



May 12, 2022

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| The Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex Bandra (E) Mumbai-400051. Fax Nos. 022-26598236/237/238 | The Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street Mumbai-400001 Fax No. 022-22722061/41/39 |
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Dear Sirs,

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that M/s BSR & Associates, LLP, chartered accountants (FRN: 116231 W/W-100024), vide their letter dated 12 May 2022 has tendered their resignation as Statutory Auditors of the Company with effect from conclusion of the Board meeting wherein the results for the quarter and financial statements for year ended 31 March 2022 would be approved, which is scheduled on 17 May 2022.

The resignation letter and the information required in pursuance of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October 2019 is enclosed herewith as an annexure.

The Audit Committee members at its meeting held today on 12 May 2022 noted that the exiting Statutory Auditors have not raised any concern or issue and there is no reason other than as stated in their resignation letter.

These details mentioned herewith are as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/ 4/ 2015 dated 9th September 2015.

Kindly take the same on record.

Thanking You

Yours Sincerely

FOR NUCLEUS SOFTWARE EXPORTS LIMITED

**(POONAM BHASIN)
COMPANY SECRETARY**

Registered Office

33-35 Thyagraj Nagar Mkt, New Delhi - 110003

Tel.: +91.11.2462.7552 F.: +91.11.2462.0872

B S R & Associates LLP

Chartered Accountants

Building No.10,12th Floor, Tower-C,
DLF Cyber City, Phase-II,
Gurugram – 122 002, India

Telephone: +91 124 719 1000
Fax: +91 124 235 8613

The Board of Directors
Nucleus Software Exports Limited
A-39, Sector 62,
Noida, Uttar Pradesh

12 May 2022

Dear Sirs,

As you are aware, we were re-appointed as the Statutory Auditors of Nucleus Software Exports Limited ('the Company'), pursuant to the shareholders' resolution dated 23 July 2021, subsequently amended by the shareholders' resolution approved vide Postal Ballot, on 13 January 2022 to hold office for a period of 5 consecutive years.

We refer to your mail communication dated 2 May 2022 conveying the Company's policy on rotation of auditors adopted by Audit Committee of the Company in October 2008. As per the Company's policy on rotation of auditors, the statutory auditors of the Company shall have a maximum tenure of 6 years. Accordingly, we have been requested by the Company to step down as the statutory auditors of the Company post completion of audit of quarter and year ended 31 March 2022.

We understand that this matter has been duly considered by the Audit committee and the Board of Directors of the Company

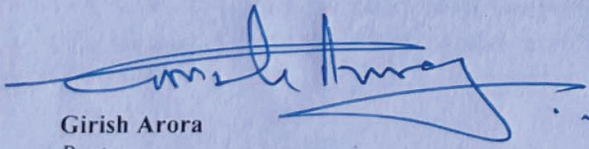
We have taken note of the Company's request and the internal policy followed. Accordingly, we hereby tender our resignation as statutory auditors of the Company with effect from conclusion of the Board meeting wherein the results for the quarter and financial statements for year ended 31 March 2022 would be approved, which as informed to us is scheduled on 17 May 2022.

Please find attached in Annexure A the information to be obtained by the Company from the auditors for the resignation as required by SEBI circular CIR/CFD/CMD1/114/2019 dated 18 October 2019.

As per the requirement of the Companies Act, 2013, we shall be forwarding the copy of the ADT-3, as filed with ROC, in due course.

Yours faithfully,

For B S R & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024


Girish Arora
Partner
Membership No. 098652

B S R & Associates LLP

Annexure A: Format of information to be obtained from the Statutory auditor upon resignation

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| 1. Name of the listed entity/ material subsidiary: | Nucleus Software Exports Limited |
| 2. Details of the statutory auditor: | |
| a. Name: | BSR & Associates LLP |
| b. Address: | Building No.10,12th Floor, Tower-C, DLF Cyber City, Phase-II, Gurugram – 122 002, India |
| c. Phone number: | +91 124 719 1000 |
| d. Email: | girisharora@bsraffiliates.com |
| 3. Details of association with the listed entity/ material subsidiary: | |
| a. Date on which the statutory auditor was appointed: | 23 July 2021 |
| b. Date on which the term of the statutory auditor was scheduled to expire: | Conclusion of the Company's AGM for the year ending 31 March 2026 to be held in 2026 |
| c. Prior to resignation, the latest audit report/limited review report submitted by the auditor and date of its submission: | We are in the process of carrying out the audit for the quarter and year ended 31 March 2022. Our audit report for the quarter and year ended 31 March 2022 is expected to be issued by 17 May 2022. |
| 4. Detailed reasons for resignation: | Refer to attached resignation letter |
| 5. In case of any concerns, efforts made by the auditor prior to resignation (including approaching the Audit Committee/Board of Directors along with the date of communication made to the Audit Committee/Board of Directors) | Not applicable |
| 6. In case the information requested by the auditor was not provided, then following shall be disclosed: a. Whether the inability to obtain sufficient appropriate audit evidence was due to a management-imposed limitation or circumstances beyond the control of the management. b. Whether the lack of information would have significant impact on the financial statements/results. c. Whether the auditor has performed alternative procedures to obtain appropriate evidence for the purposes of audit/limited review as laid down in SA 705 (Revised) d. Whether the lack of information was prevalent in the previous reported financial statements/results. If yes, on what basis the previous audit/limited review reports were issued. | Not applicable |
| 7. Any other facts relevant to the resignation: | None |
| Declaration: | |
| 1. We hereby confirm that the information given in this letter and its attachments is correct and complete. | |
| 2. We hereby confirm that there is no other material reason other than those provided above for resignation of my firm. | |



Authorized signatory

Date: 12 May 2022

Place: Delhi