



NUCLEUS SOFTWARE EXPORTS LTD.

CIN : L74899DL1989PLC034594

Corporate Office

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

T: +91 - 120 - 4031 - 400

F: +91 - 120 - 4031 - 672

E: nsl@nucleussoftware.com

W: www.nucleussoftware.com

May 28, 2019

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,

Ref: Submission of Secretarial compliance Report

With reference to the above mentioned subject, Please find the enclosed herewith the **Secretarial compliance Report** for the Year ended on 31st March 2019.

This is for your information and records.

Thanking You.

Yours Sincerely

FOR NUCLEUS SOFTWARE EXPORTS LIMITED

(POONAM BHASIN)

COMPANY SECRETARY

Corporate Office

Nucleus Software Exports Ltd.
A-39, Sector 62, Noida - 201307

Registered Office

33-35 Thyagraj Nagar Mkt, New Delhi - 110003
CIN : L74899DL1989PLC034594

BHARTI KASHYAP & ASSOCIATES

Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF

NUCLEUS SOFTWARE EXPORTS LIMITED

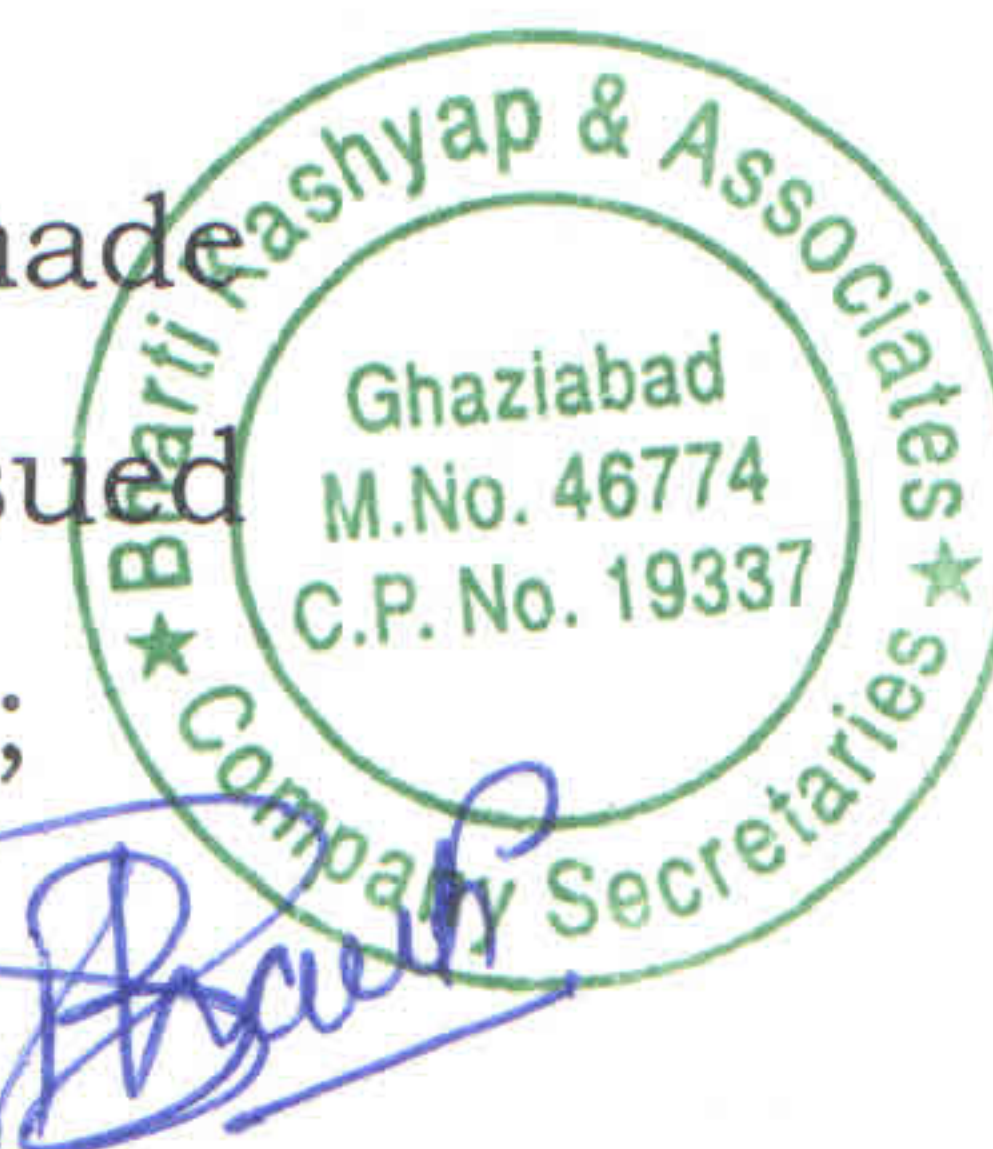
FOR THE YEAR ENDED 31.03.2019.

We Bharti Kashyap & Associates have examined:

- a) all the documents and records made available to us and explanation provided by **NUCLEUS SOFTWARE EXPORTS LIMITED** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



Ist Address-A Block 37/40, First Floor, Brij Vihar, Chirori Road, Loni, Ghaziabad, UP-201102

2nd Address- C-12/206, Yamuna Vihar, Delhi-110053

E-mail: csbkassociates2016@gmail.com, bharti.kashyap0@gmail.com

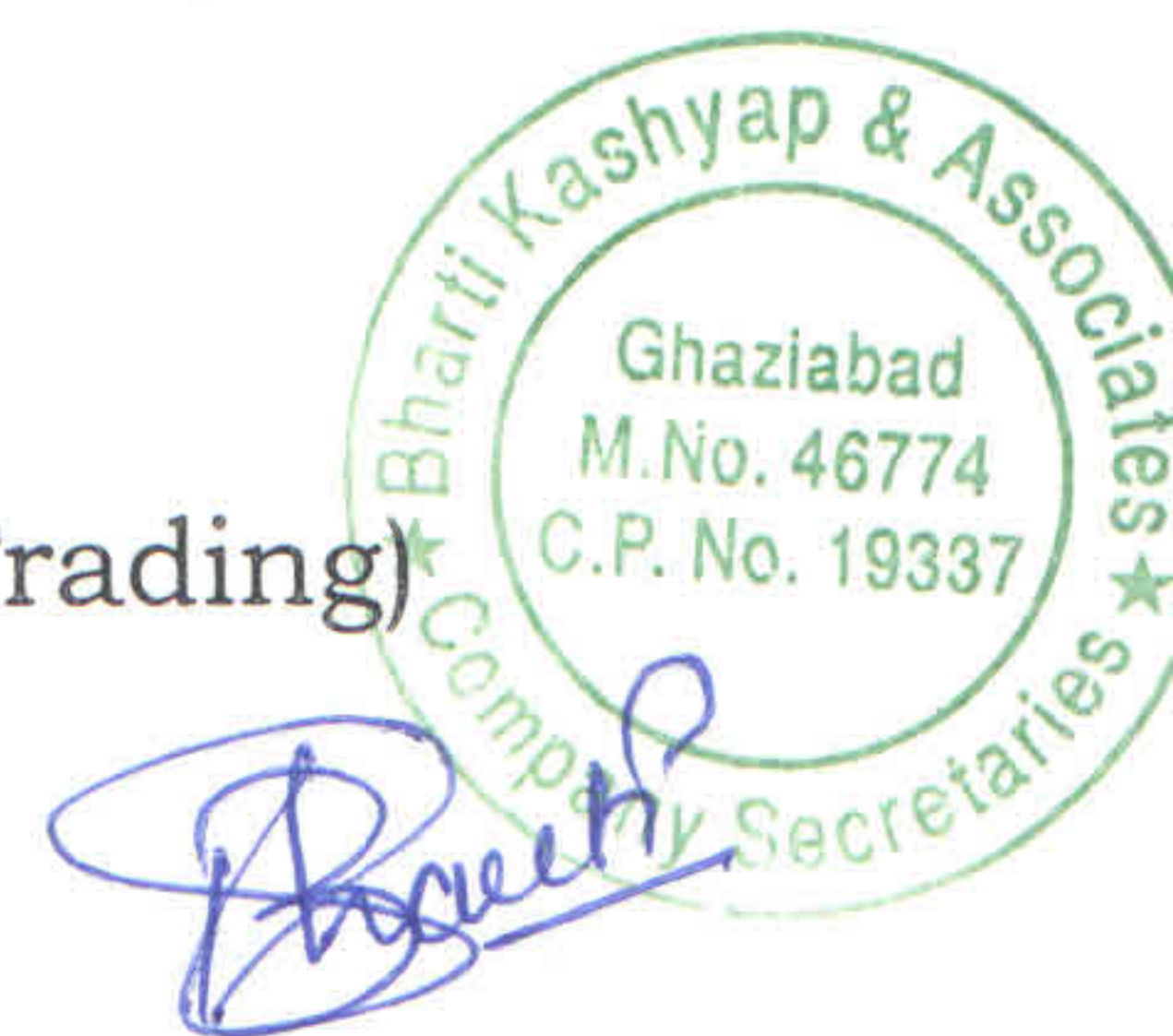
Contact: +919910824695, 011-22170295

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The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during audit period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not attracted during period under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not attracted during period under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

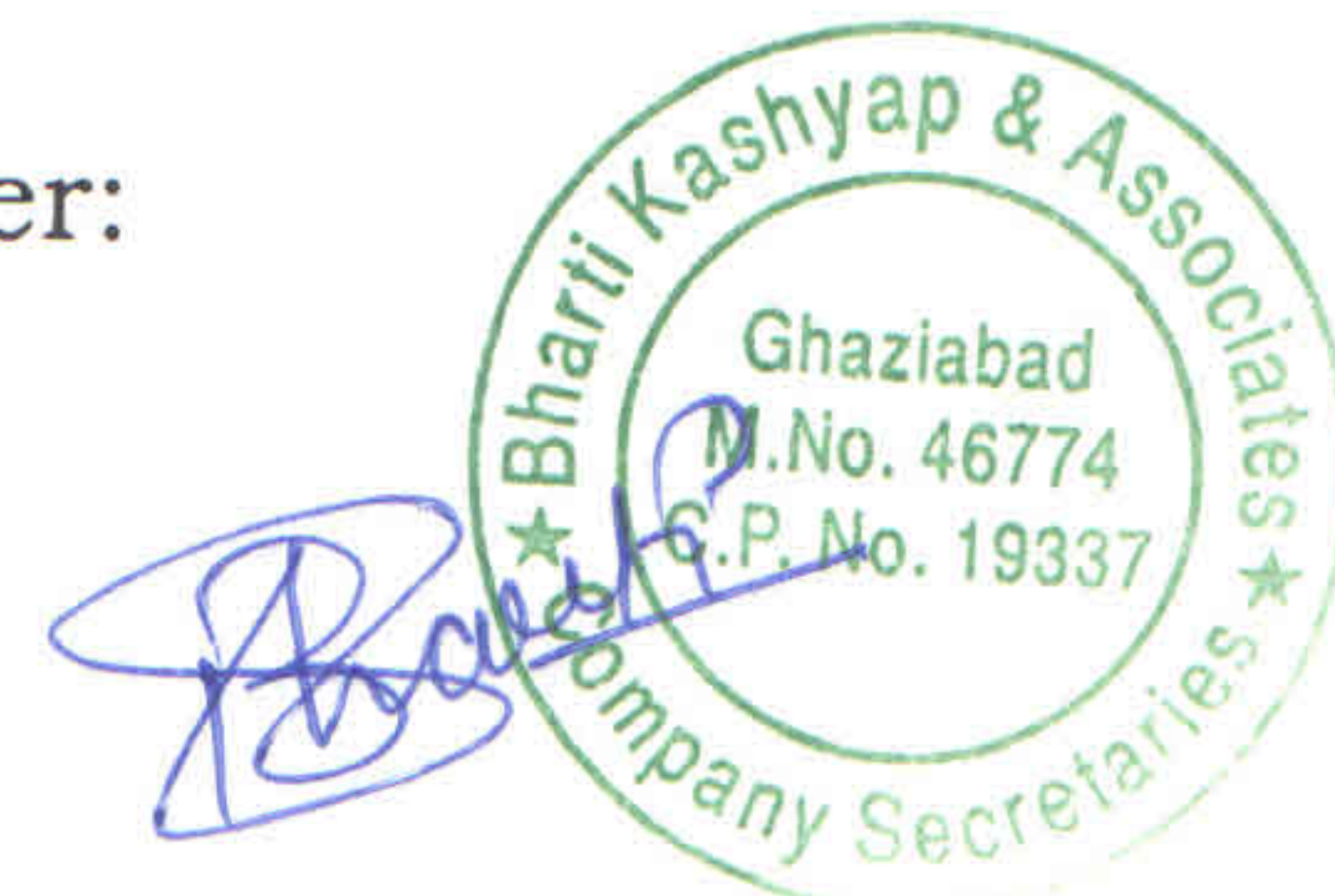
and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/ Remarks of the Practicing Company Secretary, if any
Nil	Nil	Nil	Nil	Nil

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



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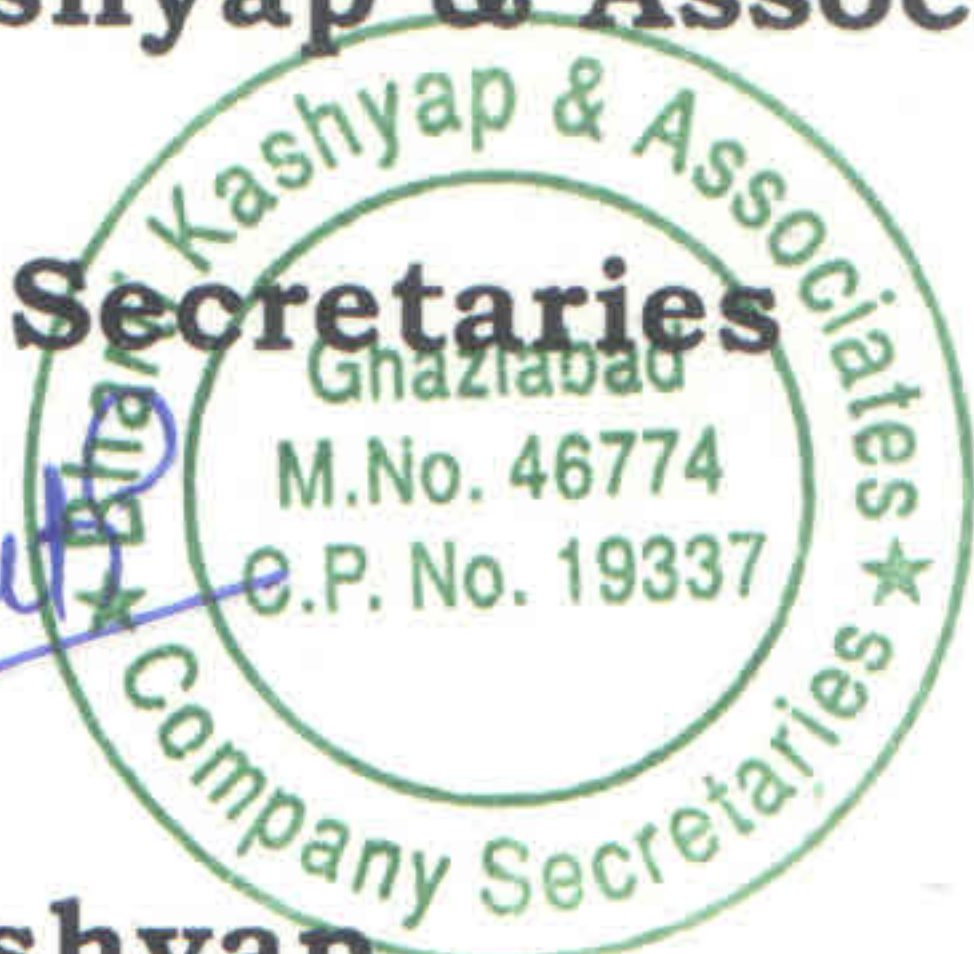
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S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report of the year ended 31.03.2019	Action taken by the Listed entity, if any	Comments of the Practicing Company Secretary on the action taken by Listed Entity
Nil	Nil	Nil	Nil	Nil

Bharti Kashyap & Associates

Company Secretaries



Bharti Kashyap

ACS/ FCS No.: A46774

C P No.: 19337

Place: Ghaziabad

Date: 25.05.2019

1st Address-A Block 37/40, First Floor, Brij Vihar, Chirori Road, Loni, Ghaziabad, UP-201102

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