



PALRED TECHNOLOGIES LIMITED

Date:

Dear

Re: Appointment to the Board of Directors as Independent Director.

On behalf of Palred Technologies Limited (the "Company") , I am pleased to inform you that the shareholders of the Company have approved your appointment as an Independent Director of the Company's Board of Directors (the "Board") at theAnnual General Meeting of the Company held onpursuant to provisions of the Companies Act 2013 and Listing Agreement.

1) Appointment

Your Appointment as Independent Director will be till, unless prematurely concluded by mutual consent or otherwise as provided hereinafter. Your service on the Board will be in accordance with and is subject to Company's Memorandum and Articles of Association and applicable Company Law provisions and Listing Agreement.

In addition you may be nominated for any other committees of the Board from time to time.

2) Terms and Conditions of Appointment

Your appointment is subject to the following:

- a) During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149 (7) of the Companies Act, 2013("Act") stating that you meet the criteria of Independence.
- b) The number of companies in which you hold office as a Director or a chairman or committee member will not exceed the limit stipulated under the Act and the Listing Agreement.
- c) You will ensure that you do not get disqualified to act as a Director pursuant to the provisions of Section 164 of the Act.



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d) You will ensure compliance with other provisions of the Act and the listing Agreement as applicable to you as an Independent Director.

3) Code of Conduct and Duties and Responsibilities

1. You will abide by the Palred Code of Conduct of Board of Directors and Senior Management Personnel to the extent applicable to an Independent Director of the Company as set out separately in **Annexure-1**.
2. You will abide by the guidelines of professional conduct, role, function and duties as an Independent Directors provided in Schedule IV of the Companies Act, 2013, as set out at **Annexure-2** hereto.
3. You will not hold office as a Director or any other office in a competing firm/entity.
4. You are expected to stay updated on how best to discharge your roles, responsibilities, and duties and liabilities, as an Independent Director of the Company under applicable law, including keeping abreast of current changes and trends in economic, political, social, financial, legal and corporate governance practices.
5. You are expected to:
 - (i) take decisions objectively and solely in the interests of the Company;
 - (ii) facilitate Company's adherence to high standards of ethics and corporate behavior;
 - (iii) guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
 - (iv) guide the Board in monitoring and managing potential conflicts of interest of Management, Board Members and Stakeholders, including misuse of corporate assets and abuse in related party transactions;
 - (v) guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.



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4) Conflict of Interests

You are required to declare any conflicts that are apparent at present. In the event that you become aware of any potential conflict of interest or of not meeting the requirements of Independent Director, you are required to disclose the same to the Chairman of the (“Company”) and Company Secretary as soon as you become aware of the same.

The Board of Directors of the Company has determined you to be independent in terms of “Independence” requirements as stipulated by the Act, Listing Agreement with Stock Exchanges

If circumstances change in any way which may affect your status as an Independent Director, you must immediately disclose this to the Board.

5) Performance Evaluation

Your reappointment or extension of term and your remuneration will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to a performance evaluation carried out by the Board.

6) Remuneration

1. Your annual remuneration will be as under:
 - (a) sitting fees for attending each meeting of the Board and its Committees as may be determined by the Board from time to time, and
2. You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.
3. Pursuant to applicable law, you will not be entitled to any stock options.



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7) Training

You will be entitled to the benefit of a training program to familiarize yourself with the business and affairs of the Company, growth plans, the peculiarities of the industry in which the Company operates its goals and expectations and long term plans and objectives.

8) Insider Trading Rules

As a Director of the Company, you will be considered as an “officer” and an “Insider” under Insider Trading Regulations. Any trade of Palred Stock by you and your relatives will be subject to appropriate statutory Disclosures and will require prior approvals in accordance with the regulations.

9) Extension of Existing Term

Upon the expiry of your present term and subject to your eligibility under the relevant provisions of the Act, Rules, Listing Agreement and other applicable laws, as prevailing from time to time, the Board may, at its discretion, recommend to the shareholders a renewal of your existing term for such period as it may deem fit and proper, in the interest of the Company.

10) Premature conclusion of term of appointment:

Your existing term of appointment would stand terminated and concluded on the occurrence of events specified hereunder:

- a. Upon either party deciding to prematurely conclude the existing term of appointment, the party deciding to so conclude the existing term of appointment would serve a reasonable written notice on the other
- b. breach of provisions of Companies Act, Listing Agreement or any other laws as may be applicable, triggering disqualification of your being a Director.

11) Confidentiality

You will have access to confidential information, whether or not the information is marked or designated as “confidential” or “proprietary”, relating to the Company and its business including legal, financial, technical, commercial, marketing and business related records, data, documents, reports, etc., client information, intellectual property rights (including trade secrets), (**“Confidential Information”**).



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All information Acquired during your appointment is confidential to the Company and you are requested not to release any non-public information, either during your appointment or following separation (by whatever means), to third parties without prior clearances of the Chairman.

If any Confidential Information is required to be disclosed by you in response to any summons or in connection with any litigation, or in order to comply with any applicable law, order, regulation or ruling, then any such disclosure should be, to the extent possible, with the prior consent of the Board.

The letter constitutes the entire terms and conditions of your appointment and no waiver or modification thereof shall be valid unless it is in writing and signed by the parties hereto.

We look forward for your continued presence on the Board and your continued participation at the meetings of the Board and Committee(s).

Please sign both copies and return one copy to us and retain one copy of this letter for your records

Chairman and Managing Director
Palred Technologies Limited

I confirm and agree to the terms of my appointment as an Independent Director of Palred Technologies Limited as set out in this letter.

Name of the Director

Signature

Date:

Place:

Enclosure:

Annexure I- Palred Code of Conduct of Board of Directors and Senior Management Personnel
Annexure II – Director’s duties and obligations to Board



PALRED TECHNOLOGIES LIMITED

CODE OF CONDUCT FOR DIRECTORS, SENIOR EXECUTIVE AND FINANCIAL OFFICERS

I. Purpose of Code of Conduct

The purpose of this Code of Conduct (“Code”) is:

1. To deter wrong doing and promote the honest and ethical business conduct of our Directors, Senior Executive and Financial Officers (described below), including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. To promote full, fair, accurate, timely and understandable disclosure in periodic reports and documents filed with, or submitted to, The Securities and Exchange Board of India (“SEBI”) by PALRED TECHNOLOGIES LIMITED;
3. To promote compliance with all applicable law, rules and regulations that apply to the Company and its officers;
4. To provide for the prompt internal reporting to an appropriate person of violations of this Code; and
5. To ensure accountability for adherence to this Code.

References in this Code to the Company mean PALRED TECHNOLOGIES LIMITED or any of its direct or indirect subsidiaries. References to Compliance Officer and to the Managing Director mean the Compliance Officer i.e., Company Secretary and the Managing Director of PALRED TECHNOLOGIES LIMITED.

II. Introduction

This Code is applicable to the Company’s Managing Director, Chief Financial Officer, Company Secretary, Chief Operating Officers , Compliance Officer, All professionals serving the roles of technical, finance, tax, accounting, purchase, treasury, internal audit and investor relations (or any persons performing similar functions, together, the “Senior Executive and Financial Officers”). Further, this includes all disclosure committee members, all members of the senior management, the members of the audit committee, and members of the board of PALRED TECHNOLOGIES .

While we expect honest and ethical conduct in all aspects of our business from all of our employees, we expect the highest possible honest and ethical conduct from our Senior Executive and Financial Officers. As a Senior Executive or Financial Officer, you are an example for other employees and we expect you to foster a culture of transparency, integrity and honesty. Compliance with this Code is a condition to your employment and any violations of the Code may result in disciplinary action, up to and including termination of your employment.



Waivers or amendments, if any, of this Code may be made only by the Board and will be disclosed in accordance with applicable law and stock exchange rules. Officers should sign the acknowledgment form at the last page and return the same signed to HR department indicating that they received, read and understood, and agree to comply with the Code. Annually all officers, will be asked to sign an acknowledgment indicating their continued understanding of the Code. All such waivers and amendments of any provision of this code shall be promptly disclosed in Company's website and in applicable filings, together with details about nature of amendment or waiver.

III. Conflicts of interest

A conflict of interest occurs when your private interests (financial or other) interfere, or even appear to interfere, in any way, with the interests of the Company as a whole. Conflicts of interest can also arise when you take actions or have interests, or a member of your family has interests, that may make it difficult for you to perform your duties to the Company objectively and effectively. When a potential conflict of interest arises, it is important that you act with great care to avoid even the appearance that your actions were not in the best interest of the Company.

Conflicts of interest may not always be clear-cut. If you have a question, you should consult with Head- Finance & Accounts. If you become aware of an actual, potential or apparent conflict of interest, you should bring it to the attention of the Head- Finance & Accounts (or, if it involves the Head- Finance & Accounts, the Managing Director).

Although we cannot list every conceivable conflict, following are some common examples that illustrate actual or apparent conflicts of interest that should be avoided:

A. Improper personal benefits

Conflicts of interest arise when an officer or a member of his or her family receives improper personal benefits from the Company or from other parties as a result of his or her position in the Company. You may not accept any benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedure, including any Company loans or guarantees of your personal obligations or those of a family member.

Neither you nor any person with whom you have a close personal relationship may accept gifts or anything of value (including entertainment) from a vendor or customer if that gift or other thing of value is, or could reasonably be considered to be, intended to influence your behavior toward that vendor or customer. Absent such circumstances, gifts may be accepted when permitted by applicable law if they are non-cash gifts of nominal value (Rs. 5,000/- or less, individually or in the aggregate) or customary and reasonable meals and entertainment at which the giver is present,



such as an occasional business meal or sporting event. Travel or lodging may not be accepted unless previously approved by the Head- Finance & Accounts.

If you are offered money or a gift not in conformity with the exceptions noted above, or if either arrives at your office or home, you must report it to your supervisor in writing with a copy to the Head - Finance & Accounts. Please refer to Company's Code of Business Conduct Gift Policy in this regard.

B. Financial interests in other businesses

You should avoid having an ownership interest in any other enterprise if that interest compromises or appears to compromise your loyalty to the Company. For example, you may not own an interest in a company that competes with the Company or that does business with the Company (such as a supplier) unless you obtain the written approval of the Head- Finance & Accounts before making any such investment. Any such approval would be given only in accordance with policies established by the Board and after review by the Board. However, it is not typically considered, and the Company does not consider it, a conflict of interest (and therefore prior written approval is not required) to make investments in competitors, customers or suppliers that are listed on a national or international securities exchange so long as the total value of the investment is less than one percent of the outstanding stock of the corporation and the amount of the investment is not so significant that it would affect your business judgment on behalf of the Company.

C. Business arrangements with the company

Without the prior written approval of the Head- Finance & Accounts (or, with respect to the Head- Finance & Accounts, written approval of the Managing Director), you may not participate in a joint venture, partnership or other business arrangement with the Company. In general, such business arrangements are disfavored, and any such approval would be given only in accordance with policies established by the Board and after review by the Board.

D. Corporate opportunities

If you learn of a business or investment opportunity through the use of corporate property or information or your position at the Company, such as from a competitor or actual or potential supplier or business associate of the Company (including a principal, officer, director or employee of any of the above), you may not participate in the business or make the investment without the prior written approval of the Head- Finance & Accounts (or, with respect to the Head- Finance & Accounts, written approval of the Managing Director). Such an opportunity should be considered an investment opportunity for the Company in the first instance, and any such approval would be given only in accordance with policies established by the Board and after review by the Board.



E. Outside employment or activities with a competitor

Simultaneous employment with or serving as a consultant to or director of a competitor of the Company is strictly prohibited, as is any activity that is intended to or that you should reasonably expect to advance a competitor's interests at the expense of the Company's interests. You may not market products or services in competition with the Company's current or potential business activities. It is your responsibility to consult with the Managing Director to determine whether a

planned activity will compete with any of the Company's business activities before you pursue the activity in question.

F. Outside employment with a customer or supplier

Without the prior written approval of the Head- Finance & Accounts (or, with respect to the Head- Finance & Accounts, written approval of the Managing Director), you may not be a supplier or be employed by, serve as a consultant to or director of or represent a customer or supplier to the Company, or anyone else who does, or seeks to do, business with the Company (other than as a retail customer). Without the prior written approval of the Head- Finance & Accounts (or, with respect to the Head- Finance & Accounts, written approval of the Managing Director), you may not accept money or benefits of any kind from a third party as compensation or payment for any advice or services that you may provide to a customer, supplier or anyone else in connection with its business with the Company.

G. Family members working in the industry

As a general rule, Officers should avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouse, siblings children, parents, grandparents, grandchildren, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws or someone else with whom you have a familial relationship is a competitor or supplier of the Company or is employed by one, you must disclose the situation to the Head- Finance & Accounts (or, with respect to the Head- Finance & Accounts, to the Managing Director) so that the Company may assess the nature and extent of any concern and how it can be resolved. You must carefully guard against inadvertently disclosing company confidential information and being involved in decisions on behalf of the Company that involve the other enterprise.

If you have any doubt as to whether or not conduct or a relationship would be considered an actual or apparent conflict of interest or could be expected to give rise to such a conflict, you should consult with the Head- Finance & Accounts.



IV. Accurate periodic reports and other public communications

As you are aware, full, fair, accurate, timely and understandable disclosure in our periodic reports and other documents filed with, or submitted to, the SEBI and in our other public communications is required by SEBI Guidelines and is essential to our continued success. Please exercise the highest standard of care in preparing and reviewing such materials. We have established the following guidelines in order to ensure the quality of our periodic reports and other such documents.

- All Company accounting records, as well as reports produced from those records, must be kept and presented in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses.
- The Company's accounting records must not contain any false or intentionally misleading entries.
- No transaction may be intentionally misclassified as to accounts, departments or accounting periods or in any other manner.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information may be concealed from the internal auditors or the independent auditors.
- Compliance with Generally Accepted Accounting Principles and the Company's system of internal accounting controls is required at all times.

V. Compliance with Laws and this Code

You are expected to comply with both the letter and spirit of all applicable governmental laws, rules and regulations and this Code, and to promptly report any suspected violations of applicable governmental laws, rules and regulations or this Code to the Head- Finance & Accounts, the Managing Director or the Chairperson of the Audit Committee of the Board of Directors. No one will be subject to retaliation because of a good faith report of a suspected violation. If you fail to comply with this Code or any applicable laws, rules or regulations, you may be subject to disciplinary measures, up to and including termination of your employment.

Vi. SHARE HOLDING:

All Directors/Promoters/Designated Employees shall make the following disclosures of shares and other securities held in the Company by them and their dependent family members, to the Compliance Officer/Company Secretary:



- Initial disclosure of number of shares and other securities.
- Annual disclosure of number of shares and other securities held as on 31st March, including details of purchase / sale of shares and other securities during the financial year. This disclosure shall be made within 30 days from the close of each financial year.
- Changes in shareholding, when such change exceeds Rs.5 Lakhs in value or 25,000 shares or 1% of total share holding or voting rights, whichever is lower trade. This disclosure shall be made within 4 working days of such change.
- Disclosure shall also be made of the number of shares and other securities held, upon becoming a Designated Employee, at any point of time. This disclosure shall be made within 4 working days of becoming a Designated Employee.

'Dependent family members' for this purpose means dependent parents, dependent children under the age of 21 years, dependent spouse and any other person(s) dependent on the Designated Employee.

PRE-CLEARANCE OF TRADES:

All Directors/Promoters/Designated Employees dealing in the shares and other securities of the Company are forbidden to do so, unless they obtain pre clearance of all the trades in the shares and other securities of the Company, being done by them or their dependent family members from the Compliance Officer, in the following situations:

- During the closure of Trading window
- When he is in possession of any Price-Sensitive Information
- When the total amount of trade exceeds 25,000 shares/day or 1% of the equity share Capital.

Procedure for Pre-Clearance:

All Directors/Promoters/Designated Employees required obtaining Pre-clearance of trades in the shares and other securities of the Company shall make an application in the form of a letter with the following details:

- Total amount of shares intended to be bought/sold
- Details of the demat Account



- Reason for such trade

In addition to the above details the applicant shall also undertake the following:

- That he is not in possession of any Price Sensitive Information.
- That he has not contravened any provisions of this Code of Conduct
- That he has made full and true disclosure.

Authority to issue Pre-Clearance:

The authority to issue Pre-Clearance shall be the Compliance Officer/Company Secretary of the Company, from time to time. The Compliance Officer/Company Secretary shall process all the application within 2 days and shall specify the time with in which the applicant shall execute the trade.

In case of any exceptional/extraordinary situation as perceived by the Compliance Officer/Company Secretary, the application for Pre-Clearance shall be placed before the Board, and the Compliance Officer/Company secretary shall issue pre-clearance only after the approval of the Board.

Scope

This Code supplements, and does not supercede, change or alter, the existing Company policies and procedures already in place, as stated in the Company's Code of Business Conduct & Conduct and communicated to all Company employees and directors.

No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's Senior Executive and Financial Officers in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, supplier, competitor, shareholder or any other person or entity.



Palred Technologies Limited

Fair Dealing

We have a history of succeeding through honest business competition. We do not seek competitive advantages through illegal or unethical business practices. Each employee, officer and director should endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

Acknowledgment Form

I have received and read the Code of Conduct for Senior Executive and Financial Officers, and I understand its contents. I agree to comply fully with the standards contained in the Code of Conduct and the Company's related policies and procedures. I understand that I have an obligation, as described above, to report any suspected violations of the Code of Conduct.



Form for Application for Pre-clearance

(For use by Designated Employees and their immediate relatives in case of trading in the securities of Company – 2000 shares or Rs. 1 lakhs per transaction, whichever is higher, of the Company)

To, The Compliance Officer,
Palred Technologies Limited

Dear Sir,

I am desirous of trading in the below-mentioned securities of the Company in my own name or on behalf of my immediate relatives (write name of relative and relationship) and seek your approval as under:

Type of Security	No. of Securities	Market Price	Mode of acquisition Purchase/ Sale- physical/ Demat/ other	Date by which trade is proposed to be executed	Folio No./ DP ID No./Client ID No. along with the name of depository	Present Holding (No. of Shares)	
						Physical	Demat

In relation to the above, I undertake that:

- I have no access to nor am I in possession of any unpublished price sensitive information at the time of signing this undertaking.
- In case, I get access to or receive any “Price Sensitive Information” after signing this application but before the execution of the transaction, I shall inform you of the change in position and shall refrain from trading in shares till such information is made public.
- I have not contravened the Company’s Code of Conduct for Regulating & Reporting Trading by Insiders and for Fair Disclosure, 2015 as notified by the company from time to time.
- In case the traded value exceeds Rs. 10 lakh or any such other value as may be specified, disclosures required under the Code of Conduct will be immediately furnished by me.
- I have made full and true disclosure in this application.

Signature:

Place:

Name:

Designation:

Department:



Approval / Rejection of Pre- Clearance

Date:

To,

Name:

Designation:

Dear Sir / Madam,

With reference to your Application cum Undertaking for Pre-clearance dated _____, we would like to inform you that your application to purchase / sale _____ equity shares of the Company is hereby approved / rejected. Now, you can execute your trade within 7 trading days i.e. _____. Further, you are required to submit a report your trade details within two trading days from trade. Or In case, no trade was executed, you are required to submit a 'Nil' report.

In case, you do not execute a trade before _____, you shall submit a fresh pre-clearance application before executing any transaction in the Securities of the Company.

Thanking you,

Yours faithfully,
For Palred Technologies Limited

Compliance Officer



Annexure "C"

Reporting of Trade / Transaction

To,
The Compliance Officer,
Palred Technologies Limited

Dear Sir / Madam,

According to approval of pre-clearance dated _____, I have executed a trade / transaction on _____ (date). The detail of said trade / transaction is as under:

Name of holder	No. of Securities purchased / sold	Average Gross Price per Securities (in Rs.)	DP ID & Client ID / Folio No.

Further I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct has been violated while executing aforesaid trade / transaction.

I also declare that I have complied with the requirements of minimum period of 6 months for entering into an opposite transactions in respect of said Securities.

Or

According to approval of pre-clearance dated _____, I have not executed a trade / transaction due to _____ (reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in Securities of the Company.

Signature: _____

Name:

Designation:



Annexure II

Note on Director's duties and obligations to Board

1. Duties of Director in General – Section 166

This section lists down the duties as follows:

- (1) shall act in accordance with the articles of the company.
- (2) shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- (3) shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (4) shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (5) shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- (6) shall not assign his office and any assignment so made shall be void.

2. Duties, Rights and roles of Independent Directors

In addition to above and as per Section 149(8), Independent Directors shall comply with a code of Conduct which prescribes the professional conduct, roles and functions and duties of Independent Directors as per Schedule IV of the Companies Act, 2013 as hereunder:



Guidelines of professional conduct, Role, Function and Duties as an Independent Director
(As provided in Schedule IV of the Companies Act, 2013)

Guidelines for Professional conduct:

1. To uphold ethical standards of integrity and probity;
2. To act objectively and constructively while exercising your duties;
3. To exercise their responsibilities in a bona fide manner in the interest of the Company;
4. To devote sufficient time and attention towards your professional obligations for informed and balanced decision making;
5. To not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. To not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. To refrain from any action that would lead to loss of their independence;
8. where circumstances arise which make an independent Director lose his independence, the independent Director must immediately inform the Board accordingly;
9. To assist the Company in implementing the best corporate governance practices.

Role and functions:

1. Assist in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.



2. Bring an objective view in the evaluation of the performance of Board and management.
3. Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
4. Satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.
5. Safeguard the interests of all stakeholders, particularly the minority shareholders.
6. Balance the conflicting interest of the stakeholders.
7. Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management.

Duties:

1. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
2. Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company.
3. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company.
4. Strive to attend all meetings of the Board including a Separate meeting of the independent director and of the Board committees of which you are a member.
5. Participate constructively and actively in the committees of the Board in which you are chairperson or member.
6. Strive to attend the general meetings of the Company.
7. Where you have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that your concerns are recorded in the minutes of the Board meeting.
8. Keep yourself well informed about the Company and the external environment in which it operates.



9. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
10. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the Company.
11. Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
12. Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
13. Acting within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.
14. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.