

## ANNEXURE I

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

1. Name of Listed Entity      - **Nucleus Software Exports Limited**
2. Quarter ending                - **30-Sep-2019**

#### **i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Sub Catego ry	Initial Date of Appointm ent	Date of Appointm ent	Tenure	Date of Birth	No. of Directors hip in listed entities including this listed entity	No of Independe nt Directorshi p in listed entities including this listed entity	No of membershi ps in Audit/ Stakehold er Committee (s) including this listed entity	No of post of Chairper son in Audit/ Stakehol der Committ ee held in listed entities including this listed entity	Member ship in Committ ees of the Compan y	Remark s
Mr.	Siddhartha Mahavir Acharya	00545141	AEDPA2606K	ID,C & NED		08-Jul-2016	08-Jul-2016	39	19-May-1949	1	1	1	0	AC	
Mr.	Vishnu R Dusad	00008412	AADPD0244N	ED	MD	09-Jan-1989	01-Jan-2017		03-Apr-1957	1	0	1	0	SC	
Mr.	Ravi Pratap Singh	00008350	AAKPS2065B	ED	CEO	26-Jul-2014	26-Jul-2019	2	17-Nov-1962	1	0	0	0		
Mr.	Prithvi Haldea	00001220	AAAPH9219E	ID		22-Jun-2001	26-Jul-2019	2	07-Aug-1950	2	2	2	1	AC,SC,NRC	
Mr.	Trilochan Sastry	02762510	AAMPS1552K	ID		27-Mar-2013	26-Jul-2019	2	19-Mar-1960	1	1	2	0	AC,SC,NRC	
Mrs.	Elaine Mathias	06976868	AAPPM5220P	ID		20-Sep-2014	20-Sep-2019	1	15-May-1954	1	1	1	0	AC,NRC	
Ms.	Ritika Dusad	07022867	ASGPD6084K	NED		20-Jul-2016	15-Jun-2017		20-Jul-1990	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**

<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>
----------------	-----------------------------	-----------------	-------------------------------	-------------------------	-----------------------

Company Remarks	
Whether Permanent chairperson appointed	

**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	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**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
23-Apr-2019	23-Jul-2019	Yes	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

**iv. Meeting of Committees**

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

Audit Committee	22-Apr-2019		Yes	4	4
Audit Committee	23-Apr-2019		Yes	4	4
Audit Committee		22-Jul-2019	Yes	4	4
Audit Committee		23-Jul-2019	Yes	4	4

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

**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	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	
---	--

**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 III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	

Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
--	--------------------------------------	-----	--

Note:

--

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