

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	Yearly
Date of Report	31-03-2023
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		Yes																							
Whether Chairperson is related to MD or CEO		No																							
		Disqualification of Directors under section 164 of the Companies Act, 2013																							
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		84.12	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		26-07-2014	26-07-2019		104.05	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		26-07-2014	26-07-2019		104.05	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		102.11	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		32.01	1	1	1	0		
10	Mr	Amrags Mantri	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)	

Text Block

Textual Information(1)

Mr. Anurag Mantri as he is a Foreign Director

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 Mantri	Executive Director	Member	12-08-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	08801422	Yasmin Javeri Krishan	Non-Executive - Independent Director	Chairperson	07-08-2020		
2	08719754	Parag Bhise	Executive Director	Member	07-08-2020		
3	07022867	Ritika Dusad	Executive Director	Member	07-08-2020		
4	02762510	Trilochan Sastry	Non-Executive - Independent Director	Member	26-07-2019		

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	07-11-2022				Yes	10	10	5
2	09-12-2022				Yes	10	10	5
3		31-01-2023	52		Yes	10	10	5
4		14-02-2023	13		Yes	10	10	5
5		02-03-2023	15		Yes	10	10	5
6		30-03-2023	27		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	Audit Committee	06-11-2022				Yes	4	4	4	0
2	Audit Committee	07-11-2022				Yes	4	4	4	0
3	Audit Committee	13-02-2023	97			Yes	4	4	4	0
4	Audit Committee	14-02-2023	0			Yes	4	4	4	0
5	Audit Committee	30-03-2023	43			Yes	4	4	4	0
6	Risk Management Committee	09-12-2022				Yes	10	10	5	0

Annexure 1

IV. Meeting of Committees

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)
7	Risk Management Committee	30-03-2023	110			Yes	10	10	5	0
8	Stakeholders Relationship Committee	14-02-2023				Yes	3	3	1	0
9	Nomination and remuneration committee	17-03-2023				Yes	3	3	3	0
10	Other Committee	30-03-2023		Independent Director		Yes	5	5	5	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

VI. Affirmations		
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

Annexure II

Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.primeinfobase.in/2_Nucleus/comprofile.aspx?value=37Vnp0VzqhzM600MSHCcMw==
2	Terms and conditions of appointment of independent directors	Yes		https://www.primeinfobase.in/2_Nucleus/boardofdir.aspx?value=37Vnp0VzqhzM600MSHCcMw==
3	Composition of various committees of board of directors	Yes		https://www.primeinfobase.in/2_Nucleus/boardofdir.aspx?value=37Vnp0VzqhzM600MSHCcMw==
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.primeinfobase.in/2_Nucleus/files/CODE-OF-CONDUCT-FOR-DIRECTORS-SENIOR-MGT.zip
5	Details of establishment of vigil mechanisms/ Whistle Blower policy	Yes		https://www.primeinfobase.in/2_Nucleus/files/Whistle_Blower_Policy.zip
6	Criteria of making payments to non-executive directors	Yes		https://www.primeinfobase.in/2_Nucleus/files/Nucleus_Remuneration_Policy_for_Board_Members.zip
7	Policy on dealing with related party transactions	Yes		https://www.primeinfobase.in/2_Nucleus/files/Policy_on_Related_Party_Transactions.zip
8	Policy for determining "material" subsidiaries	Yes		https://www.primeinfobase.in/2_Nucleus/files/Nucleus_Policy_on_material_subsidaries_April_2019.zip
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.primeinfobase.in/2_Nucleus/files/NucleusSoftware_Familiarisation_programme_for_directors.zip

Annexure II

Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.primeinfobase.in/z_Nucleus/companycontactdetails.aspx?value=37Vnp0VzqhzM600MSHCcMw==
11	email address for grievance redressal and other relevant details	Yes		https://www.primeinfobase.in/z_Nucleus/companycontactdetails.aspx?value=37Vnp0VzqhzM600MSHCcMw==
12	Financial results	Yes		https://www.primeinfobase.in/pages_new/NucleusFinResultSummary.aspx?value=37Vnp0VzqhzM600MSHCcMw==
13	Shareholding pattern	Yes		https://www.primeinfobase.in/pages_new/SHP_QuarterShareholding.aspx?value=37Vnp0VzqhzM600MSHCcMw==
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.primeinfobase.in/pages_new/NucleusFinResultSummary.aspx?value=37Vnp0VzqhzM600MSHCcMw==
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.primeinfobase.in/pages_new/BoardMeetingAgenda.aspx?value=37Vnp0VzqhzM600MSHCcMw==
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.primeinfobase.in/z_Nucleus/subsidiaryfin.aspx?value=37Vnp0VzqhzM600MSHCcMw==
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://listing.bseindia.com/Reg46_URL.aspx
21	Materiality Policy as per Regulation 30	Yes		https://www.primeinfobase.in/z_Nucleus/files/Policy_for_determination_of_Materiality.zip
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.primeinfobase.in/z_Nucleus/files/Nucleus_Dividend_Policy.zip
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.nucleussoftware.com/Investors

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Poonam Bhasin
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Poonam Bhasin
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block

Textual Information(1)	No Loans has been provided to Directors and Promoter and Promoter group by the Company
------------------------	--

Signatory Details	
Name of signatory	Poonam Bhasin
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	04-04-2023

