



CODE OF CONDUCT & ETHICS

FOR

**DIRECTORS &
SENIOR MANAGEMENT**

I. Preface:

Over the years, the Company conducted its business with very high ethical and moral standards. This has resulted in gaining reputation as a professionally managed company by all its stakeholders. As the Company grows and expands its wings globally, it is extremely important to continue to exhibit high levels of ethical standards and professional behavior in everything that the Company does.

This Model Code of Conduct for Directors & Senior Management personnel is a guide to help Senior Management team & Directors on the Board of MosChip Semiconductor Technology Limited and its Wholly Owned Subsidiary i.e., MosChip Semiconductor Technology, USA, live up to MosChip's high ethical standards and their own. Though it summarizes many of the laws that MosChip, as a Company is required to follow, it also goes beyond the legal minimums by describing the ethical values we share at MosChip.

The rules and principles set forth in this Code are general in nature and the compliance with the Code shall be ensured read with other applicable policies and procedures of the Company. The Directors and Senior Management personnel may contact the Compliance-Officer for assistance in interpreting the requirements of this Code.

The Board of Directors of the Company at its meeting held on 20th of December 2005 has adopted this Code of Conduct and Ethics as a testimony of its commitment to adhere to the standards of loyalty, honesty, integrity and the avoidance of conflicts of interest.

This model code of conduct shall be reviewed by the Board from time to time to keep in pace with the regulatory environment and any amendments

to this Code, shall be approved by the Board of Directors.

II. Applicability:

The Directors both executive and non executive, are obliged to carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies and procedures. The Board of Directors of the Company is entrusted with the fiduciary responsibility of oversight of the affairs of the Company. As Directors of the Company, they have a duty to make decisions and implement policies in the best interests of the Company and its stakeholders.

This code of conduct is applicable to a) The Directors, both executive and non-executive Directors b) Senior Management team comprising of members of Management one level below the Executive Directors, including all functional heads.

III. Honest & Ethical Conduct:

The Directors & Senior Management personnel are required to act in accordance with the highest standards of personal and professional integrity, honestly, ethical and legal conduct, when acting on behalf of the Company or in connection with the Company's business or operations and at social events.

An honest conduct is considered as such when a conduct is free from fraud or deception. We consider ethical conduct to be conduct conforming to the accepted professional standards of conduct and include ethical handling of actual or apparent conflicts of interests between personal and professional relationships.

The Directors and the Senior Management personnel shall

- Act honestly, fairly, ethically, with integrity and loyalty and conduct themselves in a professional, courteous and respectful manner;
- Act in the best interests of the Company and in a manner to enhance and maintain the reputation of the Company, and fulfill their fiduciary duties to the Stakeholders of the Company;
- Act in good faith, with responsibility, due care, competence, diligence and Independence;
- Treat their colleagues and other associates of the Company with dignity and shall not harass any of them in any manner.

IV. Conflict of Interest:

General Guidance:

The Directors and senior management personnel are expected to avoid and disclose any activity or association that creates or appears to create a conflict between the personal interests and the Company's business interests. A Conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect the independent and sound judgment on behalf of the Company. General guidelines to better understand several of the most common examples of situations that may cause a conflict of interest are listed below. Directors & the Senior management personnel are required to disclose to the Board any

situation that may be, or appear to be, a conflict of interest. When in doubt, Disclose.

a. Outside Employment:

Executives Directors and Senior Management personnel shall not work for or receive payments for services from any competitor, customer, distributor or supplier of MosChip without approval of the Board. Any outside activity must be strictly separated from MosChip employment and should not harm job performance at MosChip. The Executive

Directors and the Senior Management personnel shall devote themselves exclusively to the business of the Company and shall not accept any other work or assignment (part time or otherwise) without the prior approval of Board of Directors and CEO/Managing Director respectively.

a. Board Memberships:

The Directors of the Company Serving on the Board of Directors or a similar body for an outside company or government agency requires notification to the Board immediately. This will be discussed at the next Board Meeting. Acceptance of Directorship on the Boards of other Companies, which compete, with the Company amounts to conflict of interest. Helping the community by serving on Boards of nonprofit or welfare organizations is encouraged, and does not require prior approval.

c. Family Members and Close Personal Relationships:

Directors and Senior Management personnel shall not use personal influence to make the Company do business with a company/institution in which his or her relatives are interested. As a general rule, Directors and Senior Management personnel shall avoid conducting Company's business with a relative or with an entity in which a relative is associated in any significant role. In case of conflicts, disclosure shall be made to the

Board of Directors and a prior approval shall be obtained. Here the term relative means a person as defined under Section 6 the Companies Act, 1956 and as incorporated in a statement attached to this as **Annexure – I**.

d. Gifts : (Gifts are not always physical objects—they might also be services, favors or other items of value.)

The Directors and Senior Management personnel shall not accept lavish gifts or gratuities or any offer, payment, promise to pay, or authorization to pay any money, or anything of value that could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity. Gift items of nominal value, such as small promotional items bearing another company's name, business meals, gifts received because of personal relationships and not because of official position, mementos received because of attending a widely held gatherings as panelist /speaker and other customary gifts are allowed.

Gifts on behalf of the Company - Some business situations call for giving gifts. These gifts shall be legal, reasonable. Directors and senior Management personnel shall not pay bribes. It is understood that gift-giving practices vary among cultures and countries. Directors and Senior Management personnel shall not provide any gift if law or the policy of the recipient's organization prohibits it. For example, the associates of many government entities around the world are prohibited from accepting gifts. If in doubt, check it.

e. Investments:

Directors and Senior Management personnel may not allow their investments to influence, or appear to influence, their independent judgment on behalf of the Company. This could happen in many ways, but it is most likely to create the appearance of a conflict of interest if a Director or Senior Manager has a significant investment in a competitor, supplier, customer, or distributor and

his decisions may have a business impact on this outside party. The Directors and Senior Management personnel shall seek prior consent of the Board before making any investments more than 15% of the paid up capital of the other entity.

f. Diversion of Business:

Directors and Senior Management personnel shall not divert business opportunities of the Company, by exploiting for their own personal gain, business opportunities that are discovered through the use of corporate propriety information or position. However the Directors and Senior Management personnel can pursue such business opportunities once they are fully disclosed to the company and the company declined to pursue such opportunities.

g. Use of Company's assets:

The assets of the Company shall be used for legitimate business purposes and shall not be used for personal purposes. Incidental personal use, if reasonable does not amount to violation of the code.

h. Others:

It would be impracticable to attempt to list all possible conflict of interest's situations and it is possible that other such situations, which are not enumerated above, may arise. All such situations, which arise any questions or doubts, may please be brought to the notice of the Board for appropriate decision.

V. Legal Compliance:

It is the general obligation of the Directors to conduct the business and operations of the Company in accordance of the laws, rules regulations, agreements, guidelines; standards including accounting standards governing its

operations in the geographies the Company operate. The Directors and Senior Management personnel shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently. The Directors and Senior Management personnel shall also comply with the internal policies and procedures of the Company to the extent applicable to them including but not limited to compliance with Prohibition of Insider Trading policy of the Company.

VI. Corporate Disclosure Policy:

It is the Company's policy to ensure continuous, timely and adequate disclosure of Company's information. The Company is committed to full, fair, accurate, timely and understandable disclosure in reports and documents it files with or submits to the regulatory authorities and in other public communications. The Directors and Senior Management personnel shall provide only public information to the analyst/research person/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest. The Directors and Senior Management personnel must maintain the confidentiality of information relating to the affairs of the Company until and unless authorized or legally required to disclose such information; and shall not use confidential information for their personal advantage.

VII. Competition and Fair Dealing:

The Directors and Senior Management personnel are obligated to deal fairly and honestly with each other, the Company's associates and with the Company's customers, suppliers, competitors

and other third parties. Directors and Senior Management personnel shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice. The Company is committed to free and open competition in the marketplace. Directors and Senior Management personnel shall avoid actions that could reasonably be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices.

VIII. Compliance of Code of Conduct:

It is the duty and obligation of every Director and Senior Management person to comply with this code of conduct and he/she shall acknowledge and affirm ongoing compliance with the code on an annual basis. Any violation of the code shall be reported to the Chairman of the Board and to the Compliance Officer of the Company. This code of conduct shall be posted on the website of the Company.

IX. Waivers:

Any waiver of any provisions of this Code of Conduct and Ethics for the persons it applies shall be approved in writing by the Company's Board of Directors and promptly disclosed.

X Disciplinary Actions:

The matters covered in this Code of Conduct and Ethics are of paramount importance to the Company and its Stock Holders and are vital to

the company's ability to conduct its business in accordance with its laid down values. It is expected that all persons to whom this code of

The Company will take appropriate action against any person who found to violate the provisions of this Code. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Besides where the Company has suffered a loss, it may pursue its remedies available against the person (s) responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

conduct and ethics applies to comply with the provisions of the code in carrying out their duties for the company.

XI. Acknowledgement:

The Directors and Senior Management personnel shall read and fully understand this code of conduct and comply with the policies procedures and principles contained therein and shall furnish an acknowledgement in the format attached to this as **Annexure-II**.