

**NUCLEUS  
SOFTWARE**

**NUCLEUS SOFTWARE EXPORTS LTD.**

CIN : L74899DL1989PLC034594

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

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October 10, 2016

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, 25 <sup>th</sup> Floor, Dalal Street Mumbai-400001 Fax No. 022-22722061/41/39
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Dear Sirs,

**Sub: Corporate Governance Report for the Second Quarter Ended September 30, 2016.**

**Ref: Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

With reference to the above mentioned subject, please find the enclosed herewith statement of Corporate Governance Report for the Quarter Ended on 30<sup>th</sup> September 2016.

You are requested to take the above information on record.

Thanking You.

Yours Sincerely

**FOR NUCLEUS SOFTWARE EXPORTS LIMITED**

**POONAM BHASIN**

**COMPANY SECRETARY**

**Membership No: A10865**

**Address: A-39, Sec-62, Noida – 201307.**



**Regd. Office**

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

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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-2016

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Directors	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	03-May-2014		2 Years 5 Months	1	2	4
Mr.	Vishnu R Dusad	00008412	AADPDO244N	ED	09-Jan-1989			1	2	0
Mr.	Ravi Pratap Singh	00008350	AAKPS2065B	ED	26-Jul-2014			1	0	0
Mr.	Prithvi Haldea	00001220	AAAPH9219E	NED,ID	26-Jul-2014		2 Years 3 Months	1	2	1



For Nucleus Software Exports Limited

*[Signature]*  
 Company Secretary

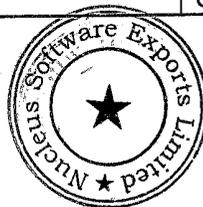
Mr.	Narayanan Subramaniam	00166621	AAVPS5624B	NED,ID	03-May-2014		2 Years 5 Months	2	2	1
Mr.	Trilochan Sastry	02762510	AAMPS1552K	NED,ID	26-Jul-2014		2 Years 3 Months	1	3	0
Mrs.	Elaine Mathias	06976868	AAPPM5220P	NED,ID	20-Sep-2014		2 Years	1	1	0
Mr.	S.M Acharya	00545141	AEDPA2606K	NED,ID	19-Mar-2016		6 Months	1	1	0
Ms.	Ritika Dusad	07022867	ASGPD6084K	NED	20-Jul-2016		2 Months	1	0	0

## II. Composition of Committees

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

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

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



For Nucleus Software Exports Limited

*[Signature]*  
Company Secretary

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

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
		35
06-Apr-2016	08-Jul-2016	
04-May-2016	20-Jul-2016	
02-Jun-2016		

IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
				73
Audit Committee	17-Jul-2016	YES	06-Apr-2016	
Audit Committee	20-Jul-2016	YES	02-May-2016	
Nomination and Remuneration Committee	08-Jul-2016	YES	04-May-2016	
Nomination and Remuneration Committee	20-Jul-2016	YES	24-May-2016	
Audit Committee	-	Yes	04-May-2016	
Nomination and Remuneration Committee	-	-	02-Jun-2016	



For Nucleus Software Exports Limited

*[Signature]*  
Company Secretar

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	Not Applicable

#### 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: **NA**

Name :  
Designation :



**Poonam Bhasin**  
**Company Secretary & Compliance Officer**



**ANNEXURE III**

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
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

**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** :  
**Designation** :

  
**Poonam Bhasin**  
**Company Secretary & Compliance Officer**

