

NUKLEUS OFFICE SOLUTIONS LIMITED

CIN NO – U70101DL2019PLC355618

(Website: www.nukleus.work)

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL



CODE OF CONDUCT
NUKLEUS OFFICE SOLUTIONS LIMITED

1. Introduction

Nukleus Office Solutions Limited (hereinafter referred to as the "Company") has formulated this Code of Conduct for all members of the Board of Directors and Senior Management personnel in compliance with applicable laws and regulations, including Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time. This Code sets out guiding principles to ensure that the Company's business is conducted in a legal, ethical, and transparent manner.

2. Objective

This Code provides a framework for ethical behavior and professional conduct, guiding the Board of Directors and Senior Management in fulfilling their responsibilities with integrity and in compliance with the highest standards of corporate governance. It also establishes mechanisms for reporting unethical behavior and ensuring transparency in corporate governance.

3. Applicability

This Code applies to all Directors and Senior Management personnel of Nukleus Office Solutions Limited. They are expected to familiarize themselves with, understand, and comply with this Code in their daily responsibilities and decision-making.

4. Definitions

- i. **"Act"** refers to the Companies Act, 2013, including any amendments and related rules.
- ii. **"Board"** means the Board of Directors of the Company.
- iii. **"Company"** refers to Nukleus Office Solutions Limited.
- iv. **"Independent Director"** means a director as defined under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the Listing Regulations.
- v. **"Key Managerial Personnel (KMP)"** refers to personnel as defined under the Companies Act, 2013.
- vi. **"Senior Management"** is as defined under Regulation 16(1)(d) the Listing Regulations.
- vii. **"Relative"** shall have the meaning assigned under Section 2(77) of the Companies Act, 2013.



Unless otherwise defined in this Code, words and expressions shall have the meanings assigned under the Act and applicable regulations.

5. Code of Conduct

The Board of Directors and Senior Management Personnel shall:

- Comply with all applicable laws, regulations, and Company policies.
- Act in accordance with the Articles of Association of the Company
- Act in the best interests of the Company, its employees, shareholders, and stakeholders.
- Uphold integrity, transparency, and professionalism in all dealings.
- Maintain confidentiality of all proprietary and sensitive information.
- Avoid conflicts of interest and disclose any personal interest in matters concerning the Company.
- Exercise due care, diligence, and independent judgment in decision-making.
- Not use the Company's property, position, or information for personal gain.
- Demonstrate the highest standards of corporate governance and ethical conduct.
- Abstain from accepting gifts or incentives, except as per the Company's policy.
- Promote a positive and inclusive work culture, free from discrimination and harassment.
- Comply with the Company's Insider Trading Policy and all applicable securities laws.

Additionally, Independent Directors shall adhere to the Code for Independent Directors as outlined in Schedule IV of the Companies Act, 2013.

6. Ethical Conduct

Senior Management shall foster an ethical work environment and encourage employees to report any violations of the law, regulations, or this Code. Facilitation payments or kickbacks in any form are strictly prohibited.

7. Confidential Information

Senior Management shall not disclose or misuse any confidential information obtained during the course of their duties, except as legally required or authorized by the Company.

8. Related Party Transactions

Transactions with related parties must be conducted transparently, in compliance with applicable laws, and without preferential treatment.

9. Equal Opportunity & Anti-Harassment Policy

The Company is committed to providing equal employment opportunities and a workplace free of discrimination or harassment. Any form of workplace harassment, including sexual harassment, is strictly prohibited and subject to disciplinary action.



10. Insider Trading

All Directors and Senior Management must comply with the Company's Insider Trading Policy and refrain from engaging in any activities that could constitute insider trading.

11. Annual Compliance Affirmation

As per Regulation 26(3) of the Listing Regulations, all Directors and Senior Management personnel shall affirm compliance with this Code annually, as per the prescribed format as enclosed Annexure-II, within 30 days of the close of the financial year or before the approval of the Annual Report.

12. Communication & Accessibility

This Code shall be made available on the Company's website. Non-compliance by any Director or Senior Management personnel shall be addressed by the Board, following due process.

13. Reporting Non-Compliance

Any suspected violations of this Code should be reported to the Chairman of the Board or the Chairman of the Audit Committee for appropriate investigation and resolution.

14. Review & Amendments

Any amendments or modifications to this Code due to regulatory changes shall be automatically applicable. Changes to this Code shall be approved by the Managing Director, subject to Board approval.

15. Acknowledgment

All Board Members and Senior Management Personnel shall acknowledge receipt of this code in the acknowledgement form annexed to this Code (Annexure-I) indicating that they have received, read and understood, and agreed to comply with the code and send the same to the Compliance Officer. New Directors will sign such a declaration (Annexure-I) at the time of assuming their office of their directorship position. .



Annexure-I**Acknowledgement of receipt of Code of Conduct for the Directors and Senior Management**

I (Name),..... (Designation) have received and read the Company's "Code of conduct for the Directors and Senior Management Personnel ("this Code"). I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature:

Name:.....

Designation;.....

Date:.....

Place:.....

Annexure-II**ANNUAL COMPLIANCE CERTIFICATE**

I, _____ (Designation) of the Company do hereby affirm that the "Code of Conduct for Board Members and Senior Managerial Personnel" complied with and there is no violation of any of the compliances under the said Code by the undersigned for the financial year....., Further I do affirm that any change(s) in the status concerning the Code will be intimated immediately to the concerned authorities of the Company.

Signature:

Name:.....

Designation:.....

Date:.....

Place:.....