

## NUCLEUS CODE OF CONDUCT



<b>Document Name</b>	Nucleus Code of Conduct
<b>Date Last Modified</b>	19, October, 2013
<b>Document Type</b>	Old

## **CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT**

---

Nucleus Software Exports Ltd. (“the Company”) is a professionally managed organization. The Company is firmly committed to conduct its business in accordance with the applicable laws, rules and regulations, both in letter and spirit, and with highest standards of ethics, to ensure good governance.

The Company believes that the members of the Board of Directors are the key motivators and role models for the employees of the Company and as such should set the standards. On the other hand, the Senior Management is expected to inculcate professional ethics in the organization by way of leading by example.

The Company has framed this Code of Conduct for adoption by the Directors and Senior Management (one level below the Board).

### **THE CODE**

1. To conduct themselves in an honest and ethical manner, with integrity, and act in the best interests of the Company.
2. To exercise due care and diligence in performing their duties and exercising their powers.
3. To maintain confidentiality of all information/knowledge gained from the Company and not to misuse it or take improper advantage from it nor share such information with the media or any other external agencies.
4. To act with independence in all their actions and in a manner which protects and advances the Company’s interest.
5. To not divert any business opportunity that the Company is engaged in or is in pursuit of to themselves or to others.
6. To ensure legal and regulatory compliance.
7. To avoid conflict of interest between their personal interests and the Company’s interests, and in all cases provide disclosures to the Board of any transaction or relationship, past or future, that could involve actual or perceived conflict of interest (including any relationship with a competing company) and when so warranted, abstain from discussions, voting or otherwise on a subject in which there is a real or perceived conflict of interest.

8. To ensure that the organization is managed in a manner that protects the interests of all stakeholders and respect their rights and privileges.
9. To furnish all relevant information in the prescribed forms to the Company at such intervals as are required under the applicable laws.
10. To take actions to build the image of the Company and to not cause any damage to the same.
11. To ensure that they do not become a party directly or indirectly for insider trading in the Company's shares.
12. To ensure they do not encourage hiring of non-meritorious employees, consultants or vendors.
13. To ensure they do not misuse the Company's name, resources or facilities for personal gains.
14. Additionally, the Independent Directors to comply with the Code of Conduct for Independent Directors, including their duties as mentioned in Annexure A, as prevalent in the Company.

## COMPLIANCE OF THE CODE

All members of the Board of Directors and Senior Management shall affirm compliance with this Code on an annual basis. The Annual Report of the Company shall carry a declaration, signed by the CEO, to this effect.

## Annexure A

# Code for Independent Directors

---

Nucleus Software Exports Ltd. (the Company) is a professionally managed organization. The Company is firmly committed to conduct its business in accordance with the applicable laws, rules and regulations, both in letter and spirit, and with highest standards of ethics, to ensure good governance.

The Company believes that the members of the Board of Directors are the key motivators and role models for the employees of the Company and as such should set the standards. As per the new Companies Act, 2013, there is an elaborate Code which Independent Directors are expected to abide by. The Company has thereby framed this Code for adoption by the Independent Directors as per the requirement of law. The Code acts as a guide to professional conduct for Independent Directors of the Company.

## ***THE CODE***

Following are the broad guidelines for Independent Directors as per this Code:

### THE CODE

PROFESSIONAL CONDUCT .....	A
ROLE AND FUNCTIONS .....	B
DUTIES .....	C
MANNER OF APPOINTMENT .....	D
RE-APPOINTMENT .....	E
RESIGNATION OR REMOVAL .....	F
SEPARATE MEETINGS .....	G
EVALUATION MECHANISM .....	H
DISCLAIMER .....	I

## **A. PROFESSIONAL CONDUCT**

The Independent Directors of the Company shall:

- a) uphold ethical standards of integrity and probity;
- b) act objectively and constructively while exercising his duties;
- c) exercise his responsibilities in a bona fide manner in the interest of the Company;
- d) devote sufficient time and attention to his professional obligations for informed and balanced decision making; e) not allow any extraneous considerations that will vitiate his exercise of objective Independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making; f) not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person; g) refrain from any action that would lead to loss of his independence; h) where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;
- i) assist the Company in implementing the best corporate governance practices.

## **B. ROLE AND FUNCTIONS**

The Independent Directors of the Company shall:

- a) help in bringing an Independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- b) bring an objective view in the evaluation of the performance of board and management;
- c) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- d) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- e) safeguard the interests of all stakeholders, particularly the minority shareholders;
- f) balance the conflicting interest of the stakeholders;
- g) determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;

- h) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

### ***C. DUTIES***

The Independent Directors of the Company shall:

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- c) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the Company; where they have concerns about the running of the Company or a proposed action,
- f) ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- g) keep themselves well informed about the Company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- j) ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- l) acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

### ***D. MANNER OF APPOINTMENT***

- a) Appointment process of Independent Directors shall be Independent of the Company management; while selecting Independent Directors the Board shall ensure that there

is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

- b) The appointment of Independent Director(s) of the Company shall be approved at the meeting of the shareholders.
- c) The explanatory statement attached to the notice of the meeting for approving the appointment of Independent Director shall include a statement that in the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the rules made there under and that the proposed Director is Independent of the management.
- d) The appointment of Independent Directors shall be formalised through a letter of appointment, which shall set out :
  - i) the term of appointment;
  - ii) the expectation of the Board from the appointed Director; the Board-level committee(s) in which the Director is expected to serve and its tasks;
  - iii) the fiduciary duties that come with such an appointment along with accompanying liabilities;
  - iv) provision for Directors and Officers (D and O) insurance, if any;
  - v) the Code of Business Ethics that the Company expects its Directors and employees to follow;
  - vi) the list of actions that a Director should not do while functioning as such in the Company; and vii) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- e) The terms and conditions of appointment of Independent Directors shall be open for inspection at the registered office of the Company by any member during normal business hours.
- f) The terms and conditions of appointment of Independent Directors shall also be posted on the Company's website.

#### ***E. RE-APPOINTMENT***

- a) The re-appointment of Independent Director shall be on the basis of report of performance evaluation.

#### ***F. RESIGNATION OR REMOVAL***

- a) The resignation or removal of an Independent Director shall be in the same manner as provided in the Companies Act 2013
- b) An Independent Director who resigns or is removed from the Board of the Company shall be replaced by a new Independent Director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.

- c) Where the Company fulfils the requirement of Independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new Independent Director shall not apply.

#### ***G. SEPARATE MEETINGS***

- a) The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of non-Independent Directors and members of management;
- b) All the Independent Directors of the Company shall strive to be present at such meeting;
- c) The meeting shall:
  - i) review the performance of non-Independent Directors and the Board as a whole;
  - ii) review the performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors;
  - iii) assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### ***H. EVALUATION MECHANISM***

- a) The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.
- b) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.
- c) Performance appraisal of Independent Directors shall be on the basis of Nucleus Software Board Performance Evaluation Policy.

#### ***I. DISCLAIMER***

The Company expressly retains the right to unilaterally modify or amend these rules at its sole discretion, in compliance with statutory laws and provisions.