

## Quarterly Compliance Report on Corporate Governance

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

**Quarter ended on:** June 30, 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	
(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. 2014-15, the disclosure is made in Annual Report 2014-15 & for F.Y. 2015-16, the disclosure will be made in Annual Report 2015-16. 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	

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<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transaction</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	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. 2014-15, the disclosure is made in Annual Report 2014-15 & for F.Y. 2015-16, the disclosure will be made in Annual Report 2015-16
(D) Management	49 (VIII D)	Yes	For F.Y. 2014-15, the disclosure is made in Annual Report 2014-15 & for F.Y. 2015-16, the disclosure will be made in Annual Report 2015-16
(E) Shareholders	49 (VIII E)	Yes	For F.Y. 2014-15, the disclosure is made in Annual Report 2014-15 & for F.Y. 2015-16, the disclosure will be made in Annual Report 2015-16. The Company also has a Stakeholders Relationship Committee
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A.	

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<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	For F.Y. 2014-15, the disclosure is made in Annual Report 2014-15 & for F.Y. 2015-16, the disclosure will be made in Annual Report 2015-16
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	For F.Y. 2014-15, the disclosure is made in Annual Report 2014-15 & for F.Y. 2015-16, the disclosure will be made in Annual Report 2015-16
<b>XI. Compliance</b>	49 (XI)	Yes	For F.Y. 2014-15, the disclosure is made in Annual Report 2014-15 & for F.Y. 2015-16, the disclosure will be made in Annual Report 2015-16

**For Nucleus Software Exports Limited**

**Poonam Bhasin**  
Company Secretary