Notice of Annual General Meeting

The 26th Annual General Meeting of DHANADA CORPORATION LIMITED will be held on Friday, 14th September 2012 at 4.00 p.m. at Banquet Hall, Solaris Club, 128/2, Mayur Colony, Off. Karve Road, Behind Jog School, Pune – 411029 to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31st March 2012 and the Balance Sheet as on that date together with Report of Directors and Auditors of the Company thereon.
- 2. To appoint a Director in place of Shri. Shreeniwas Gajanan Kale who retires by rotation and being eligible offers him self for reappointment.
- 3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
 - "RESOLVED THAT Shri. Ravindra Sudhakar Golwalkar, a Director liable to retire by rotation, who does not seek re-election, be not re-appointed a Director of the Company.
 - RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled."
- 4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Company's Auditors, M/s. G. K. Chandavarkar and Co., Chartered Accountants, having Firm Registration No. 115924W of Pune, be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be mutually decided by the Board of Directors in negotiation with the said M/s. G. K. Chandavarkar and Co. plus Service Tax as applicable and reimbursement of actual out-of-pocket expenses incurred by them."

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the existing Guidelines on Preferential Issue contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (hereinafter referred to as "the SEBI (ICDR) Regulations, 2009") and other applicable guidelines / regulations issued by the Securities and Exchange Board of India ("SEBI") and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the rules / regulations / guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and subject to all necessary approvals, consents, permissions and / or sanctions of the GOI and any other statutory or regulatory authorities and other applicable laws, and the provisions in the Listing Agreement entered into by the Company with The Bombay Stock Exchange Limited where the shares of the Company are listed and subject to such terms and conditions as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted for the time being, thereof) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue and allot on a preferential basis upto 11,50,000 Equity Shares of the face value Re. 1/- each to Dhanada Holdings Private Limited for cash at a price of Rs. 25.88/- each i.e. the price determined in accordance with SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT for the purpose of determining the issue price of the aforesaid preferential issue, the Relevant Date shall be 14th August 2012.

RESOLVED FURTHER THAT the new Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend.

RESOLVED FURTHER THAT the new Equity Shares and also the entire pre-preferential Equity Shares held, if any, by the proposed allottee shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient in relation to the issue or allotment of aforesaid securities and listing thereof with the Stock Exchanges as appropriate, to act, to make alterations or modifications as per the directions / suggestions, if any, given by the Bombay Stock Exchange Ltd. in this regard including determination of the issue price, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of the issue proceeds, and sign all documents and undertakings as may be required and generally to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company."

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the existing Guidelines on Preferential Issue contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (hereinafter referred to as "the SEBI (ICDR) Regulations, 2009") and other applicable guidelines / regulations issued by the Securities and Exchange Board of India ("SEBI") and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the rules / regulations / guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and subject to all necessary approvals, consents, permissions and / or sanctions of the GOI and any other statutory or regulatory authorities and other applicable laws, and the provisions in the Listing Agreement entered into by the Company with The Bombay Stock Exchange Limited where the shares of the Company are listed and subject to such terms and conditions as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted for the time being, thereof) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue and allot on a preferential basis upto 1,07,50,000 Fully Convertible Equity Share Warrants to Promoters and some selected persons belonging to Non-Promoter Category for cash at a price of Rs. 25.88/- each i.e. the price determined in accordance with SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the relevant date for the purpose of determining the price of the Equity Shares resulting from the exercise of the option under the Equity Share Warrants shall be 14th August 2012.

RESOLVED FURTHER THAT the Fully Convertible Equity Share Warrants shall be issued by the Company on the following terms and conditions:

- i. An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants shall be payable on the date of allotment of the Warrants, which shall be kept by the Company as application money to be adjusted against the price of the Equity Shares payable by the Warrant holder at the time of exercising the option.
- ii. Each Warrant shall be convertible into one Equity Share of Re. 1/- each.
- iii. The option to acquire the Equity Shares shall be exercised by the Warrant holders in one or more tranches within the period of 18 months from the date of allotment of Warrants. However, the Promoters shall not exercise the option of conversion of warrants before 1st April 2013.
- iv. In the event, Warrant holder does not exercise the option under the Equity Share warrants on or before the expiry of 18 months from the date of allotment of Warrants, the Warrants shall lapse and the application money of 25% as indicated in point (i) above shall be forfeited by the Company.
- v. The Warrants and the Equity Shares arising from exercising the option under the Equity Share Warrants shall be subject for a lock-in as prescribed under the SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted as a consequence of exercise of the option under the Equity Share Warrants in the manner aforesaid shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including entitlement to dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient in relation to the issue or allotment of aforesaid securities and listing thereof with the Stock Exchanges as appropriate, to act, to make alterations or modifications as per the directions / suggestions, if any, given by the Bombay Stock Exchange Ltd. in this regard including determination of the issue price, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of the issue proceeds, and sign all documents and undertakings as may be required and generally to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company."

By order of the Board of Directors **DHANADA CORPORATION LIMITED**

Place: Pune

Date: 14th August 2012

Ramesh R. Havele Chairman and Managing Director

NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote at meeting instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
- 2. Members are requested to notify immediately any change in their address to the Company's Registered Office.
- 3. Members kindly note that shares of the Company can be dematerialized at National Securities Depository Ltd. and Central Depository Services Ltd.
- 4. The Registers of the members, Share Transfer Register and shareholders book of the Company will remain closed from 11th September 2012 to 14th September 2012, both days inclusive.
- 5. The relative Explanatory Statement pursuant to section 173(2) of The Companies Act, 1956 in respect of the business under Item Nos. 3 and 5 to 6 above is annexed hereto. The relevant details as required under Regulations of Chapter VII of Preferential Issue of SEBI (ICDR) Regulations, 2009 setting out material facts, are also annexed.
- 6. All documents referred to in the accompanying Notice, the Explanatory Statement and the certificates from M/s. G. K. Chandavarkar & Co., Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made pursuant to Section 81(1A) of The Companies Act, 1956 and in accordance with the prescribed guidelines on preferential issue (issued by SEBI), are available for inspection at the Registered Office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. up to the date of the Annual General Meeting and the same will be available for inspection at the Annual General Meeting.
- 7. Members / Proxies should bring the attendance slip duly filled in for attending the meeting. They should invariably write their Folio No. / DP Identity No. and Client Identity No. in such slip.

Details of the Directors seeking appointment / reappointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement):

Shri. Shreeniwas Gajanan Kale
 Date of Birth: 29th October 1963
 Date of Appointment: 25th October 2005

Nature of experience:

He holds Diploma in Mechanical Engineering and has served Bajaj Auto Limited during 1984 to 1992 in various capacities. During this period he contributed significantly in the field of Quality Management and ISO 9000. He has long experience in the field of marketing of investment instruments and concept of Portfolio Management. He has also provided consultancy to small industries in the field of Quality management. He is actively involved with social and cultural organizations.

Directorship in other Companies:

Dhanada Engineering Private Limited "Dhanada", 16/6, Erandwana Housing Society, Plot No. 8, Patwardhan Baug, Pune – 411004.

Dhanada Education Private Limited "Dhanada", 16/6, Erandwana Housing Society, Plot No. 8, Patwardhan Baug, Pune – 411004.

Committee Position held:

Chairmanship: Remuneration Committee of Dhanada Corporation Ltd.

Membership: Audit Committee of Dhanada Corporation Ltd.

Membership: Shareholders Grievance Committee of Dhanada Corporation Ltd.

Details of shares / other instruments held by the Non-executive Director:

Shri. Shreeniwas Gajanan Kale does not hold any shares in the Company.

Explanatory Statement pursuant to Section 173(2) of The Companies Act, 1956

Item No. 3

In accordance with the provisions of Section 256 of the Act and the Articles of Association of the Company, Shri. Ravindra Sudhakar Golwalkar retires by rotation at the ensuing Annual General Meeting. Shri. Ravindra Sudhakar Golwalkar has not sought re-election. It has been decided by the Board that the vacancy so created on the Board of Directors of the Company should not be filled. The Board recommends the resolution for approval by the Members.

The Board has placed on record its sincere appreciation of the contribution made by Shri. Ravindra Sudhakar Golwalkar to the Company. Shri. Ravindra Sudhakar Golwalkar is interested in the resolution. None of the other Directors of the Company is interested in the resolution.

Item No. 5

The Board of Directors of the Company propose to allot equity shares of the Company to Dhanada Holdings Private Limited on preferential basis.

However, Section 81(1) of the Act inter alia provides that when it is proposed to increase the issued share capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the said section. Nevertheless, Section 81(1A) provides that the further shares may be offered to persons in a manner not laid down in section 81(1) provided the shareholders in general meeting authorise the Company to do so by way of a special resolution.

As the proposed issue is not in accordance with the provisions of Section 81(1), consent of the shareholders is being sought pursuant to Section 81(1A) and other applicable provisions if any, of the Act.

Disclosures as required under the provisions of the SEBI (ICDR) Regulations, 2009.

Objects of the Preferential Issue:

The proceeds of this entire issue will be utilized by the Company for re-payment of loan and working capital augmentation.

Pricing and Relevant Date:

Accordance to SEBI (ICDR) Regulations, 2009, the pricing of the Equity Shares to be allotted on preferential basis shall not be lower than the higher of the following:

- (i) The average of the weekly high and low of the closing prices of the related equity shares quoted on stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the closing prices of the related equity shares quoted on stock exchange during the two weeks preceding the relevant date.

The "Relevant date" means the date thirty days prior to the date on which general meeting of the shareholders is to be held. However, in case relevant date falls on a weekend / holiday, then the previous working day will be reckoned to be the relevant date. As the general meeting of the shareholders in terms of Section 81(1A) of the Act to consider the proposed issue will be held on 14th September 2012, the relevant date falls on 15th August 2012 i.e. a public holiday, hence the Relevant Date for the preferential issue, in relation to the aforesaid Equity Shares, for the purpose of determining the issue price is 14th August 2012.

Intention of the Promoters, Directors or Key Management Personnel to subscribe to the offer:

Dhanada Holdings Private Limited belongs to Promoter Group. No offer is being made to other Promoters, Directors or Key Management Personnel of the Company.

Shareholding Pattern of the Company before and after the preferential issue:

Category of Shareholders	Pre Issue Shareholding		Post Issue Shareholding	
	No. of Shares	%	No. of Shares	%
Promoter's Holding				
Indian Promoter's				
Individuals	2926760	5.23	2926760	5.13
Body Corporate	34046271	60.87	35196271	61.66
TOTAL	36973031	66.10	38123031	66.79
Non Promoter's Holding				
Mutual Funds / UTI	127500	0.23	127500	0.22
Other Corporate Bodies	144749	0.26	144749	0.25
Indian Public	18549369	33.16	18549369	32.50
NIRs / OCBs	113750	0.20	113750	0.20
Clearing Members	25182	0.05	25182	0.04
TOTAL	18960550	33.90	18960550	33.21
GRAND TOTAL	55933581	100.00	57083581	100.00

Time within which the preferential issue shall be completed:

The Equity Shares of the Company will be allotted within fifteen (15) days from the date of the Annual General Meeting i.e. on or before 29th September 2012 provided that where the allotment is pending on account of pendancy of any regulatory authority including GOI, RBI, Stock Exchange(s) or SEBI approval(s), the allotment shall be completed within fifteen (15) days from the date of receipt of such approval(s).

Identity of the Proposed Allottee and the Percentage of Post Preferential Issued Capital that may be held by them and Change in Control in the Company:

Name of the Proposed Allottee	Number of shares held	Number of shares proposed to be allotted	Post Issue Shareholding	Percentage Post Issue Shareholding
Dhanada Holdings Private Ltd.	34046271	1150000	35196271	61.66
Total	34046271	1150000	35196271	61.66

The proposed preferential allotment will not result in any change in the management or control of the Company. The existing promoters will remain in management and control.

Undertaking:

The requirement of giving of undertakings by the Company in respect of re-computation of price of the proposed shares in terms of the provisions of the SEBI (ICDR) Regulations, 2009 does not apply to the proposed issue on preferential basis by the Company, as the Company's Equity Shares have been listed on the Stock Exchange for more than six months.

Statutory Auditor's Certificate:

A copy of the certificate from M/s. G. K. Chandavarkar & Co., Chartered Accountants, Pune, Statutory Auditors of the Company certifying that the preferential issue is being made pursuant to Section 81(1A) of The Companies Act, 1956 and in accordance with the prescribed guidelines on preferential issue (issued by SEBI), will be placed before the shareholders at the Annual General Meeting.

The Board believes that such issue is in the interest of the Company and therefore, recommends the resolution set forth in Item No. 5 for the approval of the shareholders.

Shri. Ramesh R. Havele and Mrs. Veena R. Havele, Directors of the Company may be deemed to be interested in this resolution. None of the other Directors of the Company is interested in the resolution.

Item No. 6

The Board of Directors of the Company propose to allot Fully Convertible Equity Share Warrants of the Company to Promoters and some selected persons belonging to Non-Promoter Category on preferential basis.

However, Section 81(1) of the Act inter alia provides that when it is proposed to increase the issued share capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the said section.

Nevertheless, Section 81(1A) provides that the further shares may be offered to persons in a manner not laid down in section 81(1) provided the shareholders in general meeting authorise the Company to do so by way of a special resolution.

As the proposed issue is not in accordance with the provisions of Section 81(1), consent of the shareholders is being sought pursuant to Section 81(1A) and other applicable provisions if any, of the Act.

Disclosures as required under the provisions of the SEBI (ICDR) Regulations, 2009.

Objects of the Preferential Issue:

The proceeds of this entire issue will be utilized by the Company for working capital augmentation and general corporate purposes.

Pricing and Relevant Date:

Accordance to SEBI (ICDR) Regulations, 2009, the pricing of the Equity Shares resulting from the exercise of the option under the Equity Share Warrants to be allotted on preferential basis shall not be lower than the higher of the following:

- (i) The average of the weekly high and low of the closing prices of the related equity shares quoted on stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the closing prices of the related equity shares quoted on stock exchange during the two weeks preceding the relevant date.

The "Relevant date" means the date thirty days prior to the date on which general meeting of the shareholders is to be held. However, in case relevant date falls on a weekend / holiday, then the previous working day will be reckoned to be the relevant date. As the general meeting of the shareholders in terms of Section 81(1A) of the Act to consider the proposed issue will be held on 14th September 2012, the relevant date falls on 15th August 2012 i.e. a public holiday, hence the Relevant Date for the preferential issue of Equity Shares upon conversion of warrants, for the purpose of determining the issue price is 14th August 2012.

Intention of the Promoters, Directors or Key Management Personnel to subscribe to the offer:

Dhanada Holdings Private Limited belongs to Promoter Group. No offer is being made to other Promoters, Directors or Key Management Personnel of the Company.

Shareholding Pattern of the Company before and after the preferential issue:

Category of Shareholders	Before Preferential Issue of Equity shares upon conversion of warrants		After Preferential Issue of Equity shares upon conversion of warrants		
	No. of Shares % No. of Shares		No. of Shares	%	
Promoter's Holding					
Indian Promoter's					
Individuals	2926760	5.13	2926760	4.31	
Body Corporate	35196271	61.66	45196271	66.63	
TOTAL	38123031	66.79	48123031	70.94	
Non Promoter's Holding					
Mutual Funds / UTI	127500	0.22	127500	0.19	
Other Corporate Bodies	144749	0.25	144749	0.21	
Indian Public	18549369	32.50	19299369	28.45	
NIRs / OCBs	113750	0.20	113750	0.17	
Clearing Members	25182	0.04	25182	0.04	
TOTAL	18960550	33.21	19710550	29.06	
GRAND TOTAL	57083581	100.00	67833581	100.00	

Time within which the preferential issue shall be completed:

The Warrants of the Company will be allotted within fifteen (15) days from the date of the Annual General Meeting i.e. on or before 29th September 2012 provided that where the allotment is pending on account of pendancy of any regulatory authority including GOI, RBI, Stock Exchange(s) or SEBI approval(s), the allotment shall be completed within fifteen (15) days from the date of receipt of such approval(s).

Identity of the Proposed Allottees and the Percentage of Post Preferential Issued Capital that may be held by them and Change in Control in the Company:

Name of the Proposed	Number of Warrrants to	Before Preferential Issue of Equity Shares upon conversion of Warrants		After Preferential Issue of Equity Shares upon conversion of Warrants	
Allottee	be issued	No of oboves	%	No. of shares held	%
Dhanada Holdings Private Ltd.	10000000	35196271	61.66	45196271	66.63
Varsha Satish Naik	150000	Nil	N.A.	150000	0.22
Arun Shankar Phatak	200000	Nil	N.A.	200000	0.29
Devayani Arun Phatak	200000	Nil	N.A.	200000	0.29
Sarita Suresh Talele	200000	Nil	N.A.	200000	0.29
Total	10750000	35196271	61.66	45946271	67.72

The proposed preferential allotment will not result in any change in the management or control of the Company. The existing promoters will remain in management and control.

Undertaking:

The requirement of giving of undertakings by the Company in respect of re-computation of price of the proposed shares in terms of the provisions of the SEBI (ICDR) Regulations, 2009 does not apply to the proposed issue on preferential basis by the Company, as the Company's Equity Shares have been listed on the Stock Exchange for more than six months.

Statutory Auditor's Certificate:

A copy of the certificate from M/s. G. K. Chandavarkar & Co., Chartered Accountants, Pune, Statutory Auditors of the Company certifying that the preferential issue is being made pursuant to Section 81(1A) of The Companies Act, 1956 and in accordance with the prescribed guidelines on preferential issue (issued by SEBI), will be placed before the shareholders at the Annual General Meeting.

The Board believes that such issue is in the interest of the Company and therefore, recommends the resolution set forth in Item No. 6 for the approval of the shareholders.

Shri. Ramesh R. Havele and Mrs. Veena R. Havele, Directors of the Company may be deemed to be interested in this resolution. None of the other Directors of the Company is interested in the resolution.



Dhanada Corporation Ltd.

Regd. & Corporate Office: 'Dhanada', 16/6, Erandwana Housing Society, Plot No. 8, Patwardhan Baug, Pune 411004.

	PROX	Y FORM		
DP ID*		Master Folio No.		
Client ID*		No. of Shere(s) held		
I/We				
Address:				
appoint				
Address:				
the Company Colony, Off Ka		t 4.00 p.m. at Banque 411029.		
48 hours befo	m duly completed should be deposited ore commencement of the meeting.		its Registered Office not less than	
	investors holding shares in electronics form	٦.		
	CU	T-HERE		
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Dhanada Corporation Ltd.

Regd. & Corporate Office: 'Dhanada', 16/6, Erandwana Housing Society, Plot No. 8, Patwardhan Baug, Pune 411004.

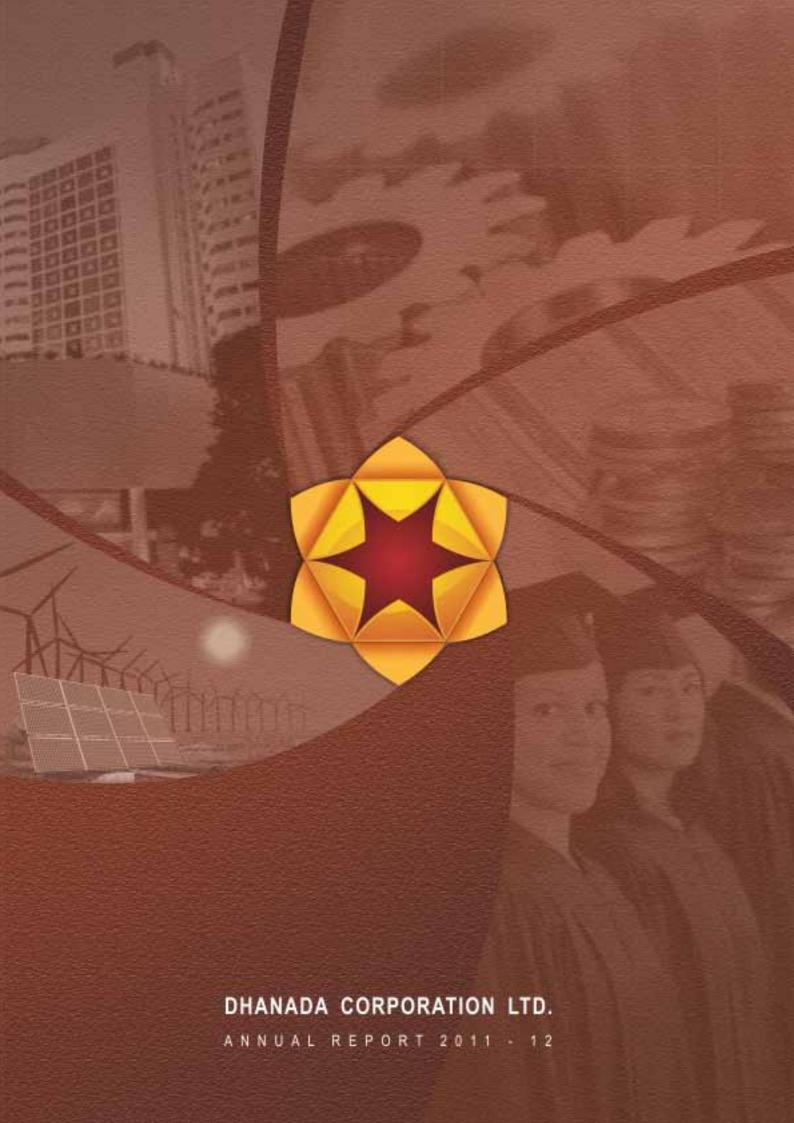
ATTENDANCE SLIP

DP ID*		Master Folio No.				
Client ID*		No. of Shere(s) held				
Name of the Shareholder:						
Name of the Proxy:						
•	rd my presence at the 26th Annual Gel ber 2012 at 4.00 p.m. at Banquet Hal g School, Pune – 411029.	neral Meeting of the me I, Solaris Club, 128/2, N	mbers of the Company held on Mayur Colony, Off. Karve Road,			

Signature of Member/Proxy

(To be signed and handed over at the Meeting Venue)

^{*}Applicable for investors holding shares in electronics form





Our Mission

Create financial wealth for our shareholders.

Act with integrity, competence and dignity.

Practise and encourage others to practise in a professional and ethical manner.

Use reasonable care and exercise independent professional judgement.

