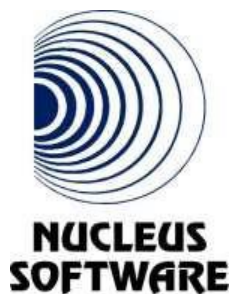


POLICY FOR PRESERVATION OF DOCUMENTS

Policy Details

Document Name	Policy for Preservation of Documents
Document Approver	Board of Directors
IBU	All
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A. OBJECTIVE

This Policy is devised to ensure that all the statutory records and other important documents of the Company are adequately preserved as per the statutory requirements of the applicable laws. Further to ensure that the records of the Company which are no longer required are discarded after following the due process for discarding the same. This policy shall cover all business records of the Company, including written, printed and recorded matter and electronic forms of records.

The Policy has been devised in pursuance to Regulation 9 read with Regulation 30(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") and approved by the Board of Directors.

B. DEFINITIONS

"Applicable Law" means any law, rules, regulations, circulars, guidelines or standards under which the preservation of the Documents has been prescribed.

"Board" means Board of Directors of the Company.

"Directors" means Directors of the Company.

"Document(s)" refers to papers, notes, agreements, notices, advertisements, requisitions, orders, declarations, forms, correspondence, minutes, indices, registers and or any other record, required under or in order to comply with the requirements of any Applicable Law, whether issued, sent, received or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in Electronic Form and does not include multiple or identical copies.

"Electronic Record(s)" means the electronic record as defined under clause (t) of subsection (1) of section 2 of the Information Technology Act, 2000.

"Electronic Form" means any contemporaneous electronic device such as computer, laptop, compact disc, floppy disc, space on electronic cloud, or any other form of storage and retrieval device, considered feasible, whether the same is in possession or control of the Company or otherwise the Company has control over its access.

"Maintenance" means keeping Documents, either physically or in Electronic Form.

"Regulations" means the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

"The Policy" means Policy for Preservation of Documents.

"The Company" means Nucleus Software Exports Limited and its Subsidiaries.

"The Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein shall derive their meaning from the Applicable Law there under as amended from time to time shall have the meaning respectively assigned to them therein.

C. SCOPE OF POLICY

This Policy is intended to guide the Company and its employees on maintenance of Statutory Records/ Documents, their preservation and disposal.

D. MODES OF PRESERVATION

1. The Documents may be preserved in
 - a. Physical form or
 - b. Electronic Form.
2. The preservation of Documents should be such as to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the Documents.
3. The preservation of Documents shall be done in the following manner:
 - a. Documents which are required to be mandatorily preserved for a stipulated minimum period of time under governing laws shall be preserved accordingly.
 - b. Documents in respect of which no minimum maintenance timeline is stipulated under any of the laws shall be preserved in accordance with this policy.
 - c. All records and documents as provided herein shall be preserved for such time and period as may be provided herein.

Any change in the governing laws affecting the change in period of preservation of Documents shall prevail over this policy.

4. The Head of the respective department is required to ensure the preservation of Documents related to their area as defined in Annexure A, in accordance with laws /regulations. The Compliance Officer of the Company shall be in-charge of administration of this Policy.

An indicative list of the Documents and the timeframe of their preservation is provided in Annexure A (I).

The Persons responsible for the custody of these documents is provided in Annexure A (II).

E. PROCEDURE FOR DISPOSAL OF DOCUMENTS

The preserved Documents may be destroyed after the statutory/prescribed retention period as defined in Annexure A on request of the Head of the Department, after taking due approval from Board of Directors. The Head of the department shall forward the list of documents to be destroyed to the Compliance officer with the request. The Compliance officer after taking due approval from Board of Directors shall intimate the Head of Department.

The details of the Documents destroyed by the Company shall be recorded in the "Register for Disposal of Records" to be kept by Head of Department, who shall be disposing the Documents, in the format prescribed in Annexure B.

F. SUSPENSION OF DOCUMENTS DISPOSAL IN THE EVENT OF LITIGATION OR CLAIMS OR APPEAL

In the event the Company is served with any Notice for Documents from any of the Statutory Authorities or any Litigation is commenced by or against the Company, then the disposal of documents which are subject matter of Notice/Litigation/ Appeal etc. shall be suspended till such time the matter is settled or resolved or disposed of. The Head of the respective department/Head of Legal shall immediately inform all Employees of the Company for suspension of further disposal of Documents.

G. WEB ARCHIVAL PROVISIONS:

1. The Company shall disclose on its website all events or information which has been disclosed to stock exchange(s).
2. Such disclosures shall be retained on the website of the Company for a minimum period of five years.
3. At the end of the fifth year the information shall be archived and preserved for a further period of three years

H. COMMUNICATION OF THIS POLICY

This Policy shall be communicated to all employees and Directors in an effective way. A copy of this Policy shall also be posted on the intra-net and website of the Company.

I. REVIEW OF THIS POLICY

This Policy is purely at the discretion of the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy as per the applicable laws, at any time, as it deems fit without assigning any reason whatsoever.

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule, Regulation or standard governing the Company, the law, rule, Regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, Regulation or standard.

ANNEXURE A

I. Indicative list of Documents and Preservation Schedule

a. Financial, Tax & Accounting Records: This records include Financials, Audit Reports but may not be limited to, documents concerning payroll, expenses, proof of deductions, business costs, accounting procedures, and other documents concerning the Company's revenues and expenses including capital expenditure. Financial and Tax records should be retained as per the give Annexure B.

b. Employment Records/Personnel Records: Labour laws require the Company to maintain certain recruitment, employment and personnel information. The Company should also maintain personnel files that reflect performance reviews, if any complaints are brought against the Company or individual employees under applicable labour laws. The Company should also keep all final correspondences reflecting performance reviews and actions taken by or against personnel in the employee's personnel file.

- Employment and personnel records shall be preserved for a minimum period of **eight years** irrespective of whether such employee continues to be employed with the Company or not.

- Individual employee files need to be maintained as long as the concerned individual remains an employee of the Company and also for a minimum period of **ten years** thereafter or such period of time as prescribed under respective laws for time being in force whichever is later.

- Returns under various labour laws, governmental and statutory filings etc. need to be retained in accordance with the related statute, as may be specified therein or for a minimum period of **ten years** whichever may be later.

- Digitally maintained employment files and profile data can be maintained permanently by the Company.

c. Statutory Records, Minutes & other Documents. This includes Minutes of Meetings of Board, Members and other Committees Meeting along with statutory registers as prescribed under governing laws for time being in force shall be preserved on a **permanent basis**. Any other document where preservation period is not prescribed under governing laws, shall be preserved for a minimum period of **ten years**.

d. Press Releases/Public Filings. The Company should retain copies of all press releases and documents filed with Stock Exchanges, Registrar of Companies and other regulatory authorities on a **permanent basis**.

e. Legal Files / documents: All legal documents / copies of notices / summons / orders / judgments and all other legal documents, Material Agreements/Contracts, such as Joint Venture Agreements, Business Transfer Agreements, Share Purchase Agreements, Technical Assistance Agreements, Licenses & Statutory Approvals shall

be preserved **permanently**. Documents like leases, Leave & License agreements and other agreements shall be preserved for at least **ten years** beyond the life of the said documents.

- f. **Development/Intellectual Property and Trade Secrets:** Development documents are often subject to intellectual property protection in their final form (e.g., patents, trademarks, copyrights, Industrial Designs etc.). The Company should keep all documents as designated above **permanently**.
- g. **Contracts:** Final, execution copies of all contracts entered into by the Company should be retained. The Company should retain copies of the final contracts for at least **eight years** beyond the life of the agreement, and **eight years** in the case of publicly filed contracts.
- h. **Insurance Policies/ Certificate of Registrations/ Licences:** Copies of insurance policies (liability), Certificate of Registrations /Licences issued by various statutory authorities in the name of the Company are to be retained on **permanent basis** by respective departments.
- i. **Other miscellaneous documents:** Project Documents and Related correspondence (including any proposal of the Project and its approval), Catalogues, Product Brochures, copies of press cuttings, press statements, advertising material and/or any other document which is important for the business of the Company. The Company should retain the copies of these documents for **eight years** from the end of the Financial Year in which they are generated.
- j. **Documents not mentioned in above specified categories:** All other documents generated for the business of the Company and are not mentioned in the above categories, the Company should retain the copies of these documents for **eight years** from the date of generation of these documents.
- k. **Electronic Mail:** E-mail that needs to be saved should be either:
 - i. Printed in hard copy and kept in the appropriate file; or
 - ii. Downloaded to a computer file and kept electronically or on disk as a separate file so as to ensure its timely retrieval.

II. Custody and Safety of Documents

All documents shall be under the custody of respective head of the department as detailed below:

1) Physical Records:

Sl. No.	Documents	Authorised persons
1	Tax / Accounting Records	CFO / VP (finance)
2	Financial Statements / Minutes / Statutory Registers, Company owned Property original documents	Company Secretary & Compliance Officer
3	Employment / personal Records	Head (HR)/ VP (HR)

4	Legal Documents, Lease Documents / Contracts, Litigation files, Intellectual Property and Trademark/ patents/ copyright copies	Legal Head/ VP (Legal)
5	Insurance Policies, Company registration certificates with various authorities	Head Administration/VP (Administration)
6	Other Miscellaneous Documents	Individual respective section
7	Documents not mentioned in specific categories	Individual respective section
8	Electronic Mails	Individual respective section

All the above records shall be kept safely by the respective heads under lock and key.

2) Electronic Records:

- Employees will ensure that only authorized personnel have access to electronic records.
- Backup to be taken at regular intervals to protect against information loss.
- Employees shall follow guidelines issued by ISS to safeguard sensitive or classified electronic records and avoid risk of unauthorized alteration or erasure of electronic records.
- Employees will ensure that electronic records security is included in computer systems security plans.
- Employees will comply with requirements of Security Policies and Standards, as mandated by ISS at various intervals.

Annexure B

Financial Records

Chart of Accounts	Permanent
Fiscal Policies and Procedures	Permanent
Audits	Permanent
Financial statements	Permanent
General Ledger	Permanent
Check registers/books	10 years
Business expenses documents/vouchers	10 years
Bank deposit slips/Fund transfers	10 years
Cancelled checks	10 years
Vendor and Customer Invoices	10 years
Investment records (deposits, earnings, withdrawals)	10 years
Property/asset inventories	10 years
Petty cash receipts/documents	10 years
Credit card receipts	10 years

Tax Records

Goods and Service Tax/Service Tax Returns	Permanent
Payroll registers	Permanent
Payroll tax withholdings	10 years
Earnings records	10 years
Payroll tax returns	10 years
W-2 statements	10 years