



Centrum Finverse Limited

Policy on Conflict of Interest

Version: 1.0
(Group)

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Item	Description
Document Title	Policy on Conflict of Interest - Centrum Group
Document Owner	Group Compliance
Document Code	Policy on Conflict of Interest - Centrum Group
Document Classification	Group Policy
Document Author	

Document Revision Record (Change History – Created/Modified/Reviewed)

Version	Change History	Name (by) & Designation	Date	Remarks
1.0	Created	Adopted from Group Policy	01.04.2025	

Document Reviewed Record (Change History)

Version	Change History	Name (by)	Date	Remarks
1.0	Reviewed	Rohit Gupta- Compliance Officer	22.11.2025	
1.0	Reviewed	Milan Shah- SVP Products	22.11.2025	
1.0	Reviewed	Sandeep Nayak- Director	22.11.2025	

Document Approval History

Version	Approved (by)	Date	Signature/ Email / Meeting	Remarks
1.0	Board of CFL			

Centrum GroupCODE ON CONFLICT OF INTEREST**1. Introduction**

SEBI vide their circular no. CIR/MIRSD/5/2013 dated August 27, 2013, provided comprehensive guidelines on the lines of Principle 8 of the International Organization of Securities Commissions (IOSCO) and advised the intermediaries and their associates to put in place a proper policy for the elimination of conflict of interest.

For said guidelines, 'intermediaries' or 'associates' have the same meaning as defined in the Securities and Exchange Board of India (Certification of Associated Persons in the Securities Market) Regulation 2007.

Wherever applicable, this Code should also be provided to and followed by the firm's agents, representatives, and authorized persons, including consultants. However, this code shall predominantly apply to all employees of Centrum Finverse Limited (CFL), including Key Employees, sales personnel, client-facing staff, dealers, relationship managers, authorized persons, and any consultants performing regulated or client-interfacing functions.

For this policy "key employees" shall include Executive Directors, Senior Vice Presidents, Vice Presidents, and functional heads at the corporate level as well as any individual who is responsible for decision-making functions impacting clients, markets, or regulatory compliance.

If a law conflicts with a policy in this Code, one should follow the law; if a local custom or policy conflicts with this Code, one should comply with the Code.

For ease of reference, Centrum Finverse Limited is referred to as "the Company" in this policy.

2. Conflicts of Interest

A conflict of interest situation would be deemed to have arisen when an individual's interest is perceived to be inconsistent with or in conflict with the business interests of Centrum Finverse Limited, its clients, or its associates. In all circumstances, the interest of the client shall take absolute primacy in all dealings, advice, recommendations (including incidental advice by sales teams), investment decisions, and transactions.

The employees, sales personnel, and associated persons of Centrum Finverse Limited shall not engage in any business relationship or activity, whether directly or indirectly, which may conflict with the interests of the Company/Centrum Group/Client. Although their employment with Centrum Finverse Limited 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 should avoid situations where a conflict of interest might occur or appear to occur.

If such a situation arises, employees and associated persons shall immediately make full disclosure of all facts to the Managing Director/Whole-Time Director/CEO and, where applicable, disclose

conflict-related information to clients before providing any advice or undertaking any transaction some of the situations wherein a conflict of interest may be deemed to have arisen are elucidated below:

a. 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 Company/Centrum Group or their clients the employee must promptly disclose such interest to the Managing/Whole Time Director/CEO/Clients of the Company.

Company/Centrum Group strongly discourages the employment of relatives in positions or assignments within the same department. It prohibits the employment of such individuals in positions with a financial or other dependence or influence (e.g., an auditing or control relationship).

b. Corporate Opportunities

Where one uses and/or exploits for personal gain opportunities that rightly belong to the Company /Centrum Group/Clients whether such opportunity arises through one's role, authority, position, access to information, client relationships, or use of Company resources.

c. Business Interests

Suppose any employee is considering making a material investment in the business of or entering into a partnership with any competitor of the Company / Centrum Group. They must ensure that such interests do not influence or appear to influence their responsibilities towards the Company / Centrum Group. Prior written approval must be obtained in the business or entering into a partnership with any competitor, the employee shall obtain written approval from the Managing Director/CEO of the Company and the Group Executive Chairman, Centrum Group.

d. Outside directorships

It is a conflict of interest to serve as a director of any company that competes with the Company/ Centrum Group. directly, indirectly, or through related parties. Before accepting a directorship, employees must obtain approval from the Managing Director/CEO of the Company and the Group Executive Chairman, Centrum Group.

e. Payments or Receipts of Gifts/Favours from Others

Under no circumstances shall any employee/Associate person receive or offer, directly or indirectly, any gifts, donations or remuneration, illegal payments or any form of inducement, in whatsoever form, that could be perceived to influence business judgment or secure an improper advantage.

with the Company or which may influence any business decision. Nominal gifts during festival occasions and other occasions may be accepted/provided subject to disclosure and internal thresholds defined by the Company.

f. Transactions in securities and prevention of insider trading

- i. The employees/Associate persons of the Company shall not deal in Centrum Group's securities or securities of any issuer or clients whose mandates are handled by the Company/Centrum Group, while in possession of unpublished price-sensitive information (UPSI). Research personnel must disclose all personal holdings in securities covered by them and abstain from trading such securities for 30 days before and after report publication. All employees will comply with the provisions of the Insider Trading Regulations as issued by SEBI. The research associates should disclose their exposures on any securities for which they publish their reports and should not trade on those securities for 30 days from the publication date of such reports.
- ii. The employees of the Company should not deal with any securities while in possession of material nonpublic information and should not communicate the material nonpublic information while dealing with securities on behalf of others.
- iii. The employees of the Company shall not in any way contribute to manipulating the demand or supply of any securities in the market or influencing the price of securities.
- iv. Employees, dealers, sales personnel, and associated persons are strictly prohibited from front-running of client orders or internal proprietary trades. i.e., dealing in securities (directly or indirectly, for themselves or on behalf of others) ahead of executing client orders, with the intent of deriving an undue personal benefit. Any such action will be treated as a serious violation of this Code and SEBI Regulations.

g. Dealing with Client

Employees make appropriate disclosures to the clients on possible sources and potential areas of conflict of interest to ensure that all services, advice, recommendations—including incidental advice by sales personnel—are fair, objective, unbiased, and compliant with regulatory requirements.

Sales employees providing incidental advice must ensure that such advice is non-binding, consistent with the client's risk profile, and free from personal conflicts. Any personal positions contrary to such advice require prior written approval from Compliance.

Employees, dealers, and research personnel must not take or carry personal positions in securities that are contrary to the investment advice, trading recommendations, or research views being provided to clients. Where unavoidable, full disclosure must be made to Compliance, and prior written approval must be obtained before carrying or initiating such a position.

h. Information Barrier

Clear-cut information barriers exist between departments like PMS, Research, Institutional dealing, Institutional research, back office, Investment Adviser and all broking, DP, advisory, and client-interfacing departments of CFL. Information sharing across these functions is strictly restricted and permitted only through approved channels, as part of mandated regulatory processes. A separate group of companies conducts Merchant Banking; hence, a very clear Chinese wall exists among the divisions and between the group companies. Therefore, there is no free flow of information from one department or company to another except through the authorized channel.

i. Incentive Structure

The Company strictly prohibits the sale or recommendation of products or services that do not suit the clients' risk profile. Suitability assessment must be conducted procedure wherein products/services are offered or recommended to a client, only after analyzing each client's Risk appetite based on their risk profile and then determining the suitability of a product/service to their risk profile. No distribution or execution services are offered without the consent of the client.

j. Fair Treatment to the clients:

The company's products and services are offered to all prospective clients/investors. However, clients are onboarded only after suitability, financial profile, and risk assessment are verified. the group accepts clients/Investors based on their financial profile and risk appetite after ascertaining their suitability to the products or services offered by the Company / Centrum Group.

3. Honesty and Integrity

All company employees are expected to act with utmost probity, professional integrity, honesty, and ethical conduct while working on the Company/Centrum Group's premises, at offsite locations where the Company/Centrum Group's business is being conducted, at Company/Centrum Group sponsored business and social events, or at any other place where they represent the Company/Centrum Group.

The Company expects honest conduct 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. The employees shall not make any false or misleading claims while marketing our products or services. Mutually beneficial relationships of an enduring nature shall be built with clients. The response to the needs and expectations of customers shall be speedy, courteous and effective. The employees shall endeavour to ensure that clients' complaints and warranties are addressed to the utmost satisfaction.

4. Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for employees may be made only by the MD/CEO and will be promptly disclosed as required by law or the Stock Exchange rules. All such waivers to be circulated formally to the Board within 7 calendar days with an explanatory note and shall be tabled for discussion in the risk or the audit committee of the Board in the immediately following meeting.

5. Reporting on any Illegal or Unethical Behavior

The Management of the Company endeavors to ensure prompt and consistent action against violations of this Code. In some situations, however, it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, we must have a way to approach a new question or problem. These are the steps that could address such issues:

An Employee should ensure that he has all the facts. He must provide complete information to management in order to reach the right solutions. The employee should ask himself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable him to focus on the specific question he is faced with, and the alternatives he has. Use his judgment and common sense; it probably is if something seems unethical or improper.

- a. The employee should discuss the problem with his supervisor. This is the basic guidance for all situations. His supervisor will often be more knowledgeable about the issue and appreciate being brought into the decision-making process. Thereafter, it is the supervisor's responsibility to help solve problems.
- b. The Employee should seek help from the firm's resources. In the rare case where it may not be appropriate to discuss an issue with his supervisor, or where he does not feel comfortable approaching his supervisor with his question, he should discuss it with the Compliance officer/the Directors/CEO
- c. He may report ethical violations in confidence and without fear of retaliation.
- d. The firm does not permit retaliation against employees for good-faith reports of ethical violations.

6. System-Based Monitoring and Compliance Administration

To ensure robust implementation and monitoring of this Code, the Company shall deploy a system-based surveillance and compliance platform—TrackWizz or any equivalent SEBI-compliant system—covering: - All the below activities to be monitored by Group compliance team under PIT policy

- Employee trade monitoring and pre-clearance
- Conflict of interest disclosures
- Restricted and grey list administration
- Insider trading compliance

- **Monitoring of sales-related incidental advice**
- **Escalation workflows and automated alerts**

7. IMPLEMENTATION AND REVIEW OF POLICY:

This policy shall come into effect from the date of approval of the Board of Directors of the company for its implementation and that the same will be reviewed on periodic basis or as and when there are any changes introduced by any Regulatory Authority or as and when it is found necessary to change on account of Business needs.