

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

Registered Office : F-29, MIDC, Murbad, Thane – 421 401, MAHARASHTRA.

## 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.**

### 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 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) **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).
- 7) **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.
- 8) **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.
- 9) **Reporting Concerns -**  
All the events such as bribery, corruption & sexual harassment must be reported to the Board immediately.
- 10) **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.

Place: Murbad