

NUKLEUS OFFICE SOLUTIONS LIMITED

CIN NO – U70101DL2019PLC355618

(Website: www.nukleus.work)

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION



1. Introduction

The Securities and Exchange Board of India (SEBI), in its endeavour to put in place a framework for prohibition of insider trading in securities, has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations).

The said Regulations require the Board of Directors of every listed entity to formulate and publish on its website, a Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information ("UPSI") that it would follow to adhere to the principles prescribed therein. In accordance with the Regulations, this Code of Practices and Procedures for Fair Disclosure of UPSI ("Fair Disclosure Code") has been adopted by the Board of Directors of **Nukleus Office Solutions Limited** ("Nukleus" or the "Company").

This Code of Fair Disclosure has been approved by the Board of Directors of the Company effective from 13th August 2024.

2. Purpose


The Code of Fair Disclosure aims to provide a framework of practices and procedures for fair disclosure of events and occurrences which may impact the price discovery in the market for the Securities of the Company listed on the stock exchanges.

3. Definitions

- (a) **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992)
- (b) **"Chief Investors Relations Officer"** means a senior officer as may be designated from time to time.
- (c) **"Code" or "this Code"** shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;
- (d) **"Company" or "the Company" or "Nukleus"** means **Nukleus Office Solutions Limited**;
- (e) **"Compliance Officer"** means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified under the Insider Trading Regulations under the overall supervision of the Board.
- (f) **"Connected Person"** means
 - i. Any person who is or has during the six months prior to the concerned act, been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself / herself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.



- ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established: -
- (a) An Immediate Relative of connected persons specified in clause (i); or
 - (b) A holding company or associate company or subsidiary company; or
 - (c) An intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
 - (d) An investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) An official of a Stock Exchange or of clearing house or corporation; or
 - (f) A member of Board of trustees of a mutual fund or a member of the Board of Directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) A member of the Board of Directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) An official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (i) A banker of the Company; or
 - (j) A concern, firm, trust, Hindu Undivided Family, company, or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent of the holding or interest.
- (g) **“Designated Persons”** means:
- 1. Promoters and members of the Promoter Group of the Company;
 - 2. Chief Executive Officer (“CEO”) and employees up to two levels below CEO of the Company and material subsidiaries;
 - 3. Executive Secretaries of Directors, Key Managerial Personnel and Executive Officers of the Company, any other support staff of the company, such as IT staff or secretarial staff who are likely to have access to UPSI;
 - 4. Directors and Key Managerial Personnel of the Company and its material subsidiaries.;
 - 5. such Employees and Connected Persons (including representatives of the auditors, accountancy firms, law firms, analysts, consultants, etc.) as identified by the Compliance Officer in consultation with the Board in line with the objectives of the Code.
- (h) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
- (i) **“Insider Trading Regulations” or “Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”)
- (j) **“Unpublished Price Sensitive Information or UPSI”** means any information, relating to the Company or Company Shares, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Company Shares and shall, ordinarily including but not restricted to, information relating to the following: –
- (i) Financial Results
 - (ii) Dividends
 - (iii) Changes in capital structure
 - (iv) Mergers, de-mergers, acquisitions, delisting, disposals, and expansion of business and such other transactions
 - (v) Changes in Key Managerial Personnel



All the other terms used in the Policy shall have the same meaning as assigned to them under the Regulations.

The provisions of this Code have to be read along with the Insider Trading Regulations and if there is any inconsistency / contradiction between the two, the provisions of the Insider Trading Regulations shall prevail.

4. Chief Investor Relations Officer to oversee and coordinate disclosures

1. The Compliance Officer of the Company is designated as the Chief Investor Relations Officer and is responsible for dissemination of information and disclosure of UPSI for legitimate purposes, in accordance with the policy for determination of legitimate purpose which is annexed to this Code of Fair Disclosure.
2. The Compliance Officer is also responsible for ensuring compliance under this Code, overseeing and coordinating disclosure of UPSI to stock exchanges, shareholders, analysts and media and for educating Nukleus staff on disclosure policies and procedure.
3. All UPSI is to be handled on “need to know basis”, i.e., UPSI should be disclosed only to those within the Nukleus who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the Compliance Officer.

5. Prompt disclosure of unpublished price sensitive information

1. Nukleus Office Solutions Limited will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the listing agreement.
2. To ensure that the information is disseminated in a uniform manner, Nukleus Office Solutions Limited will transmit the information to all the stock exchanges at the same time.

6. Prevention of Misuse of “Unpublished Price Sensitive Information”

Designated employees designated on the basis of their functional role in the Company (and their immediate relatives) shall be governed by an internal code of conduct governing trading in securities.

No insider shall trade in securities of the Company on a stock exchange when in possession of unpublished price sensitive information

7. Disclosure with reference to Analysts/ Media

1. Any meeting or interaction with analysts/researchers, institutional and other large investors or the media or any investor relations conference shall be conducted in a manner that only information that is publicly available is provided at such meetings/interactions. Else, such information given to analysts/researchers etc. shall simultaneously be filed with the stock exchanges in consultation with the Authorized Person.
2. If unanticipated questions which are price sensitive are raised during the meeting, such questions shall be noted and a considered response shall be given only after consulting the Authorized Person.
3. Transcript of the meetings/Conference calls with Analysts shall be posted on company's website.



8. Responding to Market Rumours

Any whole time Director of the Company and/or the Compliance Officer and/or the Investor Relations Team and any other spokesperson shall give an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and making disclosures.

9. Legitimate Purpose

The Unpublished Price Sensitive Information can be shared as an exception by an Insider for legitimate purpose as per policy for determination of Legitimate Purpose as given in Annexure A.



ANNEXURE A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

(Under clause 2A of regulation 3 read with regulation 8 of the PIT Regulations)

Background:

The Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on December 31, 2018 require every listed Company, inter alia, to formulate a policy for determination of legitimate purpose. Accordingly, the Board of Directors of Nukleus Office Solutions Limited ("the Company") adopted this policy for determination of legitimate purpose effective from 13th August 2024.


Definition:

"**Legitimate Purposes**" shall mean sharing of Unpublished Price Sensitive Information (UPSI) as provided hereunder in the ordinary course of business with the insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

- Sharing the relevant UPSI with consultant, advisors engaged by the Company in relation to the subject matter of the proposed deal/assignment in relation to UPSI;
- Sharing the relevant UPSI with intermediaries/fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of UPSI;
- Sharing the relevant UPSI with persons for legitimate business purpose, including in respect of the events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Sharing the relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, joint ventures partners and vendors and not to transact in the company's securities on the basis of such information.
- Sharing the relevant UPSI in case mandatory for performance of duties or discharge of legal information.
- The Company shall however, in no circumstances share information solely for the purpose of evading the compliances of the Regulations or circumventing the prohibitions of these Regulations.

"**Insider**" shall include the following persons, in receipt of UPSI pursuant to a "legitimate purpose":

- a) Partners
- b) Collaborators
- c) Lenders
- d) Customers
- e) Suppliers
- f) Merchant Bankers
- g) Legal Advisors



- h) Auditors (Statutory, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
- i) Staff Members of the Audit firm/team conducting the Audit
- j) Insolvency Professionals
- k) Advisors or Consultants
- l) Bankers
- m) Any other advisors/consultants with whom UPSI is shared

Words used in the Code and not defined hereinabove shall have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder, as amended from time to time.

Restrictions

Till the UPSI becomes a Generally Available Information, UPSI can be shared with Insider only on a need-to-know basis and for legitimate purpose and due notice shall be given to the Insider to maintain confidentiality of UPSI shared for legitimate purpose.

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

Digital Database

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure no tampering of the database.

Amendment

The Board of Directors or the Management Committee of the Company, subject to applicable laws, rules & regulations, may amend /substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

