

## NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

### Corporate Office

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

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F.: +91 . 120 . 4031 . 672

E.: nsl@nucleussoftware.com

W.: www.nucleussoftware.com

Date: 13.04.2015

The Listing Department,  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
**Mumbai-400001**  
Fax Nos. 022-22722061/41/39

Dear Sirs,

**Sub.: Submission of Quarterly Compliance Report on Corporate  
Governance for the Quarter ended 31.03.2015.**

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance for the quarter ended March 31, 2015.

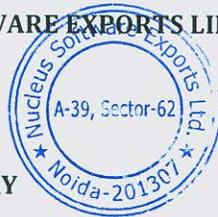
This is for your information and records.

Thanking You.

Yours Sincerely

**FOR NUCLEUS SOFTWARE EXPORTS LIMITED**

**(POONAM BHASIN)  
COMPANY SECRETARY**



Encl: A/a

### Regd. Office

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

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

www.nucleussoftware.com

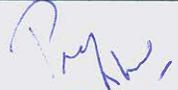
## Quarterly Compliance Report on Corporate Governance

**Name of the Company:** Nucleus Software Exports Ltd.

**Quarter ended on:** March 31, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49II		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	A separate meeting of Independent Directors was held on 27.01.2015
(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	
<b>III. Audit Committee</b>	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	

For NUCLEUS SOFTWARE EXPORTS LIMITED

  
Company Secretary

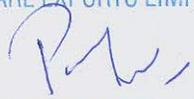
## Quarterly Compliance Report on Corporate Governance

**Name of the Company:** Nucleus Software Exports Ltd.

**Quarter ended on:** March 31, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
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.	

For NUCLEUS SOFTWARE EXPORTS LIMITED

  
Company Secretary

**Quarterly Compliance Report on Corporate Governance**

**Name of the Company:** Nucleus Software Exports Ltd.

**Quarter ended on:** March 31, 2015

<b>IX. CEO/CFO Certification</b>	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
<b>X. Report on Corporate Governance</b>	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
<b>XI. Compliance</b>	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**

