

| General information about company | |
|--|----------------------------------|
| Scrip code | 531209 |
| NSE Symbol | NUCLEUS |
| MSEI Symbol | NOTLISTED |
| ISIN | INE096B01018 |
| Name of the entity | NUCLEUS SOFTWARE EXPORTS LIMITED |
| Date of start of financial year | 01-04-2024 |
| Date of end of financial year | 31-03-2025 |
| Reporting Quarter | Quarterly |
| Date of Report | 30-06-2024 |
| 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 | |
| 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 |
| 1 | Mr | VISHNU RAMPRATAP DUSAD | AADPD0244N | 00008412 | Executive Director | Not Applicable | MD | 03-04-1957 |
| 2 | Ms | RITIKA DUSAD | ASGPD6084K | 07022867 | Executive Director | Not Applicable | | 20-07-1990 |
| 3 | Mr | RAVI PRATAP SINGH | AAKPS2065B | 00008350 | Executive Director | Not Applicable | | 17-11-1962 |
| 4 | Mr | PARAG BHISE | AAAPB1349K | 08719754 | Executive Director | Not Applicable | CEO | 06-10-1965 |
| 5 | Mr | ANURAG MANTRI | ADHPM7822Q | 09002894 | Executive Director | Not Applicable | | 31-10-1969 |
| 6 | Mr | SIDDHARTHA MAHAVIR ACHARYA | AEDPA2606K | 00545141 | Non-Executive - Independent Director | Chairperson | Shareholder Director | 19-05-1949 |
| 7 | Mr | PRITHVI PAL SINGH HALDEA | AAAPH9219E | 00001220 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 07-08-1950 |
| 8 | Mr | SADHU TRILOCHAN SASTRY | AAMPS1552K | 02762510 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 19-03-1960 |
| 9 | Mr | SHEKAR VISWANATHAN | ABTPV2517P | 01202587 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 16-11-1956 |

| | | | | | | | | |
|----|-----|----------------------------|------------|----------|---|-------------------|-------------------------|----------------|
| 10 | Mr | PRAKASH CHANDRA KANDPAL | AGEPK3874A | 06452437 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 23-12- 1963 |
| 11 | Mrs | ELAINE MATHIAS | AAPPM5220P | 06976868 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 15-05- 1954 |
| 12 | Mrs | YASMIN JAVERI KRISHAN | AAEPJ8745P | 08801422 | Non-Executive - Independent Director | Not Applicable | Shareholder Director | 19-06- 1960 |

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
|----|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| 1 | No | | | | Active |
| 2 | No | | | | Active |
| 3 | No | | | | Active |
| 4 | No | | | | Active |
| 5 | No | | | | Active |
| 6 | No | | | | Active |
| 7 | No | | | | Active |
| 8 | No | | | | Active |
| 9 | No | | | | Active |
| 10 | No | | | | Active |
| 11 | No | | | | Active |
| 12 | No | | | | Active |

I. Composition of Board of Directors

| Sr | 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 [with reference to proviso to regulation 17A(1) & 17A(2)] | 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) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
|----|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|--|---|--|----------------------|-----------------------------|-----------------------------|
| 1 | NA | | 09-01-1989 | 01-01-2022 | | | 1 | 0 | 1 | 0 | | | |
| 2 | NA | | 20-07-2016 | 07-08-2020 | | | 1 | 0 | 0 | 0 | | | |
| 3 | NA | | 26-07-2014 | 26-07-2019 | | | 1 | 0 | 1 | 0 | | | |
| 4 | NA | | 16-03-2020 | 16-03-2020 | | | 1 | 0 | 0 | 0 | | | |
| 5 | NA | | 19-12-2020 | 19-12-2020 | | | 1 | 0 | 0 | 0 | | | |
| 6 | Yes | 26-01-2024 | 19-03-2016 | 19-03-2021 | | 39.12 | 1 | 1 | 1 | 0 | | | |
| 7 | NA | | 26-07-2014 | 26-07-2019 | | 59.05 | 1 | 1 | 2 | 0 | | | |
| 8 | NA | | 26-07-2014 | 26-07-2019 | | 59.05 | 1 | 1 | 1 | 0 | | | |
| 9 | NA | | 12-02-2024 | 12-02-2024 | | 4.17 | 3 | 2 | 3 | 0 | | | |

| | | | | | | | | | | | | | |
|----|----|--|------------|------------|--|-------|---|---|---|---|--|--|--|
| 10 | NA | | 12-02-2024 | 12-02-2024 | | 4.17 | 1 | 1 | 2 | 1 | | | |
| 11 | NA | | 20-09-2014 | 20-09-2019 | | 57.1 | 1 | 1 | 1 | 0 | | | |
| 12 | NA | | 30-07-2020 | 30-07-2020 | | 44.01 | 1 | 1 | 1 | 1 | | | |

| | |
|--|------------------------|
| Annexure 1 | |
| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | Textual Information(1) |

Annexure 1 Text Block

Textual Information(1)

We would like to inform you that due to constraint under the composition of committee details for number of members, where the number of members cannot fill more than 10 and in our case we have 12 members including the chairperson as well under the Risk Management Committee. Therefore, we are hereby mentioned the details of remaining member for your ready reference:

1. Mr. Prakash Chandra Kandpal-Non-Executive Independent Director

2. Mr. Shekar Viswanathan-Non-Executive Independent Director

Both the above Directors are the Member of the Risk Management Committee w.e.f 01.04.2024

| 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 | 08801422 | YASMIN JAVERI KRISHAN | Non-Executive - Independent Director | Chairperson | 07-08-2020 | | |
| 2 | 06976868 | ELAINE MATHIAS | Non-Executive - Independent Director | Member | 20-09-2019 | | |
| 3 | 06452437 | PRAKASH CHANDRA KANDPAL | Non-Executive - Independent Director | Member | 01-04-2024 | | |
| 4 | 01202587 | SHEKAR VISWANATHAN | Non-Executive - Independent Director | Member | 01-04-2024 | | |
| 5 | 00001220 | PRITHVI PAL SINGH HALDEA | Non-Executive - Independent Director | Member | 26-07-2019 | | |
| 6 | 00545141 | SIDDHARTHA MAHAVIR ACHARYA | 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 | 06452437 | PRAKASH CHANDRA KANDPAL | Non-Executive - Independent Director | Chairperson | 01-04-2024 | | |
| 2 | 02762510 | SADHU TRILOCHAN SASTRY | Non-Executive - Independent Director | Member | 26-07-2019 | | |
| 3 | 06976868 | ELAINE MATHIAS | Non-Executive - Independent Director | Member | 20-09-2019 | | |
| 4 | 00545141 | SIDDHARTHA MAHAVIR ACHARYA | Non-Executive - Independent Director | Member | 07-08-2020 | | |
| 5 | 08801422 | YASMIN JAVERI KRISHAN | Non-Executive - Independent Director | Member | 01-04-2024 | | |

| 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 | 06452437 | PRAKASH CHANDRA KANDPAL | Non-Executive - Independent Director | Chairperson | 01-04-2024 | | |
| 2 | 00001220 | PRITHVI PAL SINGH HALDEA | Non-Executive - Independent Director | Member | 26-07-2019 | | |
| 3 | 00008412 | VISHNU RAMPRATAP DUSAD | Executive Director | Member | 01-01-2017 | | |
| 4 | 00008350 | RAVI PRATAP SINGH | Executive Director | Member | 07-08-2020 | | |
| 5 | 01202587 | SHEKAR VISWANATHAN | Non-Executive - Independent Director | Member | 01-04-2024 | | |

| 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 RAMPRATAP DUSAD | Executive Director | Member | 12-08-2021 | | |
| 3 | 00008350 | RAVI PRATAP SINGH | Executive Director | Member | 12-08-2021 | | |
| 4 | 07022867 | RITIKA DUSAD | Executive Director | Member | 12-08-2021 | | |
| 5 | 08719754 | PARAG BHISE | Executive Director | Member | 12-08-2021 | | |
| 6 | 09002894 | ANURAG MANTRI | Executive Director | Member | 12-08-2021 | | |
| 7 | 00001220 | PRITHVI PAL SINGH HALDEA | Non-Executive - Independent Director | Member | 12-08-2021 | | |
| 8 | 02762510 | SADHU TRILOCHAN SASTRY | Non-Executive - Independent Director | Member | 12-08-2021 | | |
| 9 | 06976868 | ELAINE MATHIAS | Non-Executive - Independent Director | Member | 12-08-2021 | | |
| 10 | 08801422 | YASMIN JAVERI KRISHAN | Non-Executive - Independent 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 | 01202587 | SHEKAR VISWANATHAN | Non-Executive - Independent Director | Chairperson | 01-04-2024 | | |
| 2 | 08801422 | YASMIN JAVERI KRISHAN | Non-Executive - Independent Director | Member | 07-08-2020 | | |
| 3 | 08719754 | PARAG BHISE | Executive Director | Member | 07-08-2020 | | |
| 4 | 07022867 | RITIKA DUSAD | Executive Director | Member | 07-08-2020 | | |
| 5 | 02762510 | SADHU TRILOCHAN SASTRY | Non-Executive - Independent Director | Member | 26-07-2019 | | |
| 6 | 00545141 | SIDDHARTHA MAHAVIR ACHARYA | Non-Executive - Independent Director | Member | 08-07-2016 | | |

| 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 | 12-02-2024 | | | | Yes | 12 | 12 | 7 |
| 2 | 27-03-2024 | | 43 | | Yes | 12 | 11 | 7 |
| 3 | 30-03-2024 | | 2 | | Yes | 12 | 12 | 7 |
| 4 | | 08-05-2024 | 38 | | Yes | 12 | 11 | 7 |
| 5 | | 23-05-2024 | 14 | | Yes | 12 | 11 | 7 |

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 | 11-02-2024 | | | | Yes | 4 | 4 | 4 | 0 |
| 2 | Audit Committee | 12-02-2024 | 0 | | | Yes | 4 | 4 | 4 | 0 |
| 3 | Audit Committee | 08-05-2024 | 85 | | | Yes | 6 | 6 | 6 | 0 |
| 4 | Audit Committee | 22-05-2024 | 13 | | | Yes | 6 | 6 | 6 | 0 |
| 5 | Audit Committee | 23-05-2024 | 0 | | | Yes | 6 | 6 | 6 | 0 |
| 6 | Nomination and remuneration committee | 30-03-2024 | | | | Yes | 3 | 3 | 3 | 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 | Nomination and remuneration committee | 23-05-2024 | 53 | | | Yes | 5 | 5 | 5 | 0 |
| 8 | Corporate Social Responsibility Committee | 28-03-2024 | | | | Yes | 5 | 5 | 5 | 0 |
| 9 | Risk Management Committee | 23-03-2024 | | | | Yes | 10 | 10 | 5 | 0 |
| 10 | Stakeholders Relationship Committee | 27-03-2024 | | | | Yes | 3 | 3 | 3 | 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 | Yes | |

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 |

| Details of Cyber security incidence | | |
|--|-------------------|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | No |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | | |
| Sr. | Date of the event | Brief details of the event |

| Signatory Details | |
|-----------------------|--|
| Name of signatory | Poonam Bhasin |
| Designation of person | Company Secretary and Compliance Officer |
| Place | NOIDA |
| Date | 17-07-2024 |

