

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-Mar-2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non- Executive/Independent/ Nominee)	Sub Category	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 Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company	Remarks
Mr.	Siddhartha Mahavir Acharya	00545141	AEDPA2606K	ID,C & NED		08-Jul-2016		33	1	1	0	AC	
Mr.	Vishnu R Dusad	00008412	AADPD0244N	ED	MD	01-Jan-2017			1	1	0	AC	
Mr.	Ravi Pratap Singh	00008350	AAKPS2065B	ED	CEO	16-Jan-2015			1	0	0	AC	
Mr.	Prithvi Haldea	00001220	AAAPH9219E	ID		16-Jan-2015		51	2	2	1	AC	
Mr.	Narayanan Subramanian	00166621	AAVPS5624B	ID		08-Jul-2014		57	3	3	1	AC	
Mr.	Trilochan Sastry	02762510	AAMPS1552K	ID		16-Jan-2015		51	1	2	0	AC	
Mrs.	Elaine Mathias	06976868	AAPPM522OP	ID		16-Jan-2015		51	1	1	0	AC	
Ms.	Ritika Dusad	07022867	ASGPD6084K	NED		15-Jun-2017			1	0	0	AC	

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. **Composition of Committees**

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Siddhartha Mahavir Acharya	ID,C & NED	Member	08-Jul-2016	
2	Prithvi Haldea	ID	Member	16-Jan-2015	
3	Elaine Mathias	ID	Member	16-Jan-2015	
4	Trilochan Sastry	ID	Member	16-Jan-2015	
5	Narayanan Subramaniam	ID	Chairperson	08-Jul-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Vishnu R Dusad	ED	Member	01-Jan-2017	
2	Trilochan Sastry	ID	Member	16-Jan-2015	
3	Prithvi Haldea	ID	Chairperson	16-Jan-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Prithvi Haldea	ID	Chairperson	16-Jan-2015	
2	Elaine Mathias	ID	Member	16-Jan-2015	
3	Trilochan Sastry	ID	Member	16-Jan-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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
26-Oct-2018	28-Jan-2019
13-Dec-2018	01-Mar-2019
	14-Mar-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	45

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	25-Oct-2018	27-Jan-2019	5	Yes
Audit Committee	26-Oct-2018	28-Jan-2019	4	Yes
Audit Committee		01-Mar-2019	3	Yes
Stakeholders Relationship Committee		14-Mar-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	92

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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 Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.nucleussoftware.com
Terms and conditions of appointment of independent	Yes		www.nucleussoftware.com
Composition of various committees of board of directors	Yes		www.nucleussoftware.com
Code of conduct of board of directors and senior	Yes		www.nucleussoftware.com
Details of establishment of vigil mechanism/ Whistle Blower	Yes		www.nucleussoftware.com
Criteria of making payments to non-executive directors	Yes		www.nucleussoftware.com
Policy on dealing with related party transactions	Yes		www.nucleussoftware.com
Policy for determining 'material' subsidiaries	Yes		www.nucleussoftware.com
Details of familiarization programs imparted to independent	Yes		www.nucleussoftware.com
Contact information of the designated officials of the listed entity who are responsible for assisting	Yes		www.nucleussoftware.com
email address for grievance redressal and other relevant	Yes		www.nucleussoftware.com
Financial results	Yes		www.nucleussoftware.com
Shareholding pattern	Yes		www.nucleussoftware.com
Details of agreements entered into with the media companies and/or their associates	Yes		www.nucleussoftware.com
New name and the old name of the listed entity	Not Applicable		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	

<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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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. - **Yes**

Other Information	
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Name : **Poonam Bhasin**
Designation : **Company Secretary & Compliance Officer**