

CENTRUM CAPITAL LIMITED

POLICY ON DEALING WITH CONFLICT OF INTEREST

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1. PREAMBLE:

The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MIRSD/5/2013 dated August 27, 2013 has prescribed the general guidelines for dealing with conflict of interest of Intermediaries, Recognised Stock Exchanges, Recognised Clearing Corporations, Depositories and their Associated Persons in Securities Market. All intermediaries, recognised stock exchanges, recognised clearing corporations and depositories (hereinafter collectively referred to as "Entities") are presently governed by the provisions for avoidance of conflict of interest as mandated in the respective regulations read with relevant circulars issued from time to time by SEBI.

Regulation 13 of the SEBI (Merchant Bankers) Regulations, 1992 read with Schedule III requires a merchant banker to avoid conflict of interest situation with its clients and make adequate disclosure of its interest.

With this backdrop, Centrum Capital Limited (hereafter referred as 'CCL' or 'the Company'), being a SEBI registered Merchant Banker, is required to put in place a policy to address/ mitigate the conflict of interest situation.

2. PURPOSE:

To avoid, address or manage any conflict of interest which may arise during the course of our business, with an intention of offering seamless and quality service to the customers.

Further the contents of this policy shall be in addition to the provisions, if any, contained in respective regulations/ circulars issued by SEBI from time to time, regarding dealing with conflict of interest and already covered in the policies in force of CCL.

3. APPLICABILITY:

The Policy document is applicable to the Merchant Banking division of the Company.

4. DEFINITIONS:

1. **Associated person:** Means a principal or employee or an agent or distributor of CCL or other natural person engaged in CCL.
2. **Customer/ Client:** Means any person/ entity who signs the mandate with CCL as a client/ customer for availing the Merchant Banking services of the Company.
3. **Employee:** Person employed for the Merchant Banking division of the Company.
4. **Intermediary:** Means an entity registered under Sections 11 or 12 of the Securities and Exchange Board of India Act, 1992 and includes any person required to obtain any membership or approval from a stock exchange or a self-regulatory organization.
5. **Securities:** Means securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956).

5. CODE OF CONDUCT FOR AVOIDING CONFLICT OF INTEREST

The Company shall either avoid any conflict of interest arising or, where conflicts arise, shall ensure fair treatment to all its Customers by disclosure, internal rules of confidentiality, or otherwise. The Company shall not unfairly place its interests above those of its Customers.

It is expected that the Employees shall:

1. at all times maintain high standards of integrity in conducting business activities.
2. ensure fair treatment of their Customers and no discrimination amongst them.
3. ensure that personal interest does not at any time conflict with their duty towards the Customers and Customer's interest always takes primacy in the advice, investment decisions and transactions.
4. make appropriate disclosure to the Customers, of possible source or potential areas of conflict of interest which would impair their ability to render fair objective and unbiased services.
5. endeavor to reduce opportunities for conflict through prescriptive measures such as through information barriers to block or hinder the flow of information from one department/ unit to another, etc.
6. place appropriate restrictions on transactions in securities while handling a mandate of Customer in respect of such security so as to avoid any conflict.
7. not deal in securities pertaining to the Customer while in possession of material unpublished information/ price sensitive information.
8. not to communicate the material unpublished information/price sensitive information ("price sensitive information") while dealing in securities pertaining to the Customer.
9. not in any way contribute to manipulate the demand for or supply of securities in the market or to influence prices of securities.
10. not to share information received from Customers or pertaining to them, obtained as a result of their dealings, for their personal interest.

6. SITUATIONS INVOLVING CONFLICT OF INTEREST

The term "conflict of interest" is widely used to identify situations where pecuniary or other competing interests prevent a party from acting in a certain manner, which would otherwise be legally or ethically appropriate; however, there is no universally accepted definition for the same. A conflict of interest situation can generally be understood as a situation where the multifaceted interests of an individual are inter-se conflicted.

In the context of market intermediaries, such conflicts are augmented by the vast and diversified customer base, endless product innovations, undisclosed and complex market mechanics, and simultaneous operations in multiple intermediary services. The various situations involving conflict of interest include:

1. ACCESS TO INFORMATION

An Employee may obtain financial and other "price sensitive" information about their Customer(s) while handling the assignment for their Customer(s). It is possible that the Employee may use or pass on or communicate such information which

may be beneficial to the receiver of the information.

2. INTERNAL CONFLICT

This category involves intra-intermediary conflicts, such as, in the case of an intermediary having group operations or group company having common management but different activity. What is in the best interest of the other group company may not be in the best interest of CCL or of its Customer. In such a situation, decisions are usually taken considering the best interest of CCL, not conflicting with the Customer.

3. MULTIPLE SERVICES

This category includes the conflicts inherent in the practice of multiple intermediary services by the same intermediary (or intermediaries under common ownership/ control). For instance, when two intermediaries are under the same management/ ownership/control, with one providing analyst and investment advice services and the other providing merchant banking services the analyst's report and investment advice is likely to be prejudiced and biased in favour of the underwritten issue.

Similarly, the common owner may use the insider information procured during the underwriting process by one of its concerns for subsequent trading in those shares, either on its own account or on behalf of customers through another concern.

Another example of this conflict category is where a merchant banker rolls out a public issue and recommends investor subscription to this issue in the capacity of an investment advisor, regardless of the actual health of the issue and without comprehensively mentioning the risk factors.

The variety of services rendered by an intermediary or its group companies which is directly correlated with the situations involving conflicts of interest; i.e., with the increase in such services, the probability and likelihood of conflicts of interest also rise.

Servicing of a customer may conflict the interest of another customer.

7. PROCESSES AND INTERNAL CONTROLS

To adequately manage conflicts of interest, we must identify all relevant conflicts in a timely manner. In determining whether there is or may be a conflict of interest to which the policy applies, CCL considers whether there is a material risk of damage to the Customer, taking into account whether CCL or its representative, associate or employee or any relative of employee:

- is likely to make a financial gain, or avoid a financial loss, at the expense of the Customer;
- has an interest in the outcome of a service provided to the Customer or of a transaction carried out on behalf of the Customer, which is distinctly different

- from the Customer's interest in that outcome;
- has a financial or other incentive to favour the interest of another Customer, group of customers or any other third party over the interest of the Customer;
- receives or will receive from a person other than the Customer, an inducement in relation to a service provided to the Customer in the form of monies, goods or services, other than the legislated commission or reasonable fee for that service.

Our policy defines possible conflicts of interest as, inter alia:

- Conflicts of interest between CCL and the Customer;
- Conflicts of interest between our Customers if we are acting for different customers having different interest, conflict materially;
- Conflicts of interest where associates, distribution channels or any other third party is involved in the rendering of a financial service to CCL's customer;
- Holding confidential information of Customers which, if we would disclose or use, would affect the advice or services provided to the Customers.

All Employees are responsible for identifying specific instances of conflict and are required to notify the same to the Compliance Officer of any conflict they become aware of.

8. MEASURES FOR AVOIDANCE AND MITIGATION OF CONFLICT OF INTEREST

1. Ensure understanding and adoption of conflict of interest policy and undertake measures to avoid such situation.
2. Once a conflict of interest has been identified, it needs to be appropriately and adequately managed.
3. The Employees shall at all times maintain the insider information confidential and seek to prevent misuse of the same.
4. The general presumption is that the Employee shall not deal in the securities of his/ her Customers while in possession of price sensitive information.
5. When in doubt, to touch base the Compliance Officer for assistance and necessary action if any.
6. The Compliance Officer will assess each conflict, including whether the conflict is actual or perceived, what the value of the conflict or exposure is and the potential reputational and compliance risk.
7. Where a conflict is declared, the Compliance Officer will take such action as they deem fit to both declare and resolve the conflict. This may (and probably will) involve communication with the other parties in the assignment.
8. As soon as the conflict is identified, the Employee shall refrain himself/herself from taking any decision on the assignment until the conflict has been resolved. In some cases, it will be necessary for the Employee to excuse himself/ herself from any work on the assignment.
9. All discussions and decisions shall be regarded as records and be securely retained.
10. All possible or actual conflicts of interest shall be investigated thoroughly, quickly, impartially and all relevant parties shall be intimated of the outcome.
11. Where there is no other way of managing a conflict, or where the measures in place do not sufficiently protect Customers' interest, the conflict must be disclosed to allow Customers to make an informed decision on whether to

- continue using our service in the situation concerned.
12. It shall be the sole discretion of the Management to decide and decline to act for a Customer in cases where they believe the conflict of interest cannot be managed in any other way.

9. MISCELLANEOUS

This Policy will be reviewed on a periodic basis and shall be updated as and when needed to keep the same in line with the applicable rules and regulations.

Disciplinary actions shall be taken against employees who fail to comply with this Policy.