

Policy on Materiality of Related Party Transactions

Cerebra Integrated Technologies Limited has always been committed to good corporate governance practices, including in matters relating to Related Party Transactions. An endeavor is consistently made to have arms' length transactions with Related Parties.

As per the provisions of Companies Act, 2013 and Rules made there-under & Clause 49 of the Listing Agreement and in the back-drop of the Company's philosophy on such matters, a Policy is hereby framed as under:-

1. All Related Party Transactions (RPTs) of the Company as prescribed under the Companies Act, 2013 and Clause 49 of the Listing Agreement will be approved by the Audit Committee of the Board from time to time, subject to the provisions of Companies Act, 2013 read with rules thereunder and clause 49 of the Listing Agreement.
2. Consent of the Board and Shareholders is also be taken in respect of RPTs as specified under the Companies Act, 2013 and Clause 49 of the Listing Agreement.
3. Where Board consent / shareholders' approval is required,
 - a) The agenda of the Board meeting at which the resolution is proposed to be moved and
 - b) Explanatory statement to be annexed to the notice of such general meeting, shall disclose all such details / information about the contract as are prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014.
4. Where RPTs require approval of the Board and the shareholders through special resolution,
 - a) Any Director who is interested in any contract or arrangement with a related party, shall not be present at the meeting during discussions on the subject-matter of the resolution relating to such contract or arrangement and
 - b) Such Related Party(ies) shall abstain from voting on such resolutions of the shareholders.
5. This Policy on Related Party Transactions shall be governed by the Companies Act, 2013 read with Rules made thereunder, as may be in force for the time being as well as Clause 49 of the Listing Agreement or such other Rules / Regulations, as may be notified by SEBI from time to time.