

**CODE OF CONDUCT FOR DIRECTORS
&
SENIOR MANAGEMENT
OF
INDIAN INFOTECH AND SOFTWARE LIMITED
CIN - L70100MH1982PLC027198**

1. SCOPE:

The members of the Board of Directors of INDIAN INFOTECH AND SOFTWARE LIMITED acknowledge and accept the scope and extent of their duties as Directors as enumerated under the Listing Agreement and The Companies Act, 2013.

The Board have a responsibility to carry out their duties in an honest and professional manner and within the scope of their authority, as set forth in the laws of India as well as in the Memorandum and Articles of Association of the Company read with cl. 49 of the Listing Agreement, SEBI Act, 1992 and Companies Act, 2013. They are entrusted with and are responsible for the oversight of the assets and business affairs of M/s. INDIAN INFOTECH AND SOFTWARE LIMITED in an honest, fair, diligent and ethical manner and act as a trust to the Stakeholders irrespective of the percentage of promoters Holdings. As Directors, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of the Company. The Board of Directors has adopted the following Code of Conduct and the Directors and senior managers are expected to adhere to the standards of care, loyalty, good faith and the avoidance of conflicts of interest that follow.

2. CODE OF CONDUCT

This Code is intended to focus the Board and each director and Senior Management on areas of ethical risk and to provide guidance to help them to recognize and deal with ethical issues, mechanisms to report unethical conduct and help to foster a culture of honesty and accountability. Each director and Senior Management personnel must comply with the letter and spirit of this Code.

Directors and senior Management must avoid any conflicts of interest between them and the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chairman of the Audit Committee and audit committee in due course to the Board. The Board and the Audit Committee as per the procedure laid down under the companies Act, 2013 and cl. 49 of the Listing Agreement, comply before carrying out any activities.

2.1. CONFLICT OF INTEREST:

A “conflict of interest” can occur when:

- A director’s personal interest is adverse to – or may appear to be adverse to – the interests of the Company as a whole.

□ A director, a senior management personnel or a member of his or her immediate family, as defined in the Companies Act, 2013 receives improper personal benefits as a result of his or her position as a director of the Company, or takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively.

2.2. CORPORATE OPPORTUNITIES:

Directors and Senior Management personal and their family members are prohibited from:

□ Taking for themselves personally or companies in which they are related, affiliated those opportunities that are discovered, made available, invented through the use of Company property, Company assets, Company position, Company information or their position as a Director or Senior Management personnel;

□ Using the Company's property or information or their position as a Director or Senior Management personnel for personal gain; or

□ Competing with the Company for business opportunities. However, if the Company's disinterested directors determine that the Company will not pursue an opportunity that relates to the Company's business, a Director or Senior Management personnel may then do so after proper and prior disclosure to the Audit Committee.

2.3 CONFIDENTIALITY:

Directors and Senior Management personal must maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, from whatever source, in their capacity as a Directors and Senior Management personal, except when disclosure is authorized or legally mandated. For purposes of this Code, "confidential information" includes all non-public information relating to the Company.

2.4 COMPLIANCE WITH LAWS, RULES AND REGULATIONS; FAIR DEALING:

Directors and Senior Management personal must comply, and oversee compliance by other employees, officers, with laws, rules and regulations applicable to the Company, including SEBI Insider Trading Regulation, Listing Agreement and Companies Act, 2013.

Directors and Senior Management personal must deal fairly, and must oversee fair dealing by employees and officers, with the Company's customers, suppliers, competitors, stake holders, bankers and employees.

2.5 ENCOURAGING THE REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR:

Directors and Senior Management personal should promote ethical behavior and take steps to ensure the Company:

a. Encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation;

- b. Encourages employees to report violations of laws, rules, regulations or the Company's Code of Conduct to appropriate personnel; and
- c. Informs employees that the Company will not allow retaliation for reports made in good faith.

2.6 COMPLIANCE STANDARDS:

Directors and Senior Management personal should communicate any suspected violations of this Code promptly to the Chairman of the Audit Committee. Violations will be investigated by the Audit Committee or by persons designated by the Board, and appropriate action will be taken in the event of any violations of the Code.

2.7 WAIVER OF CODE OF BUSINESS CONDUCT AND ETHICS:

Any waiver of this Code may be made *only* by the Board or Audit Committee and the same must be promptly disclosed to the Company's Board and shareholders.

3. BOARD MEMBERS AND SENIOR MANAGERS WILL:

- act in the best interests of, and fulfill their fiduciary obligations to the Company as per their functional relationship with the company;
- act honestly, fairly, ethically and with integrity so that the image of the Company and as an individual set an example;
- conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- will deal fairly with all stakeholders and their interest as a trustee;
- comply with all applicable laws, rules and regulations so that not only all timely preventive action could be initiated but also timely compliance and dissemination of information help the progress of the company and the Industry as a whole;
- act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Wherever required without any waiting seek competent legal and professional advises;
- not use the Company's property or position for personal gain. Try to avoid all related party transactions where there will be conflict of interest ;
- will not accept from or give to stakeholders gifts or other benefits not customary in normal social intercourse;
- not use any information or opportunity received by them in their capacity as Directors or senior management in a manner that would be detrimental to the Company's interests and against the terms of nondisclosure and non-compete agreement;
- act in a manner to enhance and maintain the reputation of the Company ;
- disclose any personal interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest;
- abstain from discussion, voting or otherwise influencing a decision on any matters that may come before the board in which they may have a conflict or potential conflict of interest;
- respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors or senior management, except when authorized or legally required to disclose such information;
- not use confidential information acquired in the course of their service as Directors or senior management for their personal advantage or for the advantage of any other entity;

- help create and maintain a culture of high ethical standards and commitment to compliance;

4. DEALINGS:

A Directors and Senior Management personal who has concerns regarding compliance with this Code should raise those concerns with the Chairman of the Board and the Chairman of the Audit Committee, who will determine what action shall be taken to deal with the concern. In the extremely unlikely event that a waiver of this Code for a Director would be in the best interest of the Company, it must be approved by the Audit Committee and the Board of Directors.

There may be situations in which a Director/Members of Senior Management would be in breach of his/her duty of confidentiality to another entity were he/she to disclose a conflict of interest to the Board/ Audit Committee of the Company. In such a situation, it shall be sufficient for the Director/Members of Senior Management concerned to abstain from any participation in the matter concerned, without disclosing the nature of the conflict.

For this purpose "Senior Management" shall mean members of management Two level below the Managing director irrespective of designations and shall include all functional heads.

For Indian Infotech and Software Limited

**Sd/-
Kamal Nayan Sharma,
Managing Director**