of the Company and others forms the part of the Promoter Group.

(2) None of the Directors or Key Managerial Personnel of the Company hold any Equity Shares in the Company except the following:

S. Nos.	Name	Position	Nos. of Shares Held	% Holding
1	Vishnu R Dusad	Director	1,603,492	4.95
2	Ritika Dusad	Director	10,00,000	3.09
3	Ravi Pratap Singh	Director	304,650	0.94
4	Narayanan Subramaniam	Director	7,684	0.02
5	Poonam Bhasin	Key Managerial Personnel	10	0.00
	TOTAL		2,915,836	9.00

(3) No shares were either purchased or sold by the Promoter and Promoter Group during the period of 6 months preceding the date of the Board Meeting at which the proposal for Buyback was approved and from the date of the Board Meeting till the date of this Notice

(l) **Intention of the Promoters of the Company to tender equity shares for Buyback indicating the number of shares, details of acquisition with dates and price:**

In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have the option to participate in the Buyback. **The Promoter and Promoter Group of the Company do not intend to tender their equity shares in the Buyback.**

(j) **Confirmations from Company as per the provisions of Buyback Regulations and Companies Act, 2013**

- The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- All the equity shares for Buyback are fully paid-up
- The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of subsisting obligations;
- The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to Buyback is made;
- The Company shall not Buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;
- The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;

The Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

(k) **Confirmation from the Board**

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- (i) That immediately following the date of the Board Meeting held on April 25, 2017 and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
 - (ii) That as regards the Company's prospects for the year immediately following the date of the Board Meeting as well as the year immediately following the date on which the results of the Postal Ballot will be declared, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback or within a period of one year from the date on which the results of the Postal Ballot will be declared, as the case may be; and
 - (iii) In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the applicable provisions of the Companies Act, 2013
- (I) **Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by Directors regarding insolvency:**

The text of the Report dated April 25, 2017, received from M/s. **B S R & Associates** LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

To,

The Board of Directors

Nucleus Software Exports Limited

33-35, Thyagraj Nagar Market, New Delhi-110003

Dear Sirs / Madam,

Subject: Report in terms of Clause (xi) of Schedule II to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended

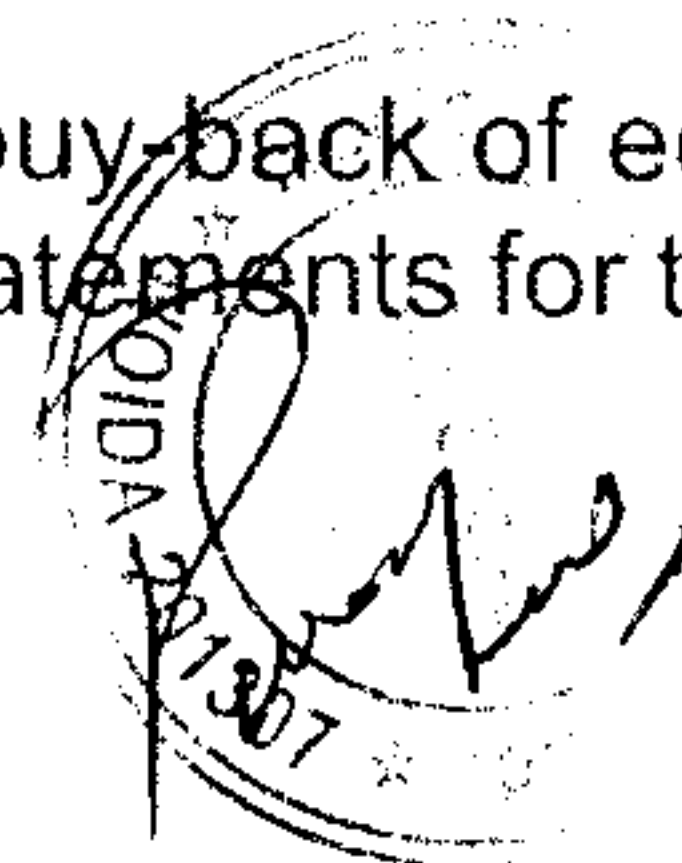
1. This Report is issued in accordance with the terms of our engagement letter dated 25 April 2017. The Board of Directors of Nucleus Software Exports Limited ("the Company") have approved a proposed Buyback of Equity Shares by the Company at its meeting held on 25 April 2017, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") and the SEBI Buyback Regulations.
2. The accompanying Statement of permissible capital payment (including premium) ('Annexure A') as at 31 March 2017 (hereinafter referred together as the "Statement") is prepared by the management, which we have initialed for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013 and the compliance with the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances

Auditors' Responsibility

4. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide a reasonable assurance:
 - (i) whether we have inquired into the state of affairs of the Company in relation to its latest audited standalone financial statements as at and for the year ended 31 March 2017;
 - (ii) if the amount of the permissible capital payment for the proposed buy-back of equity shares is properly determined considering the audited standalone financial statements for the year ended 31 March 2017; and



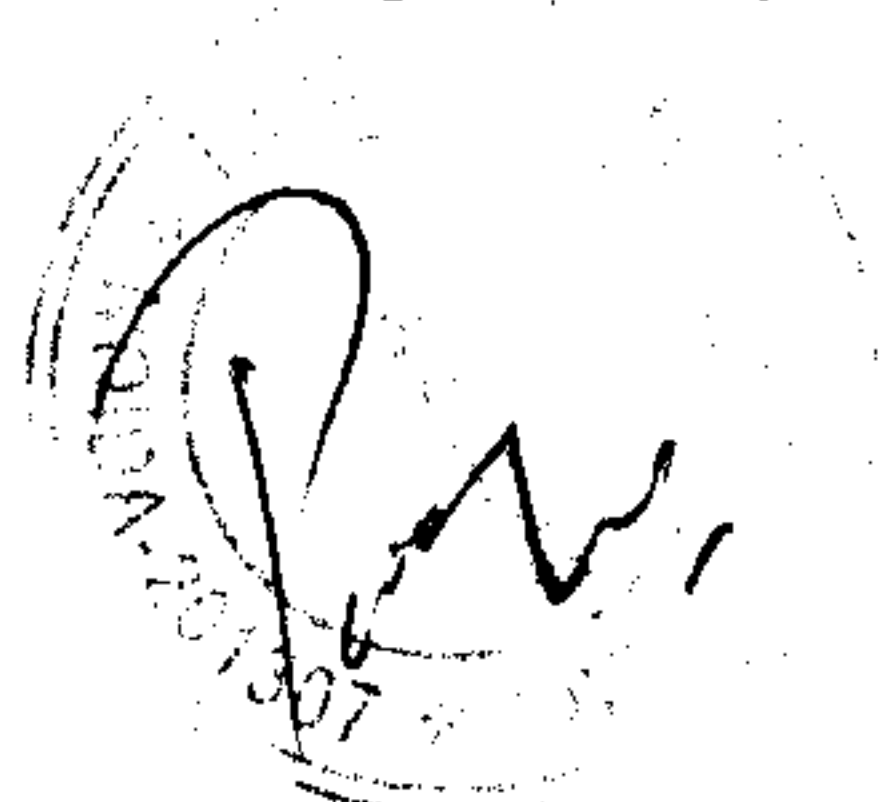
- (iii) if the Board of Directors in their meeting dated 25 April 2017, have formed the opinion as specified in clause (x) of Schedule II to the SEBI Buyback Regulations, as amended on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.
5. The standalone financial statements referred to in paragraph 4 above, have been audited by us, on which we issued an unmodified audit opinion vide our report dated 25 April 2017. Our audit of these financial statements was conducted in accordance with the Standards on Auditing ("Standards") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for special purposes issued by the ICAI ("Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements
8. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

9. Based on enquiries conducted and our examination as above, we report as follows:
- (i) We have enquired into the state of affairs of the Company in relation to its audited Standalone Financial Statements as at and for the year ended 31 March 2017 which has been approved by the Board of Directors of the Company on 25 April 2017.
- (ii) The Board has proposed to Buyback the Company's equity shares upto an aggregate amount not exceeding Rs.117,79,33,000/-("Maximum Offer Size") at a price not exceeding Rs. 350/- per equity share (Maximum Buyback Price"). The amount of permissible capital payments towards Buyback of equity shares as stated in Annexure A, has been properly determined in accordance with Section 68(2)(c) of the Act.
- (iii) The Board of Directors in their meeting held on 25 April 2017 have formed their opinion, as specified under Clause (x) of Part A of Schedule II of the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
10. We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on use

11. This report has been issued at the request of the Company solely for use of the Company in relation to (i) filing information in the explanatory statement to the notice for special resolution and in connection with the proposed Buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to Buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose.



For B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024
Rakesh Dewan
Partner
Membership No: 092212

Annexure A

Particulars	Amount (Rs)
Paid up equity share capital as on 31 March 2017 (32,383,724 equity shares of face value Rs. 10 each)	323,837,240
Free reserves as on 31 March 2017	
- Securities Premium account	21,901,489
- General Reserves	822,708,220
- Profit & Loss account	3,543,285,439
Total	4,711,732,388
Maximum amount permissible under the Act / Buyback Regulations subject to Shareholders approval:	
25% of the total Paid up equity share capital and free reserves, if the Buyback is carried through tender offer route (in accordance with the Chapter III of the Buyback Regulations and Section 68(2)(c) of the Act)	1,177,933,097
Maximum amount permitted by Board Resolution dated 25 April 2017 approving the Buyback, subject to shareholders approval, based on the audited accounts for the year ended 31 March 2017	1,177,933,000

Unquote

For any clarifications related to the Buyback process, Members holding equity shares of the Company may contact the following:

Nucleus Software Exports Limited

Contact Person: Ms. Poonam Bhasin, Company Secretary
Tel : + 91-120-4031400; Email: poonam@nucleussoftware.com

A copy of the Notice is also available on the website of the Company, at www.nucleussoftware.com, and on the website of RTA at www.karvycomputershare.com

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its members holding equity shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the item no.1 of the Notice.

None of the Directors or any Key Managerial Personnel of the Company including their relatives are, in anyway, concerned or interested, financially or otherwise, in passing of the proposed resolution, save and except to the extent of their shareholding in the Company, if any.

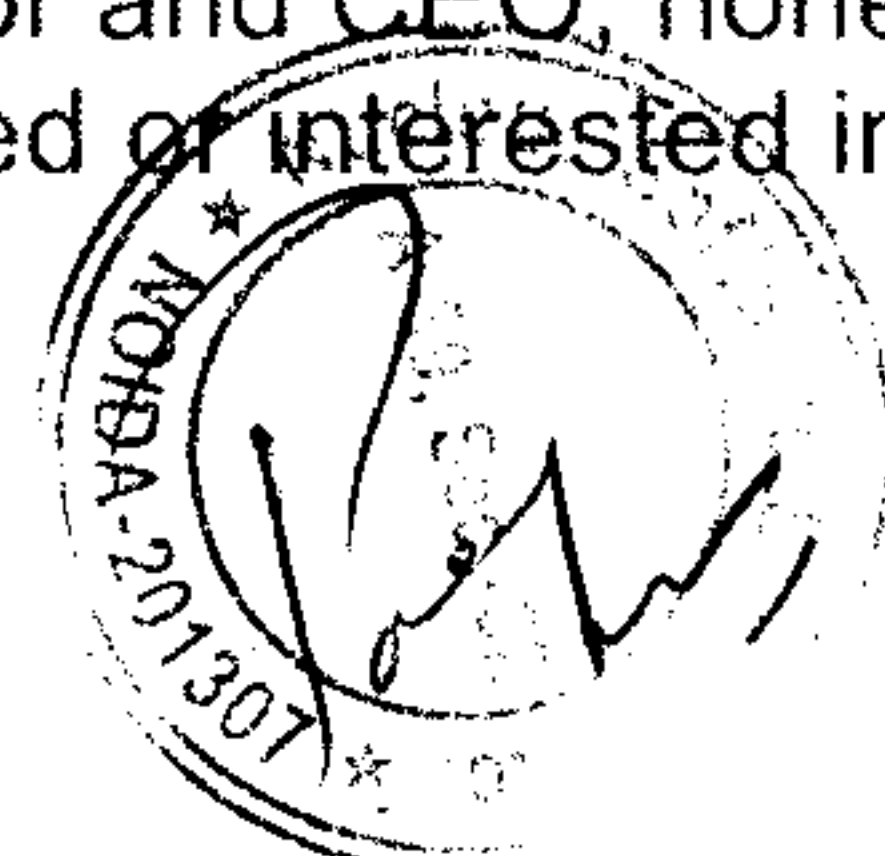
ITEM NO. 2

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, Ms. Ritika Dusad was appointed as an Additional Director on the Board of the Company with effect from July 20, 2016 to hold office upto the date of the Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Ms. Ritika Dusad as a Director of the Company.

A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a member of the Company signifying his intention to propose Ms. Ritika Dusad as a candidate for the office of Director. She is pursuing her Ph. D in physics from prestigious Cornell University.

Ms. Ritika Dusad's profile is annexed in the notice The Board of Directors, recommend the passing of Ordinary Resolutions as set out at Item no. 2 of the Notice.

Except Ms. Ritika Dusad and Mr. Vishnu R Dusad, Managing Director and CEO, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the resolution set out at item no. 2 of the Notice.



Annexure-B

PROFILE OF THE DIRECTORS RECOMMENDED FOR APPOINTMENT/ RE-APPOINTMENT

Ms. Ritika Dusad

Terms and Conditions of Appointment	As per Letter of Appointment
Details of Remuneration Sought to be Paid	As per Letter of Appointment
The Remuneration Last Drawn by Ms. Ritika Dusad, if applicable	NA
Date of First Appointment on the Board	20.07.2016
Number of shares held in the Company	1,000,000
Directorships held in other companies	M/s Karmayogi Holdings Private Limited
Inter-se relations between the Board members/ relationship with other Directors, Manager and other Key Managerial Personnel of the company	Daughter of Managing Director and CEO (Mr. Vishnu R Dusad)
The number of Meetings of the Board attended during the Year	4 (Attended 2 meeting physically and 2 meetings via video – conferencing)

Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/Investor Grievance Committee).

Sr. No.	Name of the Company	Committee Name	Chairman / Member
Nil	Nil	Nil	Nil

By Order of the Board of Directors
for **Nucleus Software Exports Limited**

Place: Delhi
Date: 25th April 2017

Sd/-
Poonam Bhasin
Company Secretary
Membership No. 10865



NUCLEUS SOFTWARE EXPORTS LIMITED

CIN : L74899DL1989PLC034594

Registered Office : 33-35, Thyagraj Nagar Market, New Delhi-110003

Tel.: 91-120-4031400 Fax : 91-120-4031672.

Email : investorrelations@nucleussoftware.com, Website : www.nucleussoftware.com

POSTAL BALLOT FORM

Serial No.

1. Name(s) and registered address of the Sole/First named Shareholder
2. Name(s) of the Joint-Holder(s), if any
3. DP ID No./ Client ID No./ Registered Folio No.*
(*Applicable to investors holding Shares in physical form)
4. Number of Equity Share(s) held
5. I / We hereby exercise my / our vote in respect of the following Resolutions to be passed through Postal Ballot / E-voting for the business stated in the notice of Postal Ballot issued by the Company dated April 25, 2017 by sending my / our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sl. No.	Brief particulars of the items	No. of ordinary Shares for which Votes cast	I/ We assent to the Resolutions (For)	I/ We dissent to the Resolutions (Against)
1.	Special Resolution for Approval for Buyback of Equity Shares through Tender offer.			
2.	Ordinary Resolution for Appointment of Ms. Ritika Dusad as Non-Executive Director			

E-VOTING INFORMATION

EVEN (E-Voting Event Number)	User ID	Password

Place :

Date :

Signature of the Shareholder

(must be as per specimen signature registered with the Company)

Note : Please read the instructions printed overleaf carefully before exercising your vote.

Notes / Instructions:

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 Regulation 44 of SEBI (LODR) Regulations, 2015 assent or dissent of the shareholders in respect of the resolution contained in the Notice dated April 25, 2017 is being taken through Postal Ballot / E-voting.
2. The Company has appointed Mr. Sanjay Grover Practicing 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 May 05, 2017 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 Scrutinizer will submit his final report as soon as possible after the last date of receipt for Postal Ballot / E-voting i.e. June 13, 2017
5. The results of Postal Ballot shall be declared by the Chairman or any Director duly authorized by the Board on or before June 15, 2017 at Corporate Office of the Company situated at A-39, Sector-62, Noida, U.P. - 201307. The date of declaration of the results of Postal Ballot / E-voting will be taken to be the date of passing of the resolution.
6. The result of the Postal Ballot / E-voting will also be published in the newspapers and will also be placed at the website of the Company viz. www.nucleussoftware.com.
7. 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 a valid physical Postal Ballot Form will be considered and counted and E-voting of such shareholder will be treated as invalid.
8. There will be one Postal Ballot Form / E-voting for every folio / client id irrespective of the number of joint holders.
9. Voting rights in the Postal Ballot / E-voting cannot be exercised by a proxy.
10. 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

11. 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 not later than closing of working hours on June 13, 2017. The Postal Ballot Forms received after this date will be treated as if the reply from the member has not been received. However, 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.
12. 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.
13. Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
14. 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).
15. 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.
16. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
17. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
18. 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.
19. 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 Computershare Private Limited, Tower- B, Plot No 31 & 32., Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, 500032 or e-mail us at evoting@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. 11 above.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

The instructions for e-voting are as under:

- i. Launch internet browser by typing the URL for e-voting: <http://evoting.karvy.com>
- ii. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. May 05, 2017, may cast their vote electronically.
- iii. Enter the login credentials [i.e. user id and password mentioned in Postal Ballot Form]. Your Folio No/DP ID and Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form
	a) For NSDL : 8 Character DP ID followed by 8 Digit Client ID b) For CDSL : 16 digits beneficiary ID
	For Members holding shares in Demat Form
	EVEN no. followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / mentioned in the email received from Karvy
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons

- iv. After entering these details appropriately, click on LOGIN.
- v. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Nucleus Software Exports Limited.
- viii. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding.
- ix. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
- x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: sanjaygrover7@gmail.com / investorrelations@nucleussoftware.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name - EVEN NO."
- xii. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- xiii. The Portal will remain open for voting from: 10A.M. on May 15, 2017 to 5P.M. on June 13, 2017
- xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact **Karvy Computershare Pvt. Ltd.; Mr. Suresh Babu D; Tel. No. : 1800 345 4001 (toll free); Email : suresh.d@karvy.com**