

| 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                                | 01-04-2020                       |
| Date of end of financial year                                  | 31-03-2021                       |
| Reporting Quarter                                              | Yearly                           |
| Date of Report                                                 | 31-03-2021                       |
| Risk management committee                                      | Not 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 |                    |                            |            |          |                                      |                         |                         |               |                                                                               |                                    |                             |                        |                   |                                |                                                                                                                  |                                                                                                                                 |                                                                                                                                       |                                                                                                                                                                |                             |                             |
| Wether the listed entity has a Regular Chairperson                   |                    |                            |            |          |                                      |                         |                         |               |                                                                               |                                    |                             |                        |                   | Yes                            |                                                                                                                  |                                                                                                                                 |                                                                                                                                       |                                                                                                                                                                |                             |                             |
| Whether Chairperson is related to MD or CEO                          |                    |                            |            |          |                                      |                         |                         |               |                                                                               |                                    |                             |                        |                   | No                             |                                                                                                                  |                                                                                                                                 |                                                                                                                                       |                                                                                                                                                                |                             |                             |
| Sr                                                                   | Title<br>(Mr / Ms) | Name of the Director       | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of Birth | 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    | NA                                                                            |                                    | 19-03-2016                  | 19-03-2021             |                   | 1                              | 1                                                                                                                | 1                                                                                                                               | 1                                                                                                                                     | 0                                                                                                                                                              |                             |                             |
| 2                                                                    | Mr                 | Vishnu R Dusad             | AADPD0244N | 00008412 | Executive Director                   | Not Applicable          | MD                      | 03-04-1957    | NA                                                                            |                                    | 09-01-1989                  | 01-01-2017             |                   |                                | 1                                                                                                                | 0                                                                                                                               | 1                                                                                                                                     | 0                                                                                                                                                              |                             |                             |
| 3                                                                    | Mr                 | Ravi Pratap Singh          | AAKPS2065B | 00008350 | Executive Director                   | Not Applicable          | CEO                     | 17-11-1962    | 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    | NA                                                                            |                                    | 22-06-2001                  | 26-07-2019             |                   | 20                             | 1                                                                                                                | 1                                                                                                                               | 2                                                                                                                                     | 1                                                                                                                                                              |                             |                             |

| I. Composition of Board of Directors                                 |                    |                      |            |          |                                      |                         |                         |               |                                                                               |                                    |                             |                        |                   |                                |                                                                                                                  |                                                                                                                                 |                                                                                                                                       |                                                                                                                                                                |                             |                             |
|----------------------------------------------------------------------|--------------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|-------------------------------------------------------------------------------|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Disclosure of notes on composition of board of directors explanatory |                    |                      |            |          |                                      |                         |                         |               |                                                                               |                                    |                             |                        |                   |                                |                                                                                                                  |                                                                                                                                 |                                                                                                                                       |                                                                                                                                                                |                             |                             |
| Wether the listed entity has a Regular Chairperson                   |                    |                      |            |          |                                      |                         |                         |               |                                                                               |                                    |                             |                        |                   |                                |                                                                                                                  |                                                                                                                                 |                                                                                                                                       |                                                                                                                                                                |                             |                             |
| Sr                                                                   | Title<br>(Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of Birth | 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    | NA                                                                            |                                    | 27-04-2013                  | 26-07-2019             |                   | 20                             | 1                                                                                                                | 1                                                                                                                               | 0                                                                                                                                     | 0                                                                                                                                                              |                             |                             |
| 6                                                                    | Mrs                | Elaine Mathias       | AAPPM5220P | 06976868 | Non-Executive - Independent Director | Not Applicable          | Shareholder Director    | 15-05-1954    | NA                                                                            |                                    | 20-09-2014                  | 20-09-2019             |                   | 18                             | 1                                                                                                                | 1                                                                                                                               | 1                                                                                                                                     | 1                                                                                                                                                              |                             |                             |
| 7                                                                    | Ms                 | Ritika Dusad         | ASGPD6084K | 07022867 | Executive Director                   | Not Applicable          |                         | 20-07-1990    | NA                                                                            |                                    | 20-07-2016                  | 07-08-2020             |                   |                                | 1                                                                                                                | 0                                                                                                                               | 0                                                                                                                                     | 0                                                                                                                                                              |                             |                             |
| 8                                                                    | Mr                 | Parag Bhise          | AAAPB1349K | 08719754 | Executive Director                   | Not Applicable          |                         | 06-10-1955    | 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 |                    |                       |            |          |                                      |                         |                         |               |                                                                               |                                    |                             |                        |                   |                                |                                                                                                                  |                                                                                                                                 |                                                                                                                                       |                                                                                                                                                                |                             |                             |
| Wether the listed entity has a Regular Chairperson                   |                    |                       |            |          |                                      |                         |                         |               |                                                                               |                                    |                             |                        |                   |                                |                                                                                                                  |                                                                                                                                 |                                                                                                                                       |                                                                                                                                                                |                             |                             |
| Sr                                                                   | Title<br>(Mr / Ms) | Name of the Director  | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of Birth | 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 |
| 9                                                                    | Mrs                | Yasmin Javeri Krishan | AAEPJ8745P | 08801422 | Non-Executive - Independent Director | Not Applicable          | Shareholder Director    | 19-06-1960    | NA                                                                            |                                    | 30-07-2020                  | 30-07-2020             |                   | 8                              | 1                                                                                                                | 1                                                                                                                               | 1                                                                                                                                     | 0                                                                                                                                                              |                             |                             |

|    |    |              |            |          |                    |                |  |            |    |  |            |            |  |  |   |   |   |   |                        |  |
|----|----|--------------|------------|----------|--------------------|----------------|--|------------|----|--|------------|------------|--|--|---|---|---|---|------------------------|--|
| 10 | Mr | Anurag Matri | ZZZZZ9999Z | 09002894 | Executive Director | Not Applicable |  | 31-10-1960 | NA |  | 19-12-2020 | 19-12-2020 |  |  | 1 | 0 | 0 | 0 | Textual Information(1) |  |
|----|----|--------------|------------|----------|--------------------|----------------|--|------------|----|--|------------|------------|--|--|---|---|---|---|------------------------|--|

| Text Block             |   |
|------------------------|---|
| Textual Information(1) | . |

| 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                  | 19-03-2021          |                   |         |
| 4                                                     | 08801422   | Yasmin Javeri Krishan      | Non-Executive - Independent Director | Member                  | 30-07-2020          |                   |         |

| 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                  | 19-03-2021          |                   |         |

| 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   | Prithvi Haldea            | Non-Executive - Independent Director | Chairperson             | 26-07-2019          |                   |         |
| 2                                                                         | 00008412   | Vishnu R Dusad            | Executive Director                   | Member                  | 01-01-2017          |                   |         |
| 3                                                                         | 00008350   | Ravi Pratap Singh         | Executive Director                   | Member                  | 26-07-2019          |                   |         |

| Risk Management Committee                                       |  |  |  |  |  |  |  |
|-----------------------------------------------------------------|--|--|--|--|--|--|--|
| Whether the Risk Management Committee has a Regular Chairperson |  |  |  |  |  |  |  |

| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
|----|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
|----|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|

| 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                                                                               | 02762510   | Trilochan Sastry           | Non-Executive - Independent Director | Member                  | 26-07-2019          |                   |         |
| 2                                                                               | 00545141   | Siddhartha Mahavir Acharya | Non-Executive - Independent Director | Member                  | 19-03-2021          |                   |         |
| 3                                                                               | 07022867   | Ritika Dusad               | Executive Director                   | Member                  | 07-08-2020          |                   |         |
| 4                                                                               | 08719754   | Parag Bhise                | Executive Director                   | Member                  | 31-07-2020          |                   |         |
| 5                                                                               | 08801422   | Yasmin Javeri Krishan      | Non-Executive - Independent Director | Chairperson             | 30-07-2020          |                   |         |

| 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) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1                                                                | 04-12-2020                                          |                                                    |                                                             |                              | Yes                                        | 10                           | 5                                                   |
| 2                                                                | 11-12-2020                                          |                                                    |                                                             |                              | Yes                                        | 10                           | 5                                                   |
| 3                                                                | 18-12-2020                                          |                                                    |                                                             |                              | Yes                                        | 10                           | 5                                                   |
| 4                                                                |                                                     | 28-01-2021                                         | 40                                                          |                              | Yes                                        | 10                           | 5                                                   |
| 5                                                                |                                                     | 30-03-2021                                         | 60                                                          |                              | Yes                                        | 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) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1                                                        | Audit Committee   | 29-10-2020                                                                                      |                                                             |                         |                               | Yes                                        | 4                            | 4                                                   |

|   |                                       |            |    |  |  |     |   |   |
|---|---------------------------------------|------------|----|--|--|-----|---|---|
| 2 | Audit Committee                       | 30-10-2020 | 0  |  |  | Yes | 4 | 4 |
| 3 | Audit Committee                       | 11-12-2020 | 41 |  |  | Yes | 4 | 4 |
| 4 | Audit Committee                       | 27-01-2021 | 46 |  |  | Yes | 4 | 4 |
| 5 | Audit Committee                       | 28-01-2021 | 0  |  |  | Yes | 4 | 4 |
| 6 | Nomination and remuneration committee | 03-12-2020 |    |  |  | Yes | 3 | 3 |

| 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) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 7                         | Nomination and remuneration committee | 11-12-2020                                                                                      | 7                                                           |                         |                               | Yes                                        | 3                            | 3                                                   |
| 8                         | Nomination and remuneration committee | 30-03-2021                                                                                      | 108                                                         |                         |                               | Yes                                        | 3                            | 3                                                   |
| 9                         | Stakeholders Relationship Committee   | 30-03-2021                                                                                      |                                                             |                         |                               | Yes                                        | 3                            | 1                                                   |

| 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 500 listed entities) | NA       |
| 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                           |                                                                | www.nucleussoftware.com |
| 2                                                        | Terms and conditions of appointment of independent directors            | Yes                           |                                                                | www.nucleussoftware.com |
| 3                                                        | Composition of various committees of board of directors                 | Yes                           |                                                                | www.nucleussoftware.com |
| 4                                                        | Code of conduct of board of directors and senior management personnel   | Yes                           |                                                                | www.nucleussoftware.com |
| 5                                                        | Details of establishment of vigil mechanism/ Whistle Blower policy      | Yes                           |                                                                | www.nucleussoftware.com |
| 6                                                        | Criteria of making payments to non-executive directors                  | Yes                           |                                                                | www.nucleussoftware.com |
| 7                                                        | Policy on dealing with related party transactions                       | Yes                           |                                                                | www.nucleussoftware.com |
| 8                                                        | Policy for determining 'material' subsidiaries                          | Yes                           |                                                                | www.nucleussoftware.com |
| 9                                                        | Details of familiarization programmes imparted to independent directors | Yes                           |                                                                | www.nucleussoftware.com |

| 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                           |                                                                | www.nucleussoftware.com |
| 11                                                                                                              | email address for grievance redressal and other relevant details                                                                                                                       | Yes                           |                                                                | www.nucleussoftware.com |
| 12                                                                                                              | Financial results                                                                                                                                                                      | Yes                           |                                                                | www.nucleussoftware.com |
| 13                                                                                                              | Shareholding pattern                                                                                                                                                                   | Yes                           |                                                                | www.nucleussoftware.com |
| 14                                                                                                              | Details of agreements entered into with the media companies and/or their associates                                                                                                    | Yes                           |                                                                | www.nucleussoftware.com |
| 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                           |                                                                | www.nucleussoftware.com |
| 16                                                                                                              | New name and the old name of the listed entity                                                                                                                                         | NA                            |                                                                |                         |
| 17                                                                                                              | Advertisements as per regulation 47 (1)                                                                                                                                                | Yes                           |                                                                | www.nucleussoftware.com |
| 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                           |                                                                | www.nucleussoftware.com |
| 20                                                                                                              | Whether company has provided information under separate section on its website as per Regulation 46(2)                                                                                 | Yes                           |                                                                | www.nucleussoftware.com |
| 21                                                                                                              | Materiality Policy as per Regulation 30                                                                                                                                                | Yes                           |                                                                | www.nucleussoftware.com |
| 22                                                                                                              | Dividend Distribution policy as per Regulation 43A (as applicable)                                                                                                                     | Yes                           |                                                                | www.nucleussoftware.com |
| 23                                                                                                              | It is certified that these contents on the website of the listed entity are correct                                                                                                    | Yes                           |                                                                | www.nucleussoftware.com |

| 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)            | NA                            |                                                                |
| 23 | Meeting of Risk Management Committee                                                | 21(3A)                       | NA                            |                                                                |
| 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)                   | Yes                           |                                                                |
| 27 | Approval for material related party transactions                                    | 23(4)                        | Yes                           |                                                                |
| 28 | Disclosure of related party transactions on consolidated basis                      | 23(9)                        | Yes                           |                                                                |
| 29 | Composition of Board of Directors of unlisted material Subsidiary                   | 24(1)                        | Yes                           |                                                                |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6)      | NA                            |                                                                |

| 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)             | NA                            |                                                                |
| 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 |
|---|-------------|------------------------------------------|

| Signatory Details     |                                          |
|-----------------------|------------------------------------------|
| Name of signatory     | Poonam Bhasin                            |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | Noida                                    |
| Date                  | 09-04-2021                               |