NUCLEUS SOFTWARE

NUCLEUS SOFTWARE EXPORTS LTD.
CIN : L74899DL1989PLC034594
Corporate Office
A-39, Sector-62, Noida,
Uttar Pradesh, 201307. India.
T.: + 91 . 120 . 4031 . 400
F.: +91 . 120 . 4031 . 672
E.: nsl@nucleussoftware.com
W.: www.nucleussoftware.com

November 19, 2025

The Listing Department **National Stock Exchange of India Ltd.** **Exchange Plaza, Bandra-Kurla** **Complex, Bandra (E)** **Mumbai-400051** **SYMBOL : NUCLEUS**	**The Listing Department** **BSE Limited** **Phiroze Jeejeebhoy Towers,** **25th Floor, Dalal Street** **Mumbai-400001** **SCRIP CODE: 531209**

Dear Sirs,

SUB: DISCLOSURE UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015.

This is to update that pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI vide its Adjudication Order No. Order/JS/RJ/2025-26/31683-31684 dated September 23, 2025, have passed an order against Mr. Nitin Kumar Garg , erstwhile employee of the Company.

The action taken by the Company in this regard in compliance with SEBI PIT Regulations is detailed hereinbelow as per **Annexure-A**

Please take on record the intimation as per Annexure-A as prescribed under SEBI Master Circular No. SEBI/HO/ISD/ISD-PoD-2/P/CIR/2023/039 dated March 23, 2023, issued by the Securities and Exchange Board of India (SEBI).

This is for your information and records.

Thanking You

Yours Sincerely
For Nucleus Software Exports Limited

Poonam Bhasin

Digitally signed by Poonam Bhasin
Date: 2025.11.19 15:22:11 +05'30'

(Poonam Bhasin)
Company Secretary

Encl.: As Above

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Annexure-A

Report by Nucleus Software Exports Limited for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	Nucleus Software Exports Limited
2	*Please tick appropriate checkbox* Reporting in capacity of : ☑ Listed Company ☐ Intermeidary ☐ Fiduciary	Listed Company
3	**A. Details of Designated Person (DP)**	
	i. Name of the DP	Nitin Kumar Garg (Connected Person)
	ii. PAN of the DP	AIXPG1991K
	iii. Designation of DP	Project Manager
	iv. Functional Role of DP	Global Customer Success Team
	v. Whether DP is promoter or belongs to Promoter Group	No
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	Anupam Gupta
	ii. PAN of the immediate relative of DP	AHQPG5608R
	C. Details of transaction(s)	
	i. Name of the Scrip	NSE: NUCLEUS BSE: 531209
	ii. No of shares traded and value (₹) (Date-wise)	**Purchased**

Purchased

Date	Buy Quantity	Buy Rate	Buy Value
13.04.2023	300	617.17	1,85,000
17.04.2023	720	594.35	4,28,000
25.05.2023	2,000	677.67	13,55,000
Total	**3,020**		**19,68,000**

Sold

Date	Buy Quantity	Buy Rate	Buy Value
26.05.2023	1,020	809.30	8,25,000
29.05.2023	980	971.15	9,52,000
30.05.2023	1,020	1,068.25	10,90,000
Total	**3,020**		**28,67,000**

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	D. In case value of trade(s) is more than ₹10 lacs in a calendar quarter	
	i. Date of Intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under Regulation 7 of SEBI (PIT) Regulations, 2015	NA
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	NA
4	Details of violations observed under Code of Conduct	• Nitin Kumar Garg violated Regulation 3(1) of the PIT Regulations read with section 12A(e) of SEBI Act
5	Action taken by Listed company/ Intermediary/ Fiduciary	The Company has taken following actions as approved by Board at the meeting held on Nov 8, 2025: • To terminate the services of Mr. Nitin Kumar Garg on account of violation of Company's "Code of Conduct for prevention of Insider Trading", misconduct and moral turpitude arising out of the acts of insider trading committed during his course of employment. • To forfeit the gratuity as payable to Mr. Nitin Kumar Garg .
6	Reasons recorded in writing for taking action stated above	The Company has no tolerance for any violation of the Code of Conduct and/ or the SEBI PIT Regulations. The Company believes that the action indicated above would be an appropriate measure to address the violation and also serve to discourage any future instances of violation by any employees or their immediate relatives, who hold the unpublished price sensitive information of the Company.
7	Details of the previous instances of violations, if any, since last financial year	NA
8	If any amount collected for Code of Conduct violation(s)	
	i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)	NA

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<tr>
<td></td>
<td>ii. Details of transfer/payment

In case of Online:
<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Name of the transferor</td><td></td></tr>
<tr><td>Bank Name, branch and Account Number</td><td></td></tr>
<tr><td>UTR/Transaction reference</td><td></td></tr>
<tr><td>Transaction Date</td><td></td></tr>
<tr><td>Transaction Amount (in ₹)</td><td></td></tr>
</table>
In case of Demand Draft (DD):
<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Bank Name and Branch</td><td></td></tr>
<tr><td>DD Number</td><td></td></tr>
<tr><td>DD date</td><td></td></tr>
<tr><td>DD amount (in ₹)</td><td></td></tr>
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<td>9</td>
<td>Any other relevant information</td>
<td>The management updated the Board at its meeting held on September 24, 2025, about SEBI Adjudication Order No.Order/JS/RJ/2025-26/31683-31684 dated September 23, 2025.

Based on advice of Board, the Company appointed an external legal firm to conduct the inquiry with Nitin Kumar Garg.

The Investigation report as submitted by the independent lawyer, was placed at the Audit Committee meeting held on Nov 8, 2025. The recommendations of the Audit Committee were further placed before Board of Directors meeting, held on Nov 8, 2025.</td>
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Yours Faithfully
For Nucleus Software Exports Limited

Poonam Bhasin
Digitally signed by Poonam Bhasin
Date: 2025.11.19 15:22:36 +05'30'

(Poonam Bhasin)
Company Secretary
PAN: AEZPB6591A
Email id: poonam@nucleussoftware.com

Date: November 19, 2025
Place: Noida