

**General information about company**

Scrip code	531209
NSE Symbol	NUCLEUS
MSEI Symbol	NA
ISIN	INE096B01018
Name of the entity	Nucleus Software Exports Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	31-12-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																									
Whether the listed entity has a Regular Chairperson		Disqualification of Directors under section 164 of the Companies Act, 2013																							
Whether Chairperson is related to MD or CEO																									
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Siddhartha Mahavir Acharya	AEDPA2606K	00545141	Non-Executive - Independent Director	Chairperson	Shareholder Director	19-05-1949	No				Active	NA		19-03-2016	19-03-2021		21	1	1	1	0		
2	Mr	Vishnu R Dasad	AADPD0244N	00008412	Executive Director	Not Applicable	MD	03-04-1957	No				Active	NA		09-01-1989	01-01-2022			1	0	1	0		
3	Mr	Ravi Pratap Singh	AAKPS2065B	00008350	Executive Director	Not Applicable		17-11-1962	No				Active	NA		26-07-2014	26-07-2019			1	0	1	0		
4	Mr	Prithvi Haldea	AAAPH9219E	00001220	Non-Executive - Independent Director	Not Applicable	Shareholder Director	07-08-1950	No				Active	NA		22-06-2001	26-07-2019		41	1	1	2	1		

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

**Whether the listed entity has a Regular Chairperson**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Trilochan Sastry	AAMPS1552K	02762510	Non-Executive - Independent Director	Not Applicable	Shareholder Director	19-03-1960	No				Active	NA		27-04-2013	26-07-2019		41	1	1	0	0		
6	Mrs	Elaine Mathias	AAPPM5220P	06976868	Non-Executive - Independent Director	Not Applicable	Shareholder Director	15-05-1954	No				Active	NA		20-09-2014	20-09-2019		39	1	1	1	1		
7	Ms	Ritika Dasd	ASGPD6084K	07022867	Executive Director	Not Applicable		20-07-1990	No				Active	NA		20-07-2016	07-08-2020			1	0	0	0		
8	Mr	Parag Bhisre	AAAPB1349K	08719754	Executive Director	Not Applicable	CEO	06-10-1955	No				Active	NA		16-03-2020	31-07-2020			1	0	0	0		

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

**Whether the listed entity has a Regular Chairperson**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 29(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mrs	Yasmin Javeri Krishan	AAEPJ8745P	08801422	Non-Executive - Independent Director	Not Applicable	Shareholder Director	19-06-1960	No				Active	NA		30-07-2020	30-07-2020		29	1	1	1	0		
10	Mr	Amurag Matri	ZZZZZ9999Z	09002894	Executive Director	Not Applicable		31-10-1960	No				Active	NA		19-12-2020	19-12-2020			1	0	0	0	Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	He is Foreign Resident

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06976868	Elaine Mathias	Non-Executive - Independent Director	Chairperson	20-09-2019		
2	00001220	Prithvi Haldea	Non-Executive - Independent Director	Member	26-07-2019		
3	00545141	Siddhartha Mahavir Acharya	Non-Executive - Independent Director	Member	07-08-2020		
4	08801422	Yasmin Javeri Krishan	Non-Executive - Independent Director	Member	07-08-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02762510	Trilochan Sastry	Non-Executive - Independent Director	Chairperson	26-07-2019		
2	06976868	Elaine Mathias	Non-Executive - Independent Director	Member	20-09-2019		
3	00545141	Siddhartha Mahavir Acharya	Non-Executive - Independent Director	Member	07-08-2020		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00001220	Prihvi Haldea	Non-Executive - Independent Director	Chairperson	26-07-2019		
2	00008412	Vishnu R Dasad	Executive Director	Member	01-01-2017		
3	00008350	Ravi Pratap Singh	Executive Director	Member	07-08-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00545141	Siddhartha Mahavir Acharya	Non-Executive - Independent Director	Chairperson	12-08-2021		
2	00008412	Vishnu R Dusad	Executive Director	Member	12-08-2021		
3	00008350	Ravi Pratap Singh	Executive Director	Member	12-08-2021		
4	00001220	Prithvi Haldea	Non-Executive - Independent Director	Member	12-08-2021		
5	02762510	Trilochan Sastry	Non-Executive - Independent Director	Member	12-08-2021		
6	06976868	Elaine Mathias	Non-Executive - Independent Director	Member	12-08-2021		
7	07022867	Ritika Dusad	Executive Director	Member	12-08-2021		
8	08719754	Parag Bhise	Executive Director	Member	12-08-2021		
9	08801422	Yasmin Javeri Krishan	Non-Executive - Independent Director	Member	12-08-2021		
10	09002894	Anurag Matri	Executive Director	Member	12-08-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr.	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-08-2022				Yes	10	10	5
2		07-11-2022	87		Yes	10	10	5
3		09-12-2022	31		Yes	10	10	5

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Risk Management Committee	09-12-2022				Yes	10	10	5	0
2	Audit Committee	10-08-2022				Yes	4	4	4	0
3	Audit Committee	11-08-2022				Yes	4	4	4	0
4	Audit Committee	06-11-2022	86			Yes	4	4	4	0
5	Audit Committee	07-11-2022	0			Yes	4	4	4	0

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

**Annexure 1**

<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Poonam Bhasin
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	Poonam Bhasin
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	19-01-2023

