

**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-2018**

<b>i. Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	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 Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Ms.	Ritika Dusad	07022867	ASGPD6084K	NED	15-Jun-2017			1	0	0
Mrs.	Elaine Mathias	06976868	AAPPM5220P	ID	16-Jan-2015		45	1	1	0
Mr.	Trilochan Sastry	02762510	AAMPS1552K	ID	16-Jan-2015		45	1	2	0
Mr.	Narayanan Subramaniam	00166621	AAVPS5624B	ID	08-Jul-2014		51	3	0	1
Mr.	Prithvi Haldea	00001220	AAAPH9219E	ID	16-Jan-2015		45	2	1	1
Mr.	Ravi Pratap Singh	00008350	AAKPS2065B	ED	16-Jan-2015			1	0	0
Mr.	Vishnu R Dusad	00008412	AADPD0244N	ED	01-Jan-2017			1	1	0

Mr.	Siddhartha Mahavir Acharya	0054514 1	AEDPA2606 K	ID,C & NED	08-Jul-2016		27	1	1	0
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## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Siddhartha Mahavir Acharya	ID,C & NED	Member
2	Prithvi Haldea	ID	Member
3	Elaine Mathias	ID	Member
4	Trilochan Sastry	ID	Member
5	Narayanan Subramaniam	ID	Chairperson

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Vishnu R Dusad	ED	Member
2	Trilochan Sastry	ID	Member
3	Prithvi Haldea	ID	Chairperson

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Trilochan Sastry	ID	Member
2	Elaine Mathias	ID	Member
3	Prithvi Haldea	ID	Chairperson

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
03-May-2018	02-Jul-2018	59
	17-Jul-2018	

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
				73
Audit Committee	16-Jul-2018	5	02-May-2018	
Audit Committee	17-Jul-2018	5	03-May-2018	
Stakeholders Relationship Committee	02-Jul-2018	3		

<b>V. Related Party Transactions</b>	
<b><i>Subject</i></b>	<b><i>Compliance status (Yes/No/NA)</i></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

#### **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:

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

**ANNEXURE III**

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

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