

Compliance Report on Corporate Governance

(Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity: Nucleus Software Exports Limited
2. Quarter ending: 1st October 2015- 31st December 2015

I. Composition of Board of Directors								
Title (Mr. / Ms./ Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive /Independent/Nominee) &	Date of Appointment in the current term /cessation ##	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Janki Ballabh	ABOPJ6711E 00011206	Chairperson/ Non-Executive/ Independent	03.05.2014	1 yr 7 months	1	2	4
Mr.	Vishnu R Dusad	AADPD0244N 00008412	Executive	09.01.1989	-	-	2	-
Mr.	Ravi Pratap Singh	AAKPS2065B 00008350	Executive	26.07.2014	-	-	-	-
Mr.	Prithvi Haldea	AAAPH9219E 00001220	Non-Executive/Independent	26.07.2014	1 yr 5 months	1	2	1
Mr.	Narayanan Subramaniam	AAVPS5624B 00166621	Non-Executive/Independent	03.05.2014	1 yr 7 months	2	-	1

For Nucleus Software Exports Limited

Poonam Bhasin
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Company Secretary & Compliance Officer



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Mr.	Trilochan Sastry	AMMPS1552K 02762510	Non-Executive/Independent	26.07.2014	1 yr 5 months	1	3	-
Mrs.	Elaine Mathias	AAPPM5220P 06976868	Non-Executive/Independent	20.09.2014	1 yr 3 months	1	1	-

\$ PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

The date of appointment of Independent Directors is in accordance with the provisions of Companies Act, 2013.

For Nucleus Software Exports Limited



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1. Name of Listed Entity: **Nucleus Software Exports Limited**
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II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) s
1. Audit Committee	Mr. Narayanan Subramaniam	Chairperson/Non – Executive/ Independent
	Mr. Prithvi Haldea	Non – Executive/ Independent
	Mr. Trilochan Sastry	Non – Executive/ Independent
	Ms. Elaine Mathias	Non – Executive/ Independent
2. Nomination & Remuneration Committee	Mr. Prithvi Haldea	Chairperson/ Non – Executive/ Independent
	Mr. Janki Ballabh	Non – Executive/ Independent
	Mr. Trilochan Sastry	Non – Executive/ Independent
	Mrs. Elaine Mathias	Non – Executive/ Independent
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee'	Mr. Prithvi Haldea	Chairperson/ Non – Executive/ Independent
	Mr. Vishnu R Dusad	Executive
	Mr. Trilochan Sastry	Non – Executive/ Independent
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2. Quarter ending: **1st October 2015- 31st December 2015**

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
08 th July 2015	27 th October 2015	29 days*
30 th July 2015		
28 th September 2015		

***Note:** The gap is calculated between the last Board Meeting of the previous quarter and the first Board Meeting of the relevant quarter.

IV. Meeting of Committees			
Audit Committee			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
26 th October 2015	Yes – All Members Present	27 th July 2015	28 Days*
27 th October 2015	Yes – All Members Present	30 th July 2015	
		28 th September 2015	

***Note:** The gap is calculated between the last Audit Committee Meeting of the previous quarter and the first Audit Committee Meeting of the relevant quarter.

Stakeholders Relationship Committee			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
-	-	28 th September 2015	-

For Nucleus Software Exports Limited



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Company Secretary & Compliance Officer



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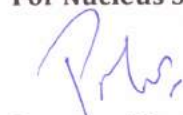
1. Name of Listed Entity: - Nucleus Software Exports Limited
2. Quarter ending: - 1st October 2015- 31st December 2015

Nomination and Remuneration Committee			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
27 th October 2015	Yes – All Members Present	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit	Yes
Note 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. . For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here.	

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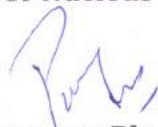
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee – Not Applicable (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:-

It is the first Corporate Governance Report as per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the report will be placed at the ensuing Board Meeting.

For Nucleus Software Exports Limited



Poonam Bhasin

Company Secretary & Compliance Officer / ~~Managing Director~~ / CEO

