



**NUCLEUS
SOFTWARE**

NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

Corporate Office

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Uttar Pradesh, 201307. India.

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Jan 12, 2018

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 – Q3 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 ended on 31st December 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.

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General information about company	
Scrip code	531209
Name of the entity	NUCLEUS SOFTWARE EXPORTS LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Quarterly
Date of Report	31-12-2017
Risk management committee	Not Applicable

For Nucleus Software Exports Limited


Company Secretary

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Nucleus Software Exports Limited**
 2. Quarter ending - **31-Dec-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	NED, ID	08-Jul-2014	31-Oct-2018		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		3 Years	2	1	1
Mr.	Narayana Subramaniam	00166621	AAVPS5624B	NED, ID	08-Jul-2014		3 Years 6 months	3	0	1
Mr.	Trilochan Sastry	02762510	AAMPS1552K	NED, ID	16-Jan-2015		3 Years	1	2	0
Mrs.	Elaine Mathias	06976868	AAPPM5220P	NED, ID	16-Jan-2015		3 Years	1	1	0
Mr.	S.M Acharya	00545141	AEDPA2606K	NED, ID, C & NED	08-Jul-2016		1 Year 6 months	1	1	0
Ms.	Ritika Dusad	07022867	ASGPD6084K	NED	15-Jun-2017		1 Year 6 months	1	0	0

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	S.M Acharya	NED, ID, C & NED	Member
2	Elaine Mathias	NED, ID	Member
3	Trilochan Sastry	NED, ID	Member
4	Narayanan Subramaniam	NED, ID	Chairperson

For Nucleus Software Exports Limited


Company Secretary

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

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

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

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)
08-Jul-2017		37
20-Jul-2017	24-Nov-2017	
18-Sep-2017	17-Oct-2017	

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)
				87
Audit Committee	16-Oct-2017	YES	17-Jul-2017	
Audit Committee	17-Oct-2017	YES	20-Jul-2017	
Nomination & Remuneration Committee	17-Oct-2017	YES		
Stakeholders Relationship Committee	24-Nov-2017	Yes	08-Jul-2017	

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

For Nucleus Software Exports Limited

Company Secretary

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

Company Secretary

