

CENTRUM CAPITAL LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND DETERMINATION OF LEGITIMATE PURPOSES

SECTION A

1) BACKGROUND

This Section of the Policy is formulated pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended by Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

As per these Regulations, a company listed on any Indian Stock Exchange shall initiate and implement a code of practices and procedures for fair disclosure of unpublished price sensitive information ("the Code") for prevention of insider trading.

2) OBJECTIVE

The objective of this Code is to formulate a framework so as to ensure prompt, adequate and fair disclosure of unpublished price sensitive information thereby upholding Investors' confidence in the integrity and securities of Centrum Capital Limited ("CCL").

To achieve this objective, all the Directors / Officers, designated employees and connected persons shall adhere to the following principles.

3) DEFINITIONS

- "Act" means the Securities Exchange Board of India Act, 1992 (15 of 1992).
- "Board" means Board of Directors of the Company.
- "Chief Investor Relations Officer" or "CIO" means the Head of Investor Relations function
- "Company Secretary" means the company secretary of the Company appointed in terms of the resolution passed by the Board of the Company in compliance of the provisions of the Companies Act, 1956/ Companies Act, 2013, as the case may be.

- “Compliance Officer” means Company Secretary of Centrum Capital Limited or any other senior officer, designated so from time to time, appointed in compliance with the provisions of SEBI Insider Trading Regulations.
- “SEBI” means the Securities and Exchange Board of India.
- “SEBI Insider Trading Regulations” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto from time to time.
- “Unpublished Price sensitive information” means any information relating to the Company or its securities, directly or indirectly that is not generally available, but which upon becoming generally available, is likely to affect the price of the securities of the Company and shall, ordinarily including but not restricted to, information relating to the following:
 - i) Periodical audited or un-audited financial results of the Company;
 - ii) Intended declaration of dividends (both interim and final) by the Company;
 - iii) Change in capital structure including buy-back of securities;
 - iv) Any amalgamation, mergers, de-mergers, acquisitions/takeovers, delisting proceedings and such other transactions involving the Company;
 - v) Change in Key Managerial Personnel;
 - vi) Material events in accordance with the Listing Agreement.
 - vii) Any other event as may be notified by the Company from time to time

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

4) PROCEDURE FOR DISSEMINATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- All unpublished price sensitive information shall be handled on a need-to-know basis.
- The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- The Company will make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure. In order to ensure universal dissemination, all unpublished price sensitive information will first be communicated to the Stock Exchanges where the securities of the Company are listed before this information is released to the investors, research analysts, media or any section of the public.

- The text of all communications covering unpublished price sensitive information to the Stock Exchanges shall be approved by the Executive Chairman or Chief Financial Officer or Chief Information Officer before release.

5) CHIEF INVESTORS RELATION OFFICER (“CIO”) AND OTHER SPOKES PERSONS

The CIO will deal with the dissemination and disclosure of Unpublished Price Sensitive Information. In addition to CIO, the following persons (“Authorised Spokespersons”) are also authorized to communicate with the Investors/media in co-ordination with the CIO:

- i) Executive Chairman
- ii) Chief Financial Officer (“CFO”)
- iii) Person in-charge of Corporate Communication (“Corporate Communication”).

For any specific event or occasion one or more officials (including Vertical Heads, Delivery Heads, Business Heads of the Company/ Group entities) may be invited to interact with investors, research analysts and representatives of the media.

The CIO shall disseminate / disclose the information to the stock exchanges where the Securities of the Company are listed.

6) GUIDELINES WHILE DEALING WITH ANALYSTS (FINANCIAL AS WELL AS INDUSTRY), INVESTORS, CUSTOMERS AND MEDIA

- All Company spokespersons shall ensure that information shared with Analysts (financial as well as industry), Investors, Customers and Media is not unpublished price sensitive information. Only information in the public domain (i.e. information which is already provided by the Company through published financials statements, press releases or is available on the Company’s web site shall be provided. Discussion on any topic or issue or any data, which cannot be made public, shall be avoided.
- Unanticipated questions raised by analysts, Investors and Media may be taken on record and a response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- In case some unpublished price sensitive information gets disclosed selectively, inadvertently or otherwise, the same shall be brought to the notice of the CIO to enable him/ her to make such information public at the earliest.
- No officials of the Company/ Group entities will interact with analysts, financial market participants, Investors or any media representatives unless CIO (or his/ her authorised representative) or any other Authorised Spokesperson (or his/ her authorised representative) is also present during such interaction
- Inquiries received from analysts, financial market participants, Investors or any media representatives in any department must be forwarded to the CIO/ CFO/ Corporate

Communication. Under no circumstances should any attempt be made to handle these inquiries without prior authorization from the CIO or an Authorized Spokesperson.

7) SILENT PERIOD

- During the period when the Trading Window is closed before the announcement of quarterly or annual financial results, any official of the Company shall not discuss or comment on any aspect of financial performance of the Company to any member of the media in order to avoid any inadvertent disclosure of unpublished price sensitive information on selective basis.
- The Trading Window shall generally be closed for a period as specified by the regulations from time to time and shall reopen 48 (Forty-Eight) hours after the announcement of financial results by the Company.

8) PROCEDURE FOR CONFERENCE CALLS AND ANALYST MEETS

- Whenever, the company calls for a conference call, the CIO/ CFO/ person in-charge of Corporate Communication shall ensure adequate publicity of the event. A press release would be sent prior to the conference call to the stock exchanges.
- Transcripts, Earnings presentation, Investors' presentation and the web cast with analysts and investors shall be made available on the Company's official website.

9) RESPONDING TO MARKET RUMOURS / QUERIES

- The Executive Chairman and/or the CFO shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure. He/ She shall, or through CIO, give appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities.
- As a policy, the company will consistently ignore speculative reports that appear in the press or in the electronic media. In order to protect the standing of CCL, the response of the CIO, in each instance of a market rumour will be to neither affirm nor deny the rumour till such time an official position on the subject is developed in consultation with the Executive Chairman and / or the CFO. However, if a rumour or a press report is likely to impact the business of the Company in a significant manner a suitable communication responding to market rumours shall be finalised in consultation with the Executive Chairman and / or the CFO before dissemination to the Stock Exchanges and external agencies.

SECTION B

This Section of the policy is formulated by CCL as per the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. CCL has formulated a code for determination of “Legitimate Purposes” pursuant to the new sub clause 2A inserted under regulation 3 of the said regulations.

1) OBJECTIVE

The objective of this Code is to formulate a framework for sharing unpublished price sensitive information pursuant to a “legitimate purpose”

The term “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

2) PRINCIPLES

The Principles adopted by CCL are as follows:

1. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purpose of this Section and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information.
2. No such insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. Persons in possession of unpublished price sensitive information to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis. It is also intended to lead to organisations developing practices based on need-to-know principles for treatment of information in their possession.
4. No person shall procure from or cause the communication by any insider of unpublished

price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5. Inducement and procurement of unpublished price sensitive information not in furtherance of one's legitimate duties and discharge of obligations would be considered illegal and appropriate actions shall be taken by CCL against such persons.

REVIEW / REVISION OF POLICY

Both the sections of this policy would be subject to revision/ amendment in accordance with the guidelines as may be issued by SEBI or such other regulatory authority as may be authorised, from time to time, on the subject matter.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Note:

Last reviewed on: February 11, 2019