

Code of Conduct for Directors and Senior Management of  
**CENTENIAL SURGICAL SUTURE LTD.**

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**Introduction:**

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") came into effect on September 02, 2015. To comply with the provisions of the Listing Regulations the Board has approved and adopted a revised Code of Conduct for Board of Directors and Senior Management of "Centenial Surgical Suture Limited" which shall come into force with effect from February 13, 2016.

**Preamble:**

Our Directors & members of Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed policies and decisions in the interests of the Company and its shareholders only.

With a view to maintain the high standards that the Company requires, the following rules / code of conduct should be observed in all activities of the Board of Directors. The Company appoints an Executive Director as compliance officer for the purposes of the code, who will be available to Directors and Senior Management to answer questions & to assist them comply with the all the code of conduct.

**Definition:**

- The term "Board Members" shall mean Directors on the Board of Directors of the Company.
- The term "Whole-time Directors" or "Functional Directors" shall mean the Directors on the Board of Directors of the Company who are in whole - time employment of the company
- The term "Independent Director" means a Director referred to in Section 149 (6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.
- The term "Key Managerial Personnel (KMP)" means:
  - i. The Chairman and Managing Director.
  - ii. The Director (Finance) and CFO
  - iii. The Company Secretary
- Senior Management: shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive Directors, including all functional heads.

**Applicability:**

The Code shall be applicable to the following personnel:

- a) All Whole Time Directors including the Managing Director of the Company.
- b) Independent Directors under the provisions of law.
- c) Key Managerial Personnel (KMP)
- d) Senior Management.

## Policy

### 1). Integrity

Our Directors & members of Senior Management shall act in the fiduciary capacity while conducting their activities on behalf of our Company. They should also act with utmost honesty, integrity & fairness. They will act in good faith, responsibly, with due care, competence & diligence, without allowing their independent judgment to be subordinated. All their acts will be in the best interest of the Company only.

### 2). Compliance

All our members of the Board and the Senior Management are required to comply with all applicable laws, rules and regulations. In order to assist the Company in promoting lawful & ethical behavior, our Directors must report any possible violation of law, rules, regulation or the code of conduct to the Compliance Officer.

### 3). Conflict of Interest

Our Directors on the board of the Company shall not engage in any business, relationship or activity, which may be in conflict of interest of our Company. Following are the circumstances which will amount to conflict of interest.

- a). Our Directors should not engage in any activity / employment that interferes with the performance or responsibility to our Company or is otherwise in conflict with or prejudicial to the Company.
- b). Our Directors & their immediate families should not invest in a company, customer, supplier, developer or competitor & generally refrain from investments that compromise their responsibility to our Company.
- c). Our Directors should avoid conducting Company business with a relative or with a firm / Company in which a relative / related party is associated in any significant role.

If such related party transaction is unavoidable, it must be fully disclosed to the Board of Directors or to the CFO of our Company.

### 4). Other Directorships -

It is necessary that all our Directors as well as members of Senior Management must report / disclose there Directorships in other corporate to the Board of Director on an annual basis. It is felt that service on the Board of Director of a competitor is not in the interest of the Company & hence the approval of our Board is essential.

### 5). Confidentiality and Trade Secretes -

Any information concerning the Company's business, its customers, suppliers etc., which is not in the public domain & to which the Director has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so & when disclosure is required as a matter of law. No Director shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

### 6). Duties of Directors of the Company:

The Companies Act, 2013 significantly specifies certain duties and responsibilities of the Directors of the Company. While the list of duties as per the provisions of the Companies Act, 2013 are as below:

- i). The Directors shall devote sufficient time and attention to professional obligations for informed and balanced decision making.
- ii). The Directors shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- iii). A director of a Company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- iv). A director of a Company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- v). A director of a Company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
- vi). A director of a Company shall not assign his office and any assignment so made shall be void.

Further in terms of para III (Duties) of Schedule IV of Companies Act, 2013, the Independent Directors 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 behavior, 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;

- 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.
- 7). Amendment / Modification / Waiver :

This code may be amended, modified, varied or waived by the Board as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines. As a general policy, the Board will not grant waiver of this code.
  - 8). Insider Trading -

Any Director of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to a possession of information about the company, not in public domain & therefore constitutes insider information. All Directors & members of Senior Management will comply with insider trading guidelines as issued by Securities & Exchange Board of India (SEBI).
  - 9). Gifts and Donations -

No Director of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted & reported to the Board.
  - 10). Protection of Assets -

Our Directors must protect the company's assets, labour & information & no member of Board & Senior Management will use these for personal use, unless approved by the Board.
  - 11). Reporting Concerns -

All the events such as bribery, corruption & sexual harassment must be reported to the Board immediately.
  - 12). Periodic Review -

Once every year or upon revision of this code, every Director must acknowledge and execute an understanding of the code & an agreement to comply. New Directors will sign such a deed at the time when their Directorship begins.
  - 13). Violations of the Code:

Violations of this Code will result in disciplinary action. The Company's Board or any Committee/person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code.
  - 14). Placement of the Code on Company's Website:

Pursuant to the Regulation 46 (2) (d) of the Listing Regulations, this Code and amendments thereto shall be hosted on the website of the company.
  - 15). Affirmation of Compliance with the Code  

All members of the board of directors and senior management personnel shall affirm compliance with the code of conduct of board of directors and senior management on an annual basis.