

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - %companyName%  
 2. Quarter ending - %quarterEnded%

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Siddhartha Mahavir Acharya	00545141	AEDPA2606K	ID,C & NED		08-Jul-2016	08-Jul-2016		45	19-May-1949	NA		1	1	1	0	AC	
Mr.	Vishnu R Dusaad	00008412	AAADPD0244N	ED	MD	09-Jan-1989	01-Jan-2017			03-Apr-1957	NA		1	0	1	0	SC	
Mr.	Ravi Pratap Singh	00008350	AAKPS2065B	ED	CEO	26-Jul-2014	26-Jul-2019			17-Nov-1962	NA		1	0	0	0		
Mr.	Prithvi Haldea	00001220	AAAPH9219E	ID		22-Jun-2001	26-Jul-2019		8	07-Aug-1950	NA		2	2	3	1	AC,SC,NRC	

Mr.	Trilochan Sastry	02762510	AAMPS1552K	ID		27-Mar-2013	26-Jul-2019		8	19-Mar-1960	NA		1	1	2	0	AC,SC,NRC	
Mrs.	Elaine Mathias	06976868	AAPPM5220P	ID		20-Sep-2014	20-Sep-2019		6	15-May-1954	NA		1	1	1	1	AC,NRC	
Ms.	Ritika Dusa d	07022867	ASGPD6084K	NED		20-Jul-2016	15-Jun-2017			20-Jul-1990	NA		1	0	0	0		

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Trilochan Sastry	ID	Member	26-Jul-2019	
2	Elaine Mathias	ID	Chairperson	20-Sep-2019	
3	Prithvi Haldea	ID	Member	26-Jul-2019	
4	Siddhartha Mahavir Acharya	ID,C & NED	Member	08-Jul-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Prithvi Haldea	ID	Chairperson	26-Jul-2019	
2	Trilochan Sastry	ID	Member	26-Jul-2019	
3	Vishnu R Dusad	ED	Member	01-Jan-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
---------	----------------------	----------	------------------------	------------------	----------------

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Trilochan Sastry	ID	Member	26-Jul-2019	
2	Elaine Mathias	ID	Member	20-Sep-2019	
3	Prithvi Haldea	ID	Chairperson	26-Jul-2019	

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
11-Oct-2019	29-Jan-2020	Yes	6	4
23-Oct-2019	16-Mar-2020	Yes	6	4
	28-Mar-2020	Yes	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	97

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
-----------------------	--	---	--	-----------------------------	---

	<b>quarter</b>				
Audit Committee	22-Oct-2019	28-Jan-2020	Yes	4	4
Audit Committee	23-Oct-2019	29-Jan-2020	Yes	4	4
Nomination & Remuneration Committee	22-Oct-2019	28-Jan-2020	Yes	3	3
Stakeholders Relationship Committee		16-Mar-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	96

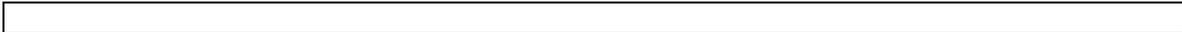
**v. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
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	
--	--

**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**

**ANNEXURE II**

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

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.nucelussoftware.c
Terms and conditions of appointment of	Yes		www.nucelussoftware.c
Composition of various committees of	Yes		www.nucelussoftware.c
Code of conduct of board of directors and	Yes		www.nucelussoftware.c
Details of establishment of vigil mechanism/	Yes		www.nucelussoftware.c
Criteria of making payments to non-	Yes		www.nucelussoftware.c
Policy on dealing with related party	Yes		www.nucelussoftware.c
Policy for determining 'material' subsidiaries	Yes		www.nucelussoftware.c
Details of familiarization programs imparted	Yes		www.nucelussoftware.c
Email address for grievance redressal and other relevant details entity who are	Yes		www.nucelussoftware.c om
Contact information of the designated	Yes		www.nucelussoftware.c
Financial results	Yes		www.nucelussoftware.c
Shareholding pattern	Yes		www.nucelussoftware.c
Details of agreements entered into with the media companies and/or their associates	Yes		www.nucelussoftware.c om
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.nucelussoftware.c om
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.nucelussoftware.c
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Yes		www.nucelussoftware.c
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.nucelussoftware.c om
Materiality Policy as per Regulation 30	Yes		www.nucelussoftware.c
Dividend Distribution policy as per	Yes		www.nucelussoftware.c
It is certified that these contents on the	Yes		www.nucelussoftware.c
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<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), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	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 &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of</i>	24(2),(3),(4),(5) & (6)	Yes	

<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(10)	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	

<b>Other Information</b>	
--------------------------	--

### 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**

<b>Other Information</b>	
--------------------------	--

**Name** : **Poonam Bhasin**  
**Designation** : **Company Secretary**