Compliance Report on Corporate Governance

(Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. **Name of Listed Entity:** **Nucleus Software Exports Limited**
2. **Quarter ending:** **1st January 2016- 31st March 2016**

I. Composition of Board of Directors

Title (Mr. / Ms./ Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive /independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Janki Ballabh	ABOPJ6711E 00011206	Chairperson/ Non-Executive/ Independent	03.05.2014	1 yr 11 months	1	2	4
Mr.	Vishnu R Dusad	AADPD0244N 00008412	Executive	09.01.1989	-	1	2	-
Mr.	Ravi Pratap Singh	AAKPS2065B 00008350	Executive	26.07.2014	-	1	-	-
Mr.	Prithvi Haldea	AAAPH9219E 00001220	Non-Executive/Independent	26.07.2014	1 yr 8 months	1	2	1
Mr.	Narayanan Subramaniam	AAVPS5624B 00166621	Non-Executive/Independent	03.05.2014	1 yr 11 months	2	2	1

For Nucleus Software Exports Limited

Poonam Bhasin
Company Secretary & Compliance Officer

Nucleus Software Exports Limited

Compliance Report on Corporate Governance

(Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: **Nucleus Software Exports Limited**

2. Quarter ending: **1st January 2016- 31st March 2016**

Title (Mr. / Ms/ Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive /independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Trilochan Sastry	AAMPS1552K 02762510	Non-Executive/Independent	26.07.2014	1 yr 8 months	1	3	-
Mrs.	Elaine Mathias	AAPPM5220P 06976868	Non-Executive/Independent	20.09.2014	1 yr 6 months	1	1	-
Mr.	S.M Acharya	AEDPA2606K 00545141	Non-Executive/Additional Director	19.03.2016	1 Month	1	1	-

$ PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

For Nucleus Software Exports Limited

Poonam Bhasin
Company Secretary & Compliance Officer

Compliance Report on Corporate Governance

(Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: **Nucleus Software Exports Limited**

2. Quarter ending: **1st January 2016- 31st March 2016**

II. Composition of Committees

Name of Committee	*Name of Committee members*	**Category (Chairperson/Executive/Non-Executive/independent/Nominee) $**
1. Audit Committee	Mr. Narayanan Subramaniam	Chairperson/Non – Executive/ Independent
	Mr. Prithvi Haldea	Non – Executive/ Independent
	Mr. Trilochan Sastry	Non – Executive/ Independent
	Ms. Elaine Mathias	Non – Executive/ Independent
	Mr. S.M Acharya	Non-Executive/ Additional Director
2. Nomination & Remuneration Committee	Mr. Prithvi Haldea	Chairperson/ Non – Executive/ Independent
	Mr. Janki Ballabh	Non – Executive/ Independent
	Mr. Trilochan Sastry	Non – Executive/ Independent
	Mrs. Elaine Mathias	Non – Executive/ Independent
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee'	Mr. Prithvi Haldea	Chairperson/ Non – Executive/ Independent
	Mr. Vishnu R Dusad	Executive
	Mr. Trilochan Sastry	Non – Executive/ Independent

$ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

For Nucleus Software Exports Limited

Poonam Bhasin
Company Secretary & Compliance Officer

Nucleus Software Exports Limited

Compliance Report on Corporate Governance

(Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: **Nucleus Software Exports Limited**

2. Quarter ending: **1st January 2016- 31st March 2016**

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)*
27th October 2015	20th January 2016	84 days*
	5th March 2016	
	16th March 2016	
	19th March 2016	

***Note: The gap is calculated between the last Board Meeting of the previous quarter and the first Board Meeting of the relevant quarter.**

IV. Meeting of Committees

Audit 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 meetings in number of days**
18th January 2016	Yes – All Members Present	26th October 2015	82 Days*
20th January 2016	Yes – All Members Present	27th October 2015	

***Note: The gap is calculated between the last Audit Committee Meeting of the previous quarter and the first Audit Committee Meeting of the relevant quarter.**

Stakeholders Relationship 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 meetings in number of days*
20th January 2016	Yes – All Members Present	-	-

For Nucleus Software Exports Limited

Poonam Bhasin
Company Secretary & Compliance Officer

Nucleus Software Exports Limited

Compliance Report on Corporate Governance

(Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: - Nucleus Software Exports Limited

2. Quarter ending: - 1st January 2016- 31st March 2016

Nomination and Remuneration 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 meetings in number of days*
5th March 2016	Yes – All Members Present	27 October 2015	69 Days
19th March 2016	Yes – All Members Present	-	-
Corporate Social Responsibility 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 meetings in number of days*
-	-	-	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit	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.**

For Nucleus Software Exports Limited

Poonam Bhasin
Company Secretary & Compliance Officer

Nucleus Software Exports Limited

Compliance Report on Corporate Governance

(Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: - Nucleus Software Exports Limited

2. Quarter ending: - 1st January 2016- 31st March 2016

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 - **Yes**

a. Audit Committee
b. Nomination & remuneration committee
c. Stakeholders relationship committee
d. Risk management committee – Not Applicable (applicable to the top 100 listed entities)

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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:- **Yes**

For Nucleus Software Exports Limited

Nucleus Software Exports Limited

Poonam Bhasin

Company Secretary & Compliance Officer ~~/ Managing Director / CEO~~

Annexure-II

Annual Compliance Report on Corporate Governance

(Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Listed Entity: Nucleus Software Exports Limited

I. Disclosure on website in terms of Listing Regulations

Item	*Compliance status (Yes/No/NA)*
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	N.A

II Annual Affirmations

Particulars	*Regulation Number*	*Compliance status (Yes/No/NA)*
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	*16(1)(b) & 25(6)*	Yes
Board composition	*17(1)*	Yes
Meeting of Board of directors	*17(2)*	Yes
Review of Compliance Reports	*17(3)*	Yes
Plans for orderly succession for appointments	*17(4)*	Yes
Code of Conduct	*17(5)*	Yes
Fees/compensation	*17(6)*	Yes
Minimum Information	*17(7)*	Yes
Compliance Certificate	*17(8)*	Yes
Risk Assessment & Management	*17(9)*	Yes
Performance Evaluation of Independent Directors	*17(10)*	Yes
Composition of Audit Committee	*18(1)*	Yes
Meeting of Audit Committee	*18(2)*	Yes

Nucleus Software Exports Limited

Annexure-II

Composition of nomination & remuneration committee	*19(1) & (2)*	Yes
Composition of Stakeholder Relationship Committee	*20(1) & (2)*	Yes
Composition and role of risk management committee	*21(1),(2),(3),(4)*	N.A
Vigil Mechanism	*22*	Yes
Policy for related party Transaction	*23(1),(5),(6),(7) & (8)*	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	*23(2), (3)*	Yes
Approval for material related party transactions	*23(4)*	Yes
Composition of Board of Directors of unlisted material Subsidiary	*24(1)*	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	*24(2),(3),(4),(5) & (6)*	Yes
Maximum Directorship & Tenure	*25(1) & (2)*	Yes
Meeting of independent directors	*25(3) & (4)*	Yes
Familiarization of independent directors	*25(7)*	Yes
Memberships in Committees	*26(1)*	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	*26(3)*	Yes
Disclosure of Shareholding by Non-Executive Directors	*26(4)*	Yes
Policy with respect to Obligations of directors and senior management	*26(2) & 26(5)*	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.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Nucleus Software Exports Limited

Name & Designation

Company Secretary / Compliance Officer / Managing Director / CEO