



**NUCLEUS
SOFTWARE**

NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

Corporate Office

A-39, Sector-62, Noida,
Uttar Pradesh, 201307. India.

T: + 91 . 120 . 4031 . 400

F: +91 . 120 . 4031 . 672

E.: nsl@nucleussoftware.com

W: www.nucleussoftware.com

October 09, 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: Corporate Governance Report – Q2 FY 2017-18.

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

With reference to the above mentioned subject, Please find the enclosed herewith the Corporate Governance Report for the quarter and Half Year ended on 30th Sep 2017.

This is for your information and records.

Thanking You.

Yours Sincerely

FOR NUCLEUS SOFTWARE EXPORTS LIMITED

(POONAM BHASIN)
COMPANY SECRETARY

Encl : As above

Regd. Office

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

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

www.nucleussoftware.com

ANNEXURE I

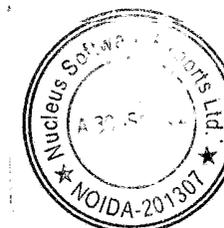
Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Nucleus Software Exports Limited**
2. Quarter ending - **30-Sep-2017**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Janki Ballabh	00011206	ABOPJ6711E	ID,C & NED	08-Jul-2014		3 years 3 Months	1	0	0
Mr.	Vishnu R Dusad	00008412	AADPD0244N	ED	01-Jan-2017			1	1	0
Mr.	Ravi Pratap Singh	00008350	AAKPS2065B	ED	16-Jan-2015			1	0	0
Mr.	Prithvi Haldea	00001220	AAAPH9219E	NED,ID	16-Jan-2015		2 Years 9 Months	2	1	1
Mr.	Narayanan Subramaniam	00166621	AAVPS5624B	NED,ID	08-Jul-2014		3 Years 3 months	3	0	1
Mr.	Trilochan Sastry	02762510	AAMPS1552K	NED,ID	16-Jan-2015		2 Years 9 Months	1	2	0
Mrs.	Elaine Mathias	06976868	AAPPM5220P	NED,ID	16-Jan-2015		2 Years 9 Months	1	1	0
Mr.	S.M Acharya	00545141	AEDPA2606K	NED,ID	08-Jul-2016		1 year 6 months	1	1	0
Ms.	Ritika Dusad	07022867	ASGPD6084K	NED	15-Jun-2017		4 months	1	0	0

For Nucleus Software Exports Limited

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II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	S.M Acharya	NED,ID	Member
2	Elaine Mathias	NED,ID	Member
3	Trilochan Sastry	NED,ID	Member
4	Narayanan Subramaniam	NED,ID	Chairperson
5	Prithvi Haldea	NED,ID	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Trilochan Sastry	NED,ID	Member
2	Prithvi Haldea	NED,ID	Chairperson
3	Vishnu R Dusad	ED	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Elaine Mathias	NED,ID	Member
2	Trilochan Sastry	NED,ID	Member
3	Janki Ballabh	ID,C & NED	Member
4	Prithvi Haldea	NED,ID	Chairperson

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>
	18-Sep-2017	73
	20-Jul-2017	
25-Apr-2017	08-Jul-2017	

IV. Meeting of Committees				
<i>Name of the committee</i>	<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 (in number of days)</i>
				82
Audit Committee	17-Jul-2017	YES	21-Apr-2017	
Audit Committee	20-Jul-2017	YES	25-Apr-2017	



For Nucleus Software Exports Limited

[Signature]
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Nomination & Remuneration Committee		YES	24-May-2017	
Stakeholders Relationship Committee	08-Jul-2017	Yes		

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	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

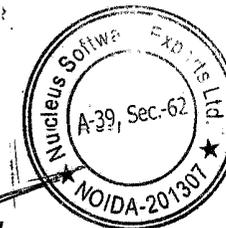
VI. Affirmations

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
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Poonam Bhasin
Designation : Company Secretary & Compliance Office

For Nucleus Software Exports Limited

Authorised Signatory



ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes



For Nucleus Software Exports Limited

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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name : Poonam Bhasin
Designation : Company Secretary

