

# Betala Global Securities Ltd.

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## CODE OF CONDUCT FOR DIRECTORS OF BETALA GLOBAL SECURITIES LIMITED

The members of the Board of Directors of Betala Global Securities Limited acknowledge and accept the scope and extent of their duties as Directors. They have a responsibility to carry out their duties in an honest and businesslike 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.

They are entrusted with and are responsible for the oversight of the assets and business affairs of Betala Global Securities Limited in an honest, fair, diligent and ethical manner. 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 are expected to adhere to the standards of care, loyalty, good faith and the avoidance of conflicts of interest that follow.

### CODE OF CONDUCT

Board Members will:

- act in the best interests of, and fulfill their fiduciary obligations to the Company;
- conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position; act honestly, fairly, ethically and with integrity;
- will deal fairly with all stakeholders
- comply with all applicable laws, rules and regulations;
- act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- not use the Company's property or position for personal gain;
- will not accept from or give to stakeholders gifts or other benefits not customary in normal circumstances;
- 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;
- 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, except when authorized or legally required to  
disclose such information;  
not use confidential information acquired in the course of their service as Directors 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;

A Director 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 would be in breach of his duty of confidentiality  
to another entity were he to disclose a conflict of interest to the Board of the Company. In  
such a situation, it shall be sufficient for the Director concerned to abstain from any  
participation in the matter concerned, without disclosing the nature of the conflict.

Directors will annually sign a confirmation that they have read, have complied with and will  
continue to comply with this Code.

Submitted, to the Board of Directors of **Betala Global Securities Limited** for their adoption.