Date:

To,
Name of Director
Residential Address

Dear Sir / Madam,

Subject: Appointment as an Independent Director

It gives me immense pleasure to inform you on behalf of the Board of Directors that the members of Pratibha Syntex Limited ("the Company") in its meeting held on __________, on the recommendation of Board of Directors and the Human Resource Nomination and Remuneration Committee, have appointed you as an Independent Director. This Letter of Appointment sets out the terms and conditions covering your appointment, which are as follows:

1. **Term of office**

a. In accordance with the provisions of the Companies Act, 2013 and rules thereof (hereinafter referred to as 'the Act'), your appointment as an Independent Director is for a term of ____ (____) consecutive years upto _____.

b. The Company is at liberty to disengage Independent Director before the expiry of term of office, subject to compliance of relevant provisions of the Act.

2. **Committees of Board**

a. You are a Member / Chairman of the __________________________ Committees of the Board of Directors. The terms of reference of the Committees of which you are a Member / Chairman have been communicated to you and noted by you.

b. The Board of Directors may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations.

3. **Role and Duties**
Your role and duties will be those as specified for an Independent Director under the Act. The same are set out in detail in the Code of Conduct for Board of Directors and Senior Management of the Company. A copy of this Code is attached as **Annexure.**

You shall completely abide by this Code during your term as an Independent Director and you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective guidance in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance.

PRATIBHA

4. Time Commitment

In performance of your role and duties effectively, as set out at 3 above, you will be expected to attend Board and Committee Meetings to which you are or you may be appointed and Shareholders' meetings and to devote such time as may be appropriate. You will be given adequate advance notice of the dates of the Board, Committee and General Meetings. By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

5. Remuneration

You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board from time to time. Payment of sitting fees shall at all times be subject to the provisions of the Companies Act, 2013 and Rules thereunder and such amendments, as may be made thereto from time to time and other Acts and Rules as may be applicable.

6. Reimbursement of Expenses

In addition to the remuneration described in 5 above, the Company will for the period of your appointment, reimburse you for travel, hotel and other incidental expenses incurred by you in the performance of your role and duty.

7. Other Directorship and business interest

It is acknowledged that you may have other directorship and business interests other than those of the Company. In the event that your circumstances seem likely to change and might give rise to a conflict of interest, not declared so far, these should be disclosed to both the Chairman and the Company Secretary.

8. Confidentiality

All information of the Company acquired during your appointment is confidential and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman unless required by law or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

9. Directors and Officers (D and O) insurance

The Company maintains a Directors and Officers insurance policy (D & O Policy) to pay personal liability of directors and officers for the claims made against them while serving on the Board and / or as on officer of the Company. The details of said policy will be informed you. Further you will be kept informed of any changes in the said Policy.

10. Induction

The management will be organizing a suitable training programme for Independent Directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc. The dates of the training programme will be intimated to you sufficiently in advance.

11. Evaluation Mechanism

Your performance evaluation will be done on an annual basis by the Human Resource Nomination and Remuneration Committee as well as by the Board of Directors. Continuation or extension of your term of appointment will be based on the report of performance evaluation.

12. Termination

You may resign as a Director at any time in the manner as provided under the Act. Your appointment may also be terminated in accordance with the provisions of the Act.

13. Governing Law

This Letter is governed by and will be interpreted in accordance with Indian Law and your engagement shall be subject to the jurisdiction of the Indian courts.

This letter shall not constitute a contract of employment.

The aforesaid terms and conditions of your appointment may be varied from time to time in accordance with amendments to the Act, and any other applicable legislations, if any.

Please confirm your agreement to the above by signing and returning to us the enclosed duplicate copy of this letter.

Thanking you,
Yours sincerely,

For **Pratibha Syntex Limited**

Chairman and Managing Director

Encl.: As above.

PRATIBHA SYNTEX LIMITED

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

Policy Objective: The purpose of this policy is to lay down a Code of Conduct to be followed by the Board of Directors, the Senior Management Personnel of the Company.

Introduction

The Code of Conduct outlines the responsibility of Director/Senior Management Personnel to the Company and amongst other things establishes procedures for dealing with any potential conflict of interest which may arise between the responsibilities of a Director / Senior Management Personnel and any other outside interest which he/she or a connected Person may have. The Code is not a full statement of the obligations of a Director / Senior Management Personnel arising from his/ her relationship with the Company. It is the responsibility of each Director / Senior Management Personnel to ensure that all of these activities, whether covered specifically or otherwise in these documents, are governed by the ethical and legal considerations implicit in these procedures.

The Directors of "**PRATIBHA SYNTEX LIMITED**" ("Company") adopt this Code of Conduct (the "Directors' / Senior Management Personnel's Code") to assist directors / Senior Management Personnel in fulfilling their duties towards the Company. The directors are entrusted with the responsibility to oversee the management of the business and affairs of the Company. As the Company's policy-makers, the directors set the standard of conduct for all directors, officers, and employees.

"**PRATIBHA SYNTEX LIMITED**" has a long-standing commitment to comply with applicable laws and regulations and to operate in accordance with the highest standards of business conduct.

GUIDELINES FOR CONDUCT

Every Director / Senior Management Personnel shall exercise due care in the performance of his/her duties, remain loyal to the Company, and act in good faith and in a manner that he/she reasonably believes to be in, and not opposed to, the best interests of the Company. A director / Senior Management Personnel shall:

- make reasonable efforts to attend Board / Committee / Management Review Meetings regularly;
- dedicate sufficient time, energy, and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and discussions, thereby reviewing in advance materials shared by the Company, if any, and making reasonable inquiries;
- be aware of and seek to fulfill his or her duties and responsibilities as outlined in the Company's Memorandum & Articles of Association and applicable and updated Corporate Governance guidelines;
- seek to comply with all applicable laws, regulations, confidentiality obligations, and the Policies laid down by the Company;

- ensure that private or personal financial interest doesn't influence his/her decisions and he/she never uses his/her position as a member of the Board / Senior Management Personnel for personal gain of any sort; and
- disclose precisely any direct or indirect pecuniary interest or other interest which is not pecuniary but which could influence judgment or give the impression that the Board member / Senior Management Personnel was/were acting from personal motives.

CORPORATE BUSINESS OPPORTUNITIES

Except as described elsewhere herein, a director / Senior Management Personnel may engage in business so long as he/she does not pre-empt or seize a corporate business opportunity. A corporate business opportunity is:

(1) an opportunity in the Company's line of business or proposed expansion or diversification,

(2) which the Company is financially able to undertake and

(3) which may be of interest to the Company.

A director who learns of such a corporate business opportunity and who wishes to participate in it should disclose the opportunity to the Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in the opportunity, then, and only then, may the director participate in it, provided that the director has not wrongfully utilized the Company's resources in order to acquire the opportunity.

CONFLICTS OF INTEREST

Directors / Senior Management Personnel are expected to dedicate their best efforts to advancing the Company's interests and to make decisions that affect the Company based on the Company's best interests and independent of outside influences.

A conflict of interest occurs when one's private interests interfere in any way, or even appear to interfere with the interests of the Company. A conflict situation can arise when a director / Senior Management Personnel takes actions or has interests that make it difficult to perform his/her duties for the Company objectively and effectively. A Director's / Senior Management Personnel's obligation to conduct the Company's business in honest and ethical manner includes the ethical handling of actual or apparent conflicts of interest between personal and business relationships.

The following are some common examples that illustrate actual or potential conflicts of interest:

- Owning an interest in a company that competes with or does business directly or indirectly with **PRATIBHA SYNTEX LIMITED.**

- Participating in a joint venture, partnership, or other business arrangement directly / indirectly with the Company; and

- Partial or full-time engagement/employment with or serving as a director of a competitor, customer, or supplier of the Company.

A director / Senior Management Personnel who has an actual or potential conflict of interest, including any of the situations described above, must disclose in writing to the Board / to the Chairman / Managing Director / Whole-Time Director:

(1) the existence and nature of the actual or potential conflict of interest and

(2) all facts known to him/her regarding the transaction that may be material to the judgment whether to proceed with the transaction or not. The director / Senior Management Personnel may proceed with the transaction only after receiving approval from the Board / Chairman.

LOANS
A Director / Senior Management Personnel may not obtain any loan from the Company.

GIFTS AND ENTERTAINMENT
When acting on behalf of **PRATIBHA SYNTEX LIMITED**, Directors / Senior Management Personnel should never request gifts, entertainment, or any other business courtesies from people doing business with the Company (including suppliers, customers, competitors, contractors, and consultants).

Unsolicited gifts are permissible if they are customary and commonly accepted business courtesies; not excessive in value; and given and accepted without an express or implied understanding that the Director / Senior Management Personnel is in any way obligated by acceptance of the gift. Meals in the ordinary course of business and infrequent meals and entertainment, such as cultural or sporting events, that are attended by both the Director / Senior Management Personnel and the giver are not considered gifts.

Gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) of any amount are prohibited.

COMPANY PROPERTY
Directors / Senior Management Personnel have the responsibility to safeguard and properly use the Company's assets and resources, as well as assets of other organizations that have been entrusted to the Company. Except as specifically authorized, Company assets, including Company equipment, materials, resources, and proprietary information, must be used for Company business purposes only.

CONFIDENTIAL INFORMATION
Directors / Senior Management Personnel shall maintain the confidentiality of information entrusted to them by the Company. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for personal gain or advantage of Director / Senior Management Personnel or anyone other than the Company.

FAIR DEALING
Directors / Senior Management Personnel shall endeavor to deal fairly with the Company's Customers, Suppliers, Competitors, and Employees and shall never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

COMPLIANCE WITH LAWS AND REGULATIONS
The Company is committed to compliance with all laws, rules, and regulations that govern the conduct of our business. Directors / Senior Management Personnel must ensure compliance with all laws, rules, and regulations governing the business of the Company.

COMPETITION LAWS
While the Company competes vigorously and creatively in its business activities, its efforts in the marketplace must be conducted in accordance with all applicable provisions of the Competition Act and Regulations, as amended from time to time. Directors / Senior Management Personnel shall not engage in any activity in violation of applicable provisions of the Competition Act as amended from time to time.

INTERACTING WITH THE GOVERNMENT
The various branches and levels of government have different laws restricting gifts, including meals, entertainment, and transportation and lodging, that may be provided to Government Officials and Government Employees. Directors / Senior Management Personnel should not offer to or pay for meals, travel, lodging, or any other expenses for Government Officials in connection with the Company or Company business without first consulting with the Legal Counsel.

POLITICAL CONTRIBUTIONS
The Company will not make political contributions from corporate resources to any political party, candidate, or holder of public office, or political committee in violation of the Companies Act, 2013. This includes monetary contributions as well as in-kind contributions (such as the use of corporate property, Personnel services, or facilities).

Directors / Senior Management Personnel shall not cause the Company to make a contribution to any political party or for any political purpose without the prior approval of the Company's Board of Directors. Company Directors / Senior Management Personnel must comply with applicable laws and Company policy with respect to causing the Company to make political contributions. Directors / Senior Management Personnel may not make personal political contributions on behalf of, or in the name of, the Company. Directors / Senior Management Personnel will not be reimbursed or otherwise compensated for any personal political contribution.

NON-COMPLIANCE
Suspected violations of this Code by the senior management should be promptly reported to the HR Head, and violations by the board members to the Chairman & Managing Director. All reported violations would be appropriately investigated. Directors / Senior Management Personnel who violate this Code may be subject to sanctions, up to and including a request to resign as Director or the Board's seeking removal of the Director / Senior Management Personnel, where permitted by applicable law.

Any waiver of the Directors' / Senior Management Personnel's Code shall be approved by the Board of Directors and publicly disclosed as required by law or regulation.

NO RIGHTS CREATED
This Directors' / Senior Management Personnel's Code sets forth guidelines for the conduct of

Directors / Senior Management Personnel. It is not intended to and will not create any rights in favour of any Director, Officer, Employee, Client, Supplier, Competitor, Shareholder, or any other person or entity.

This Code of Conduct is applicable to all Board Members and Senior Management Personnel. Senior Management Personnel means the Person or Personnel of the Company who are members of the Company's Management Team excluding Board of Directors. This would comprise all members of the management one level below the Managing / Executive / Whole-Time Director(s), and includes all the functional heads.

AMENDMENT OF THIS POLICY

The policy will be subject to review and amendment, as and when necessary, to ensure the same remains relevant and aligned with the evolving best practices and regulatory changes. In case of discrepancies in policy and applicable laws, applicable laws will prevail.

AFFIRMATION OF ACCEPTANCE AND ACKNOWLEDGEMENT

The Board Members and the Senior Management personnel are required to sign the acknowledgement form at the end of this Code and to annually submit the form to the Company Secretary of the Company, indicating that they have received, read, understand, and agree to comply with this Code.