

CENTRUM CAPITAL LIMITED

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT TEAM OF THE COMPANY (AS AMENDED W.E.F. 1ST OCTOBER, 2014)

1. INTRODUCTION

Centrum Capital Limited (the Company) is committed to the highest standards of Corporate Governance in all its activities. It regards Corporate Governance as the corner stone for sustained management performance, for serving all the stakeholders and for instilling pride of association. At the heart of Company's corporate governance policy is the ideology of transparency and openness in the effective working of the management and the Board.

The purpose of laying down this Code of Conduct for Board Members and Senior Management Team of the Company is to conduct the business of the Company in accordance with the applicable laws, rules and regulations of Stock Exchange, where the securities of the Company are listed and to set standards of business conduct. Also one of the objects of the code is compliance of provisions of clause 49 of the Listing Agreement with the Stock Exchange.

The Code is applicable to the following persons:

- All the members of the Board of Directors of the Company, and
- All the members of the Senior Management Team of the

Company. Senior Management Team shall mean and include:

- One level below the Executive Directors on the Board, including Functional Heads.

The amended code shall come into force with effect from 1st October, 2014

2. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

The policy of the Company is to comply strictly with all laws governing its operations and to conduct its affairs in keeping with the highest moral, legal, and ethical standards. Accordingly, all the members of the Boards of Directors and members of the Senior Management Team shall respect and obey the laws of the jurisdictions in which the Company operates and comply with all applicable laws, rules, regulations agreements, guidelines, standard and internal policies including other requirements incidental thereto. The Directors and members of Senior Management Team are expected to have knowledge of laws and regulations affecting their job responsibilities and avoid any involvement in acts known to be illegal, unethical or otherwise improper. Where in doubt, the Directors and members of the Senior Management Team may seek assistance from the Chairman, Managing Director or the Compliance Officer or from the legal advisors of the Company.

3. STANDARD OF CONDUCT AND BEHAVIOUR

Board Members and Senior Management Team shall be fair and transparent and should be perceived to be as such by third parties and take due care and diligence in performing their duties of office and in exercising their powers attached to that office. They shall uphold highest standards of etiquettes, decorum and decency. Further, they shall maintain transparency and truthfulness in all communications and shall also maintain every relationship with due respect and dignity.

4. CONFLICT OF INTEREST

The policies and procedures under this code requires that Board Members and Senior Management Team of the Company shall avoid any activity or association that creates or appears to create a conflict between the personal interest of the Board Members and Senior Management Team and the Company's business interest.

Further, they shall not engage in any business, relationship or activity, which might detrimentally conflict with the interest of the Company and also shall not engage in any kind of Insider Trading by virtue of access to the Company information and its working.

5. DISCLOSURES STANDARDS

As a public Company, the Company is committed to full, fair, accurate, timely and understandable disclosure in report and documents that it files with or submits to, the regulatory authorities and in other public communication of the Company.

In support of this commitment, the Board Members and Senior Management Team of the Company shall be responsible for the establishment and compliance with the disclosure and reporting requirements and internal controls over the financial reporting.

6. BUSINESS INTEGRITY

Board Members and Senior Management Team shall act in accordance with the highest standards of personal and professional integrity, honesty, and ethical conduct, while working or representing the Company.

Further, they shall not accept gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, customers or third parties, which have business dealings with the Company.

7. CONFIDENTIALITY AND SECRECY

Board Members and Senior Management Team shall maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is in the public domain. This obligation shall apply not only during tenure with the Company but thereafter as well.

8. SAFETY AND PRECAUTIONS

Board Members and Senior Management Team shall ensure that the Company's assets and equipments are not misused and/or damaged.

9. EQUAL AND FAIR TREATMENT

Board Members and Senior Management Team shall ensure that there is no discrimination, whatsoever, on account of caste, colour, creed, gender or religion and work environment is free from all kinds of harassment, including physical, verbal, psychological and sexual.

10. ENVIRONMENTAL PROTECTION

Board Members and Senior Management Team shall contribute towards taking complete and proper care of the external environment and shall strive to conserve the resources for a proper ecological balance.

11. MEDIA COMMUNICATION

Any kind of relationship or communication, on behalf of the Company with media, including print and electronic, shall be done only by persons so authorized for the purpose.

12. CODE FOR MATTERS RELATING TO INDEPENDENT DIRECTORS

The independent directors of the Company shall -

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 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;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company;
- where they 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 their concerns are recorded in the minutes of the Board meeting;
- keep themselves well informed about the company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 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;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees; and
- 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.

13. COMPLIANCE WITH CODE

Suspected violation of this code shall be reported to the Chairman of the Board. All reported violations shall be appropriately looked into and dealt with accordingly.

14. WAIVERS AND AMENDMENTS OF THE CODE

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's board of directors and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

15. ACKNOWLEDGEMENT

The Directors and Senior Management Team of the Company shall read and fully understand this code of conduct and ethics and abide by the policies, procedures and principles contained therein.