

CODE OF
BUSINESS
CONDUCT
& ETHICS

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1.0 Applicability

This Code of Business Conduct & Ethics (hereinafter referred to as "**the Code**") has been framed and adopted by '**Centrum Group**'. It defines what the Centrum Group expects from its businesses and its Employees and Consultants, regardless of their location and background. This Code is applicable and binding on all the Employees and Consultants of Centrum Group with immediate effect. For the purpose of transparency and avoidance of ambiguity, it is clarified that this Code is in addition to and not in substitution for all other applicable codes of conduct, policies and procedures as may be in force or framed and adopted by Centrum Group and binding on its employees from time to time.

2.0 Purpose

- To enhance the standard of ethical conduct and uphold these standards in day-to-day activities;
- To implement highest degree of integrity, honesty, transparency, accountability, corporate social responsibility and exercise due care and diligence in all its dealings;
- Provide guidance in the identification and resolution of issues;
- To comply with the provisions of applicable laws, rules, regulations, standards, circulars, notifications, policies and procedures as may be applicable to the Centrum Group from time to time;
- To protect Centrum Group's assets, information and database from unauthorized usage by the employees of Centrum Group and their relatives for personal gain or benefit, whether they are in the employment of the Centrum Group or not, at the time of such unauthorized usage;
- To ensure Employees are treated fairly & consistently; and
- To ensure Consultants are treated fairly & consistently in accordance with their agreed terms.

3.0 Definitions:

3.1 For the purpose of this Code the following terms shall have the meaning assigned to them hereunder:

- 3.1.1 **‘Centrum Group’** shall mean all the Companies illustrated in Annexure A to this Code and includes its present and future Subsidiaries, Joint Ventures, Associates and Companies under the same Management pursuant to the Companies Act, 2013 and as amended or re-enacted from time to time;
- 3.1.2 **‘Consultants’** shall mean all advisors, retainers, apprentices, personnel’s associated with/ providing services to any entity forming a part of the Centrum Group;
- 3.1.3 **‘Employees’** shall mean all the employees of Centrum Group including all Managing Directors, Whole Time Directors, Managers and Senior management personnel;
- 3.1.4 **‘Head HR’** shall mean the head of the Department of Human Resources in Centrum Group;
- 3.1.5 **‘Insider Trading Regulations’** shall mean the Securities and Exchange Board of India SEBI (Prohibition of Insider Trading Regulations), 2015 and as amended or re-enacted from time to time;
- 3.1.6 **‘Unpublished Price Sensitive Information’** shall mean information as defined under Insider Trading Regulations including any information that relates directly or indirectly to the Centrum Group and which if published is likely to materially affect the price of the Securities of Centrum Group;
- 3.1.7 **‘Relative’** shall mean ‘relative’ as defined in Section 2(77) of the Companies Act, 2013; and
- 3.1.8 **‘Senior Management Personnel’** shall mean:
- all executives one level below the Board;
 - all functional heads;
 - any other person who the Head HR may include within the definition of Senior Management Personnel.

4.0 Accuracy of Centrum Group Records and Reporting

- 4.1 Employee shall ensure that records, data and information owned, collected, used and managed by the employee for Centrum Group is accurate and complete.
- 4.2 Employee shall assist in maintenance of appropriate records so as to ensure that financial statements are prepared in accordance with generally accepted accounting principles and that they present the financial conditions and results of the Centrum Group fairly.
- 4.3 Employee and Consultants shall observe high standard, content and language when creating business records and other documents (such as emails) that may be sent and retained by a third party.

5.0 Workplace Responsibilities

5.1 Fair Employment Practices and Diversity

Centrum Group is committed to adoption of fair employment practices. It ensures diversity of workplace through efforts to recruit, develop and retain the best talent from a diverse talent pool. It upholds the principle that the advancement is based on talent and performance and there is a commitment for equal opportunity in the group.

5.2 As a fair employment practice, Employees shall:

- conduct themselves in a professional manner and treat others with respect, fairness, and dignity;
- demand, demonstrate and promote professional behaviour;
- conduct themselves in letter and spirit, within the applicable laws, rules and regulations and at all times comply with all the procedures and policies laid down by the Centrum Group;
- not discriminate based on colour, race, religion, caste, creed or sex;
- not (during the course of their service or upon cessation of service for a period of 12 months from the date of cessation), directly or indirectly on their own accord or on behalf of or in conjunction with any other person, convey or solicit or attempt to induce any employee or business associate to leave their current employment/association with Centrum Group and join the services of a competitor;
- not (during the course of their service or upon cessation of service for a period of 12 months from the date of cessation), directly or indirectly on their own accord or on behalf of or in conjunction with any other person, convey or solicit or attempt to induce or attempt/ cause to induce any client of the

Centrum Group to quit/ sever its association/ relationship with the Centrum Group;

- not encourage or circulate rumours or unverified information obtained from client, industry, any trade or any other sources without verification;
- not forward any market related news received by them either in their official mail/ personal mail/ blog/whats app or in any other manner (now known or invented later) without obtaining the approval of the concerned Intermediary's Compliance Officer;
- restrict access to Blogs/Chat forums/Messenger sites etc; and
- upon resignation or cessation of employment with the Centrum Group be required to sign such documents as may be required by the Company or Centrum Group (including a confidentiality and non-solicitation document).

5.3 Health and Safety

- Centrum Group considers safety of Employees and Consultants as its primary concern. The Centrum Group is committed to safety of Employees and Consultants and expects its businesses, Employees and Consultants at all times to fully comply with all applicable laws and internal regulations.
- Centrum Group encourages responsible behaviour from its Employees and Consultants, that results in the best possible accident prevention measures;

5.4 Banned Substances Free Workplace

Employees and Consultants shall ensure that the workplace is healthy, productive and free from drugs, alcohol, banned or controlled substance. The use or consumption of alcohol, illegal or banned drugs/ substance in the workplace is strictly prohibited and Centrum Group has zero tolerance towards the same.

6.0 Conflict of Interest

- 6.1 A conflict of interest situation shall be deemed to have arisen, when an individual's interest is perceived to be inconsistent or is in conflict with the business interest of the Centrum Group.
- 6.2 Employees of the Centrum Group shall not engage in any business relationship or activity, whether directly or indirectly, which may be in conflict of interest of the Centrum Group. Although their employment with the Centrum Group does not prevent them from engaging in personal transactions and investments in compliance with the SEBI Guidelines on Insider Trading, it does, however, demand that they shall avoid situations where a conflict of interest might occur or appear to occur. However, in case such a situation arises, employees shall, on becoming aware of the same, make full and true disclosure of all facts and circumstances

thereof to the Managing/Whole Time Director of the respective Company of the Centrum Group/Chairman of Centrum Capital Limited and/or Head HR. Some of the situations wherein a conflict of interest may be deemed to have arisen are elucidated below:

6.2.1 Related Party Transactions

Where a transaction(s)/arrangement(s) is entered into (directly or indirectly through relatives) with companies, bodies corporate or firms, for personal gain, which may conflict with the business interest of the Centrum Group. Employees of the Centrum Group shall promptly disclose their interest to the Managing /Whole Time Director of the respective Company of the Centrum/ Group/ Chairman of Centrum Capital Limited and/or Head HR.

6.2.2 Corporate Opportunities

Where one uses and/or exploits for personal gain, opportunities that rightly belong to the Centrum Group or are discovered through the use of one's position or through the Centrum Group's image, property or information.

6.2.3 Business Interests

If employees are considering investment in the business of or entering into partnership with any competitor of the Centrum Group, they shall ensure that these investments / partnership do not compromise on their responsibilities towards the Centrum Group. Before making any investment in the business of or entering into partnership with any competitor, employees shall obtain written approval of the Managing/Whole Time Director of the respective Company of the Centrum Group/Chairman of Centrum Capital Limited and/or Head HR.

6.2.4 Outside directorships

It is a conflict of interest to serve as a director of any company that competes with the Centrum Group either directly or indirectly. Employees shall first obtain approval from Managing/Whole Time Director of the respective Company of the Centrum Group/Chairman of Centrum Capital Limited and/or Head HR before accepting such directorship.

6.2.5 Gifts, Entertainment and Hospitality Policy

Gifts and entertainment in Business are a recognised practise for creating goodwill. Gifts may not be physical objects, they may also be services, favours or other items of value. However, if they affect the concept of 'Good Business' then they are unacceptable.

Subject to the detailed guidelines mentioned below, Employees may give or receive gifts, hospitality or entertainment to/ from clients, business associates **during the course of business ONLY if it is abundantly clear from the nominal value of the gift or benefit** and from the circumstances in which it is given, that no attempt has been made to compromise the interests of the employee, the Company, the Group or customers/ clients.

Gifts, Hospitality and Entertainment Guidelines:

Accepting Gifts, Hospitality and Entertainment

- Employees must not receive directly or indirectly, entertainment or a benefit which they know or should know is offered by a person to induce the Company/ Group to use that person's services, except where it can be shown that the bonafide use of those services is in the best interests of the Company/ Group, and its customers/clients – in which case, same should pre-facto approved by the Business Head and Head of Compliance.
- If there is a business connection or clientele relationship, the rule applies even if the direct recipient of the gift or other benefit is a related person (i.e. an employee's family, including his/ her spouse, children, parents and any other person having a close domestic relationship with the employee. It also includes any legal entity over which an employee is able to exercise influence).
- Accepting gifts or favours from a customer/client, potential customer, supplier or potential supplier of goods or services to the Company or any Group Company is not permitted.
- Gifts and entertainment must be reasonable and proportionate, for a legitimate business purpose and not excessive and/or frequent.
- On Festive occasions (such as Diwali, New Year, etc.) and/ or special occasions such as (Birthday, Anniversary, Birth of child etc.), employees may accept a customary gift valued up to **Rs. 5,000/-** (or as approved by the Business Head) from clients (clients include prospects)/ product issuers/ vendors. Employees however, shall not accept any gift or entertainment from a client/ product issuer/ vendors, where such a gift or entertainment may violate applicable laws or regulations, or appear to create an inappropriate obligation, expectation or inducement or be so frequent or lavish as to appear improper, or appear to compromise the propriety of our business relationships or create an actual or potential conflict of interest between Centrum and/ or clients'/product issuers/vendors.

- Any gift, hospitality, entertainment received by employees directly or indirectly with a value over Rs. 5,000/- requires prior approval from the Business Head (not only the immediate superior) along with Head of Compliance and the same should be forthwith notified to the Head of HR. It would be then determined whether the gift, hospitality, entertainment may be accepted or returned/ refused or perhaps offered to charity.
- Normal business courtesies (e.g. lunch and dinner invitations) may be accepted.
- Any hospitality, entertainment received that involves an employee being away from the office is booked as holiday and the material cost ex airfare, hotel accommodation etc are borne by the Company/ Group/ customer/ client/ vendor etc should not be accepted. Exceptions to this has to be approved by the Business Head (not only the immediate superior) and the same should be forthwith notified to the Head of HR.
- Under no circumstances will an employee solicit any gift or entertainment or contribution or accept cash or a cash equivalent (e.g. cheques or fund transfers to employee's and/or his/her relative's bank/credit card account, gift cards, gift certificates, or vouchers) from client/product issuers/vendors.
- No employee shall accept gifts prohibited by law or may have any negative legal implications irrespective of any situation.

Giving Gifts, Hospitality and Entertainment

- Employees may give customary gifts valued up to Rs. 5,000/- (or value as approved by the Business Head) to clients during festive occasions (such as Diwali, New Year, etc.) and / or special occasions (such as Birthday, Anniversary, Birth of child, Get Well Soon, House Warming, etc.). Employees must not provide gifts and entertainment that may be frequent or lavish as to appear improper or be conflict of interest, or even bribery. To avoid the risk of an appearance of impropriety, employees must obtain prior approval from Business Head before giving gift or entertainment, that exceed a value of Rs. 5,000.
- If there is a business connection, the rule applies even if the direct giver of the gift or other benefit is a related person (i.e. an employee's family, including his/ her spouse, children, parents and any other person having a close domestic relationship with the employee. It also includes any legal entity over which an employee is able to exercise influence).
- Cash and near cash (e.g. gold) is not to be given as gift.

Normal business entertainment e.g. lunch, dinner may be offered but this should not be extravagant or excessive or unreasonable in the context of the volume of business generated or conducted with the business associate.

- Employees cannot proffer any gift or entertainment benefits that could be construed as consideration for government business or for any governmental favour.

Business Entertainment

- Business entertainment provides an opportunity to foster goodwill and enhance our overall relationship with clients. Therefore, when hosting business entertainment, there must be substantial engagement with the client, the concerned RM must be present with the client, or when receiving entertainment from a client, the client must be present. Business entertainment must be reasonable and should not create an inappropriate obligation, expectation or inducement or be so frequent or lavish so as to appear improper. All programs or other initiatives involving Business entertainment, hospitality etc must be prior approved by the Business Head (Not only the immediate superior).

Disciplinary Action

- All employees must follow the letter and spirit of this guidelines. Any violation of Centrum's Code of Business Conduct & Ethics or Gift and Entertainment guidelines or laws and regulations may result in disciplinary action up to and including termination of employment.

6.2.6 Transactions in shares of the Centrum Group and prevention of insider trading

Employees of the Centrum Group shall not indulge in trading in Centrum Group's securities on the basis of unpublished price sensitive information. All employees shall comply with the provisions of the Insider Trading Regulations as issued by SEBI.

6.2.7 Conduct of Business

Employees shall conduct the Centrum Group's business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders.

6.2.8 Reporting

Employees shall immediately bring to the notice of the Managing/Whole Time Director of the respective Company of the Centrum Group/Chairman of Centrum Capital Limited and/or Head HR, about any unethical behaviour,

actual or suspected fraud or violation of Centrum Group's Policies by any employee which comes to their notice.

7.0 Honesty & Integrity

- 7.1 Employees and Consultants of the Centrum Group shall act with utmost probity, professional integrity, honesty and ethical conduct, at all times and at all places, while working with or till subsistence of their association in any form and manner with the Company or Centrum Group.
- 7.2 The Centrum Group expects honest conduct from its Employees and Consultants free from fraud or deception, conforming to the accepted professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- 7.3 Employees and Consultants shall not make any false or misleading claims while in employment or till subsistence of their association with Centrum Group. Mutually beneficial relationships of an enduring nature shall be built with clients. The response to the needs and expectations of clients shall be speedy, courteous and effective. Employees shall endeavour to ensure that client's complaints and warranties are attended to their utmost satisfaction.
- 7.4 The Centrum Group expects the Employees and Consultants to refraining from using or influencing their position held in Centrum Group for obtaining favours of any kind for oneself or any members of family or friends or equivalent person from any constituents / borrowers / clients / customers /vendors.
- 7.5 The Centrum Group expects the Employees and Consultants to refrain from engaging in any form of fraud, deception, criminal activity upon a customer, client, supplier, vendor, colleague or Centrum Group.

8.0 Confidentiality

- 8.1 Employees of the Centrum Group shall maintain the confidentiality of all information entrusted by the Centrum Group or acquired during performance of their duties or acquired from any customer, supplier or business associate of the Centrum Group to whom Centrum Group has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. Such 'Confidential Information' includes all non- public information (including private, proprietary, database and others) that might be of use to competitors or harmful to the Centrum Group or if disclosed, may, in any other manner, be prejudicial to the interests of the Centrum Group. The use of 'Confidential Information' by the employee of Centrum Group or his / her relatives for personal gain or benefit or advantage or profit is also prohibited.

8.2 The aforesaid obligation shall apply to the employees of the Centrum Group not only during their tenure or employment with the Centrum Group but even after the cessation thereof for a period of 12 months till the cessation of employment.

8.3 Employees of the Centrum Group shall not make or cause any person to make any statements, communications or representations (either in public or otherwise or through any medium including electronic medium) that disparage or otherwise tend to impair the reputation, goodwill, image, brand, associations, relationships, legacy or interests of the Company or Centrum Group which is capable of embarrassing the relations between the Centrum Group and the public including all the shareholders/stakeholders of the Centrum Group.

9.0 Prevention, Prohibition & Redressal of Harassment (including Sexual Harassment at Workplace)

9.1 The Centrum Group is committed to provide a work environment that is free from discrimination and unlawful harassment. It is the responsibility of employees to be sensitive towards the impact that they have on others and not to discriminate against or harass colleagues and condone discrimination or harassment by others.

9.2 This applies not only to working at the Centrum Group's premises and those of Third party but also includes travelling or staying away from home whilst on business of the Centrum group or for a reason related to the employment.

9.3 Harassment shall also include violent or threatening behaviour against any employee.

10.0 Protection of Centrum Group Assets and Information

10.1 Employees shall use the assets/equipment's/facilities/amenities provided to them by the Centrum Group for discharge of their duties in terms of their employment with due care and prudence and shall not misuse / misappropriate any of them for personal gain / benefit and shall forthwith return the possession thereof upon their resignation / termination/ retirement from the services of Centrum Group as the case may be. Employees are personally responsible for protecting the assets in their custody.

10.2 Employees shall ensure that price sensitive information of the Centrum Group, which is not in public domain, is not used or caused to be used to derive any personal benefit or to assist any other person(s) for deriving any benefit, by virtue of having access thereto.

- 10.3 Employees shall ensure that proprietary information and trade related confidential information belonging to the Centrum Group, including any information concerning pricing, products and services developed or being developed, internal system designs and other such trade secrets are held in strict confidence and due care is exercised to avoid inadvertent and inappropriate disclosure. Such information shall be used in the manner as required or mandated and as a part of the duties assigned and not for personal gain or commercial exploitation.
- 10.4 Employees shall ensure that all other personal and financial information relating to the customers, associates and stakeholders of the Centrum Group is accessed, used and disclosed in accordance with the policies, systems and controls laid down by the Centrum Group, from time to time.
- 10.5 Any suspected incident or fraud or mismanagement of the assets to the knowledge of the Employee of the Centrum Group shall be immediately reported to the Managing/Whole Time Director of the respective Company of the Centrum Group/Chairman of Centrum Capital Limited and/or Head HR.

11.0 Intellectual Property Rights

- 11.1 Intellectual Property Rights are important area for the success of the Centrum Group. Employees shall ensure that intellectual property rights of the Centrum Group viz. trademarks, trade name, copyrights, patents etc. are duly protected through registration of the same with concerned statutory authorities to prevent any misuse of the same by others.
- 11.2 During the period of employment with Centrum Group, if an employee has achieved any invention, process improvement, operational improvement or other processes/methods, solely or jointly, which is likely to result in more efficient operation of any of the activities of the Centrum Group, the Centrum Group shall be entitled to use, utilize and exploit such improvement and such employee shall assign all his/her rights to the Centrum Group for the purpose of seeking any patent rights in respect thereof or for any other purpose.

12.0 Employment / Outside Employment

Employees of Centrum Group are required to devote their full time and efforts during normal working hours to the service of the Centrum Group. They shall not engage in any business or secondary employment that interferes with their employment with the Centrum Group. Centrum Group policies prohibit all employees from accepting simultaneous employment with suppliers, customers, developers or competitors of the Centrum Group, or from taking part in any activity that enhances or supports a competitor's position.

13.0 Interaction with Press & Media

The Corporate Communication team is the first point of contact for all the media related inquiries. Most often media representatives contact Corporate Communication, but sometimes the media representatives may contact Employees directly. If that happens, it is important that Employees first contact Corporate Communication team to arrange the interview or information requested. Corporate Communication is the designated spokesperson to the media. Employee wishing to speak on the Centrum Group's behalf in the media, on any issues, need prior approval from the Managing/Whole Time Director of the respective Company of the Centrum Group/Chairman of Centrum Capital Limited and/or Head HR.

14.0 Compliance of law

Employees of the Centrum Group shall acquire appropriate knowledge of law relating to their duties, sufficient to enable them to recognize potential dangers and to know when to seek advice from the Accounts, Human Resources, Secretarial, Compliance and Legal departments and shall at all times comply with and continue to comply all laws, rules, regulations, Policies and Procedures as may be applicable to the business of the Centrum Group from time to time.

15.0 Violation

Violation of the Code may result in disciplinary action (including termination of the association/employment with the Centrum Group). Decision regarding whether or not to take the disciplinary action and the nature and extent thereof, shall rest with the Managing/Whole Time Director of the respective Company of the Centrum Group/Chairman of Centrum Capital Limited and/or Head HR.

16.0 Amendment and Waivers

Centrum Group is committed to continuously reviewing and updating its policies and procedures to meet the requirements of any relevant statute, policy and procedure or the business interest of the Centrum Group. Employees will be bound by such Inclusions/Modifications made to the code from time to time.

17.0 No Rights Created

The Code sets forth certain fundamental principles, ethics, values, policies and procedures that govern the employees and all persons/entities associated with the Centrum Group in the conduct of the business of the Centrum Group. It is not intended to and does not create any rights in any employee, client, competitor, shareholder or any other person or entity.

18.0 Other Policies

Centrum Group has adopted various other codes/ policies including:

- Whistleblower Policy;
- Anti-Money Laundering Policy;
- Centrum Information Security Handbook;
- Usage Policy for Information Systems

Employee Declaration

(To be submitted to the HR at the time of joining)

I Mr. /Ms. _____do hereby confirm
and declare that:

- I have read and understood the terms of employment applicable to me and the provisions of Centrum Group's Code of Business Conduct and Ethics and other policies/ codes;
- I have complied with and am in continuous compliance with all policies/ code of conduct of the Centrum Group;
- I am aware that any act in contravention of any of the policies/ code of conduct on my part shall attract initiation of appropriate action as deemed fit by Centrum Group.

Signature

Date

Annexure A

- 1 Acorn Fund Consultants Pvt Limited
- 2 Centrum Alternatives LLP
- 3 Centrum Capital Limited
- 4 Centrum Capital Advisors Limited
- 5 Centrum Capital International Limited
- 6 Centrum Capital International Investment Management Limited
- 7 Centrum Broking Limited
- 8 Centrum Financial Services Limited
- 9 Centrum Housing Finance Limited
- 10 Centrum Insurance Brokers Limited
- 11 Centrum Microcredit Limited
- 12 Centrum Retail Services Limited
- 13 Centrum Wealth Limited
- 14 Centrum Investment Advisors Limited
- 15 Centrum Alternative Investment Managers Limited
- 16 Centrum International Services Pte. Limited
- 17 Entities part of the Centrum group
- 18 Any future entity/ body corporate