

**NUCLEUS
SOFTWARE**

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

April 27, 2017

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
--	---

Dear Sirs,

Sub: Compliance Certificate under Reg 40(9) of LODR-Q4 FY-2016-17

With reference to the above mentioned subject, Please find the enclosed herewith the **Compliance Certificate** for the quarter and Year ended on 31st March 2017 from Mr. Arvind Kohli, Practicing Secretary of the company.

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.

T.: + 91 . 11 . 2462 . 7552 F.: +91 . 11 . 2462 . 0872

www.nucleussoftware.com

**The Board of Directors of
Nucleus Software Exports Limited
33-35 Thyagraj Nagar Market
New Delhi 110003**

**CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LODR)
REGULATIONS, 2015 FOR THE HALF YEAR ENDED 31ST MARCH, 2017**

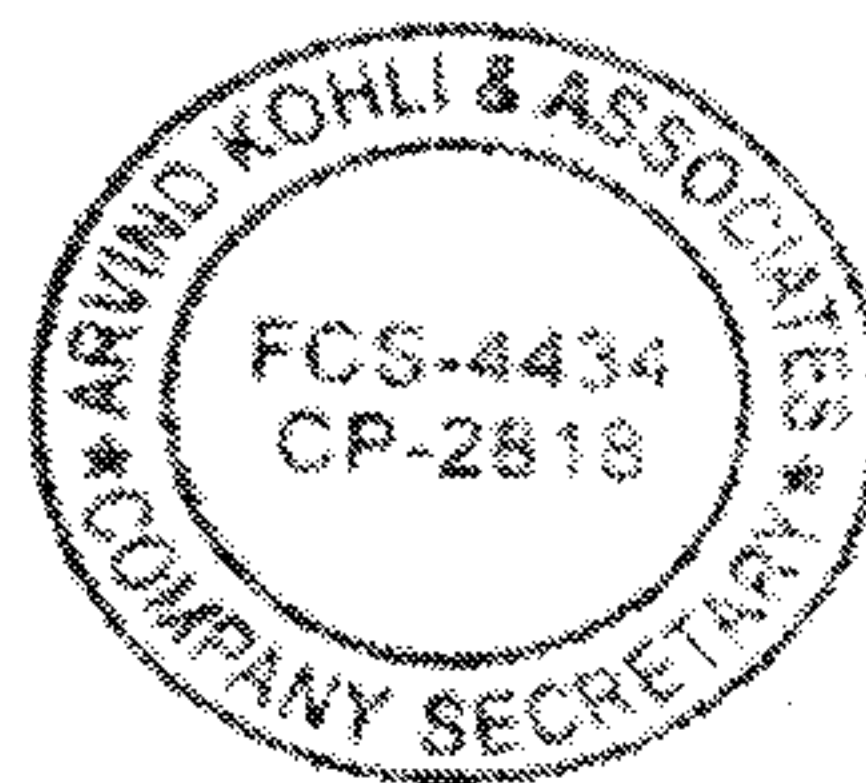
We have examined share transfer deeds, Memorandum of Transfers, registers, files and other documents relating to **NUCLEUS SOFTWARE EXPORTS LIMITED** maintained by **Karvy Computershare Private limited**, Registrar and Share Transfer Agents pertaining to transfer of equity shares of the company for the period from **1st October, 2016 to 31st March, 2017** for the purpose of issuing a certificate as per **Regulation 40(9) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015** entered into by, **NUCLEUS SOFTWARE EXPORTS LIMITED** with National Stock Exchange of India Limited and BSE Limited and based on information provided by the company, we hereby certify that:

A) 1.a. the company has delivered during **half year ended on 31st March, 2017** share certificates relating to the transfer of shares received during the period from **1st October, 2016 to 31st March, 2017**, within thirty days, as entered in the Memorandum of Transfers from the respective date of lodgment of each deed excepting those rejected on technical grounds;

1.b. the Company has delivered during **half year ended on 31st March, 2017** share certificates in respect of request relating to sub-division (split), renewal and consolidation received during the period from **1st October, 2016 to 31st March, 2017** within thirty days from the respective date of lodgment excepting those rejected on technical grounds. As per the records made available to us there were no request relating to exchange or endorsement of calls / allotment monies received during the said period.

B) Any other information, if applicable.

**Arvind Kohli & Associates
Company Secretaries**



Place : Gurgaon
Date : April 20, 2017

A handwritten signature in black ink, appearing to read "Arvind Kohli", written over a horizontal line.

**Arvind Kohli
(Proprietor)
CP. No. 2818**