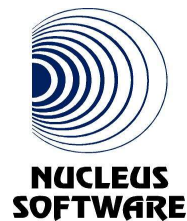


Anti-Bribery & Anti-Corruption Policy



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1. Objective

The objective of the policy is to provide a set of guidelines that must govern the conduct of each employee of Nucleus Software Exports Ltd. & its group of companies conforming to the standards set by the organization as their obligation to act honestly and ethically in all of its business dealings.

2. Scope

This Policy is global in scope and applies to Nucleus Software Exports Ltd. and its group of companies worldwide. It covers all employees (Permanent or Temporary), including Board of Directors, all Consultants, Direct Contract employees, Third Party Contract employees, Trainees, Interns, Casual Workers, Agents, Volunteers, or any other person associated with Nucleus Software Exports Ltd. and its group of companies.

3. Policy Statement

Bribery and corruption are not only against our Company values; they are illegal and can expose both the employee and the Company to fines and penalties, including imprisonment and reputational damage.

We will not seek to influence others, either directly or indirectly, by offering, paying or receiving bribes or kickbacks, or by any other means that is considered unethical, illegal or harmful to our reputation for honesty and integrity. Employees and representatives of the Company are expected to decline any opportunity which would place our ethical principles and reputation at risk.

4. What is bribery and corruption?

Bribery is offering, giving or receiving anything of value with the intention of inducing a person to act or to reward a person for having acted. It is important to understand that a corrupt act has occurred even if:

- A bribe does not succeed.
- A person authorizes or provides direction for a bribe, but no bribe is ultimately offered or paid.
- “Anything of value” includes, but is not limited to:
 - Cash, cash equivalents (such as gift certificates/cards), stock, personal property and assumption or forgiveness of a debt.
 - Gifts, meals, entertainment and travel—Any corporate travel, gifts, entertainment and meals must be proportionate to the occasion and comply with the gift & entertainment policy/standards applicable to your location.



- Political contributions.
- Charitable contributions—if made to a charity at the direct request of a government official or private business partner, it could be considered an indirect bribe made in order to obtain or retain business or to secure other improper business advantage.
- Job offers or internship awards—offers to Government Officials (or their relatives) can present a risk of violating anti-bribery or anti-corruption laws and regulations. Compliance must be consulted prior to making such offers.
- Corruption is dishonest or fraudulent conduct by those in power, typically involving bribery.

5. Third parties

Companies cannot avoid liability by using a third party to give or receive a bribe. A third party includes, but is not limited to consultants, agents, representatives, subcontractors and sub advisors.

We must clearly convey to third parties representing the Company that we expect them to comply with our Bribery and Corruption Policy. In some jurisdictions, the Company can be convicted of a criminal offense if it fails to prevent bribery carried out on its behalf by a third party even if no one in the Company had actual knowledge of the bribe.

Whenever the Company seeks to engage a third party in which the third party may interact with a Government Official for or on behalf of the Company, the following guidelines apply:

1. Due diligence should be performed to ensure that the third party is a bona fide and legitimate entity; is qualified to perform services for which it will be retained; and maintains standards consistent with the legal, regulatory, ethical and reputational standards of the Company.
2. Agreements with third parties must be in writing and should contain provisions related to the following, based on corruption risk present in the third-party relationship:
 - A representation that the third party will remain in compliance with all relevant anti-corruption laws, including the FCPA.
 - A provision that requires the third party to respond to reasonable requests for information from the Company regarding the work performed under the agreement and related expenditures by the third party.

6. Procedure

6.1 Code of Conduct:

All employees, individuals and other dealing with or providing services to Nucleus Software must ensure that they have read/ shall read, understand and comply with this Policy. In case of doubts, please contact the respective BU Manager/HR Manager or write to Ombudsman at whistleblower@nucleussoftware.com



- 6.1.1 The prevention, detection and reporting of bribery and other forms of corruption is the responsibility of all those working for the Company or under its control. Any and every activity or omission which may lead to or suggest a breach of this policy must be avoided.
- 6.1.2 Every person to whom this policy applies is encouraged to raise their concern about any bribery issue or suspicion of malpractice at the earliest possible stage. Such person is also hereinafter referred to as "Whistle Blower". If he/ she are unsure whether a particular act constitutes bribery or corruption or if he/ she have any other queries, these must be raised with their respective Manager and/ or the Ombudsperson.
- 6.1.3 Breach of this policy could trigger disciplinary actions which could even result in dismissal/ termination of engagement. Nucleus reserves the right to terminate the contractual relationship in case of breach of this Policy. Breach could also invoke penal actions under applicable laws like imposition of fines/ imprisonment.

7.2 Record Keeping:

- 7.2.1 Persons submitting expense claims relating to hospitality, gifts or expenses must specify the reason of expenditure.
- 7.2.2 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts must be prepared and maintained with strict accuracy and completeness. No accounts are to be kept "Off-book" to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanism in place.
- 7.2.3 The procedures laid out in other policies (available in the Company's online site) which help in anti-bribery and anti-corruption due diligence on supplier, clients, third parties etc. must be followed.

7.3 Lodging a Complaint: The complaint can be logged with the Ombudsperson by any of the modes mentioned below.

1. Through a letter under sealed envelope to the given address

The Ombudsperson
Mr. Parag Bhise
Nucleus Software Exports Ltd.
A 39, Sector 62 Noida 201307 (U.P)

2. Through an e-mail : whistleblower@nucleussoftware.com

7.4 Investigation/ Legal Proceedings:

- 7.4.1 Ombudsperson along with the Compliance committee can launch further investigation. Investigations will be launched only after a preliminary review by the Ombudsperson, which establishes that:

- a) The alleged act constitutes an improper or unethical activity or conduct, and
- b) The allegation is supported by information specific enough to be investigated. In cases where the allegation is not supported by specific information & it is felt that the concerned matter is worthy of review, investigation must not be undertaken.
- c) Technical and other resources may be drawn upon as necessary to augment the investigation. Members shall have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards and confidentiality

7.5 Fairness of Investigation

Opportunity to be heard: Complainant or subject whose interests may be adversely affected by a decision shall be afforded an opportunity to be heard in a manner, which provides sufficient time and information to prepare a statement.

Absence of Bias: Resolution process must ensure complainant access to decision making by persons who are disinterested or unbiased in relation to the matter to be decided.

Expeditious handling: The effort must be to provide prompt and appropriate resolution to the aggrieved. Resolution against the grievance is mandatory and is of utmost priority.

7.6 Closure of case: The case must be closed in all respects and filed with the Chief Compliance Officer.

7.7 Safeguards:

7.7.1 **Confidentiality:** All efforts will be made by the Ombudsperson to protect the Whistle Blower's identity.

7.7.2 **Anonymous Allegations:** This Policy encourages disclosure of the Whistle Blower's identity to the Ombudsperson, as it will help in better and appropriate follow-up questions and investigations. Anonymous allegations are much less credible, but they may still be considered for further action at the sole discretion of the Ombudsperson.

7.7.3 **Acting in Good Faith:** Any Nucleite filing a complaint/ concern must act in good faith and have reasonable grounds for believing the information disclosed. It is a disciplinary offence to make complaint/ concern that prove to be:

- Unsubstantiated
- Made maliciously
- Known to be false

7.7.4 **Decision:** If an investigation leads the Ombudsperson to conclude that an improper or unethical act has been committed, the Ombudsperson shall recommend to the management of the Company to take such disciplinary or corrective action as considered appropriate. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an

investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

7.7.5 **False Allegation & Legitimate Employment Action:** An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct under the policy shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further, this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure of information by him and for legitimate reasons or cause, under Company rules and policies.

7.7.6 **Notification:** All departmental heads are required to notify and communicate the existence and contents of this policy to the employees of their department. The new employees shall be informed about the policy by the Human Resource department by getting an acknowledgement of a copy of Code of Conduct & Ethics. A statement in this regard must be periodically submitted to the Ombudsperson.

7. Compliance of applicable legislations:

Nucleus Software has global presence and services clients, operating in multiple countries. Thus, it is required to comply with all applicable legislations including those relating to bribery and corruption. Special attention may be paid to the requirements of below legislations which have extra-territorial reach.

- The Foreign Corrupt Practices Act of 1977, promulgated in US
- The UK Bribery Act, 2010, promulgated in UK
- Prevention of Corruption Act, 1988; and
- similar anti-corruption laws worldwide

8. Responsibility

- 8.1.1 The HR Head has overall responsibility for ensuring that this Policy compiles with legal and ethical obligations and that all those under our control comply with it
- 8.1.2 Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it.
- 8.1.3 Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it.
- 8.1.4 Every individual to whom this policy applies to is responsible for the success of this Policy and must ensure that it is used as a tool to disclose any suspected activity or wrong-doing.

9. Changes and Modifications

Any changes/modifications to the policy is at the discretion of the Legal department and to be approved by the management wherever required. HR to ensure review and requisite approvals of all stakeholders relevant to the policy are obtained before publishing the policy.