

Quarterly Compliance Report on Corporate Governance

Name of the Company: Nucleus Software Exports Ltd.

Quarter ended on: December 31, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49II		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	A separate meeting of Independent Directors shall be held this year
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	For F.Y. 2013-14, the disclosure is made in Annual Report 2013-14 & for F.Y. 2014-15, the disclosure will be made in Annual Report 2014-15. The Code of Conduct of all the Board members and Senior Management of the Company is available on the website of Nucleus Software.
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	

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IV. Nomination and Remuneration Committee	49(IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transaction	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Basis of related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	The Accounting Standards are duly complied with in preparation of the financial statements
(C) Remuneration of Directors	49 (VIII C)	Yes	For F.Y. 2013-14, the disclosure is made in Annual Report 2013-14 & for F.Y. 2014-15, the disclosure will be made in Annual Report 2014-15
(D) Management	49 (VIII D)	Yes	For F.Y. 2013-14, the disclosure is made in Annual Report 2013-14 & for F.Y. 2014-15, the disclosure will be made in Annual Report 2014-15
(E) Shareholders	49 (VIII E)	Yes	For F.Y. 2013-14, the disclosure is made in Annual Report 2013-14 & for F.Y. 2014-15, the disclosure will be made in Annual Report 2014-15. The Company also has a Stakeholders Relationship Committee
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	

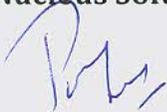
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IX. CEO/CFO Certification	49 (IX)	Yes	For F.Y. 2013-14, the disclosure is made in Annual Report 2013-14 & for F.Y. 2014-15, the disclosure will be made in Annual Report 2014-15
X. Report on Corporate Governance	49 (X)	Yes	For F.Y. 2013-14, the disclosure is made in Annual Report 2013-14 & for F.Y. 2014-15, the disclosure will be made in Annual Report 2014-15
XI. Compliance	49 (XI)	Yes	For F.Y. 2013-14, the disclosure is made in Annual Report 2013-14 & for F.Y. 2014-15, the disclosure will be made in Annual Report 2014-15

For Nucleus Software Exports Limited



Poonam Bhasin
Company Secretary