

**CODE OF CONDUCT OF THE BOARD OF DIRECTORS AND SENIOR
MANAGEMENT PERSONNEL**

**CEREBRA INTEGRATED TECHNOLOGIES LIMITED
BANGALORE**

Applicability:

This Code of Conduct shall be applicable to the Board of Directors, all present senior executives forming a part of the core Management.

Definitions:

“Board” or “Board of Directors”, means the Board of Directors of the Company.

“Director”, means a Director on the Board of Directors.

“Senior Management” shall mean Officers/Personnel of the Company who are members of its core management team excluding Board of Directors and normally this shall comprise all members of management one level below the [“Chief Executive Officer/Managing Director/Whole Time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer.]

“Senior Executive(s)”, includes Directors and Senior Management.

The Code of Conduct is not intended to create any expressed or implied contract with any employee or third party.

The purpose of this Code of Conduct is, to uphold ethical standards in all its activities – within or outside the Company, and to provide basic and broad guidelines of situations in which ethical issues arise.

The Board of Directors of Cerebra Integrated Technologies Limited has the exclusive responsibility for the final interpretation of the Code of Conduct.

The Code of Conduct may be revised, changed or amended at any time by the Board of Directors of Cerebra Integrated Technologies Limited.

Senior Executives have a responsibility to understand and follow the Code of Conduct.

If any person to whom these are applicable has any questions, he/ she should direct all questions to the Company Secretary who has been nominated by the Board of Directors, as the Compliance Officer for the purposes of assisting the Board in implementation of this Code of Conduct.

Every Senior Executive is, and will be, held responsible for the observance of this Code of Conduct.

If a Senior Executive becomes aware that any employee or any other Senior Executive has violated this Code of Conduct, he or she is obligated to report the same in accordance with policies, practices and procedures set forth below:

1. Conflicts of Interest

The Company expects all its Senior Executive to perform their work with honesty, truthfulness and integrity.

Any situations where individual interests clash with the interests of the Company, shall be avoided. The Company expects that no Senior Executive will knowingly place himself or herself, in a situation that will have the appearance of being, or could be construed to be, in conflict with the interests of the Company.

2. Financial Dealings

Unless approved in advance by the Company, neither a Senior Executive, nor his or her spouse, or any other member of the Senior Executive's immediate family, may knowingly have a financial interest in a competitor, or in a customer or supplier.

3. Use of Company Property and Information

All Senior Executives are responsible for the proper use of the Company's physical assets, resources and property, as well as its proprietary and other confidential information.

Every Senior Executive is expected to safeguard proprietary information and trade secrets in the same way that all other important Company assets are protected.

No Senior Executive may negotiate, or enter into any agreement, in respect of the Company's trademarks, service marks or logos.

4. Laws Relating to Shares and Securities

Senior Executive shall abide by the relevant rules framed and implemented by the Company relating to 'Insider Trading'.

5. International Operations

Laws and customs vary throughout the world, but all Senior Executives must uphold the integrity of the Company in other Nations, as diligently as they would do so in India.

When conducting business in other Countries, it is imperative that Senior Executive be sensitive to foreign legal requirements and Indian laws that apply to foreign operations.

6. Sanctions and Trade Embargoes

Indian government uses economic sanctions and trade embargoes to further various foreign policy and national security objectives. Senior Executive must abide by all economic sanctions or trade embargoes that Indian Government has adopted, whether they apply to foreign countries, political organizations or particular foreign individuals and entities.

7. Books and Records

The Company has adopted Accounting Practices and Procedures in accordance with internal needs, and the requirements of applicable laws and regulations.

These established accounting practices and procedures must be followed to assure complete and accurate recording of all transactions.

Senior Executives should establish and implement appropriate internal controls, over all areas of their responsibility, to ensure safeguarding of the assets of the Company and the accuracy of its financial records and reports.

8. Company Policies

Senior Executives shall adhere to, and uphold all policies and practices laid down by the Company, in compliance of the Statute or voluntary.

9. Solicitations

The Company's infrastructure and / or facilities shall not be used to solicit for religious or political causes, commercial enterprises, outside organizations, or other activities not related to the Company.

10. Corporate Social Responsibility

Senior Executives shall uphold and commit themselves:

- to reduce waste, and wherever such waste is inevitable, to implement an effective recycling and other responsible methods of waste management;
- to improve and invest in innovations that protect the environment;
- to wholly co-operate in proposals of the Government – Central or State, in various activities concerning social cause.

11. Compliance with Governmental Laws, Rules and Regulations

Senior Executives must comply with all applicable governmental laws, rules and regulations.

Senior Executives shall also facilitate in upholding the Policy of the Company to comply with all applicable laws, including, without limitation, employment, sexual harassment, discrimination, health, safety, anti-trust, securities and environmental laws. No Senior Executive has an authority to violate any law, or to direct another employee or any other person to violate any law, on behalf of the Company.
