



**NUCLEUS
SOFTWARE**

NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

Corporate Office

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

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E.: nsl@nucleussoftware.com

W.: www.nucleussoftware.com

Date: 15.10.2014

The Listing Department,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
25th 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 30.09.2014.**

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance for the quarter ended September 30, 2014.

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: September 30, 2014

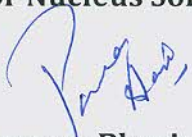
Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49I		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	49 (I)(D)(ii) complied in the Annual Report of F.Y. 2013-14
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II (D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A.	The Accounting Standards are duly complied with in preparation of the financial statements
(C) Board Disclosures	49 (IV C)	Yes	



Quarterly Compliance Report on Corporate Governance

(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	Yes	49 (IV)(E) complied in the Annual Report of F.Y. 2013-14
(F) Management	49 (IV F)	Yes	49 (IV)(F) complied in the Annual Report of F.Y. 2013-14
(G) Shareholders	49 (IV G)	Yes	49 (IV)(G) complied in the Annual Report of F.Y. 2013-14
V. CEO/CFO Certification	49 (V)	Yes	49 (V) complied in the Annual Report of F.Y. 2013-14
VI. Report on Corporate Governance	49 (VI)	Yes	49 (VI) complied in the Annual Report of F.Y. 2013-14
VII. Compliance	49 (VII)	Yes	49 (VII) complied in the Annual Report of F.Y. 2013-14

For Nucleus Software Exports Limited


Poonam Bhasin
Company Secretary

