

CENTURY ENKA LTD.

Ref: WD/LC/06

Date: 04.02.2015

CODE OF CONDUCT FOR MEMBERS OF THE BOARD AND
SENIOR MANAGEMENT
(Amended on 04.02.2015)

The Company has always believed in the '**Creed of Trusteeship**' and therefore, laid down the foundation of Corporate Governance based on globally accepted corporate practices. **Consistent and effective adherence of Transparency, Full Disclosure, Fairness** to all and **Independent monitoring & supervision** in the conduct of its business operation has remained in focus in the process of its implementation.

CODE OF CONDUCT

The Company has encouraged and supported compliance to **ethical business practices in personal and corporate behavior** by its employees and has been providing, from time to time, the required guidelines in this respect. A written Code of Conduct was formally drawn up for employees of the Company in 1999. A special Code of Conduct for dealing in **Equity Shares and other listed Securities** of the Company was also put in place in 2002 for the Directors and the employees of the company.

The Company has framed a specific **Code of Conduct** for the members of the Board of Directors and the Senior Management Personnel to further strengthen Corporate Governance practices as required under Clause 49 of the Listing Agreement with Stock Exchanges.

Definition of Senior Management

The Senior Management shall mean :

"Members of Core Management Team excluding Board of Directors. Normally, this would comprise of all members of Management, one level below the Whole-time Director of the Company including all Functional heads".

A. Common Code of Conduct for Directors and Senior Management

1. **Ethical Behaviour**

- a. To act in accordance with the highest standard of personal and professional integrity.
- b. To be fair in dealings with customers, suppliers, employees and others in the best interest of the Company.

2. **Conflict of Interest**

To avoid conflicts of personal interest with the interest of the Company and to disclose promptly to the Board all contractual interest whether directly or indirectly entered into with the company.

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As illustrations only and being not exhaustive, some of the more common instances of conflict of interest which directors and senior management should avoid are listed below :

a. Relationship of Company with third-parties

Not to receive any personal benefit and participate in any decision making process from / with a person or entity which is seeking to do business or to retain business with the Company.

b. Compensation from non-Company sources

Not to accept any compensation for services provided to the Company from any source other than the Company.

c. Gifts

Not to give / accept any offer, payment or anything of value to / from the customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision.

Clarification : Gifts of nominal value which are customary in nature may be given / accepted on a special occasion.

d. Personal use of Company assets

Not to use Company's assets, labour and information for personal use.

3. **Corporate Opportunities**

a. Not to divert to his own advantage any business opportunity that the Company is in pursuit.

b. Not to compete whether directly or indirectly with the Company.

4. **Confidentiality**

To maintain confidentiality of information :

a. entrusted to them by the Company, or

b. which has come to them from whatever sources.

5. **Compliance with Laws, Rules and Regulations**

To comply and oversee the compliance of relevant laws, rules and regulations applicable to the Company by employees.

Explanation: Wherever there is any doubt about the proper interpretation of law, all concerned should act in accordance with the opinion of the company's legal advisers to safeguard the interest of the Company. Claims, if any, may be made only after disclosing full facts to the authorities concerned so that there may be no allegations of concealment or deliberate violation.

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6. **Financial Reporting and Records**

To ensure that:

- a. Financial statements and accounts are prepared in accordance with accounting standards, laws and regulations and it reflects true and fair view of the affairs of the Company. There shall be no premature recognition of income, deferment in chargeable expenses and no undisclosed bank account and fund.
- b. Adequate accounting Systems & Procedures are introduced to reflect true and fair position of all business transactions.

Clarification :Any wilful material misrepresentation and / or misinformation shall be regarded as violation of this code apart from inviting appropriate civil or criminal action under relevant laws.

7. **Political Non-Alignment**

Not to offer or give any amount or property as donation, directly or indirectly, to any specific individual, organisation or campaign if it violates any law.

8. **Compliance Standards**

To promptly communicate any suspected violation to the Board or any committee or any person so designated.

B. **Additional Code of Conduct for Directors**

1. To inform the Company immediately about emergence of any situation that may disqualify him from Directorship.
2. Not to hold any office or place of profit in the Company by himself or by his relatives without full disclosure of information in connection therewith.
3. To actively participate in the meetings of the Board / Committees thereof on which they are members and to exercise independent judgement on all issues of policy matters.
4. The duties of Independent Directors shall be as laid down in Clause III of Schedule IV to the Companies Act, 2013 and as may be modified, substituted, amended, replaced from time to time.

C. **Additional Code of Conduct for Senior Management**

1. Not to accept simultaneous part time employment, retainership, consultancy etc. with any other individual or organisation including with suppliers, customers, competitors of the Company and not to take part in any activity which may enhance or support a competitor.

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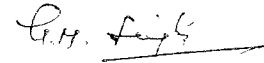
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2. To ensure integrity of data / information furnished to the Board / Committee and to ensure that no wilful misrepresentation, manipulation and incorrect information is provided in financial statements and reports.
3. To ensure compliance of all policies & procedures laid down by the Company for smooth functioning of the business.

INTERPRETATION OF CODE

Any question or interpretation under this Code of Conduct shall be considered and dealt with by the Board or any committee or any person authorised by the Board in this behalf. The Board or any designated person / committee so authorised shall have the authority to waive compliance with this Code of Conduct for any director or senior management personnel of the Company. The person seeking waiver of this Code shall make full disclosure of the particular circumstances of the case to the Board or the designated person / committee

Any waiver of this Code as may be made by the Board and/or so authorised person/ committee shall be promptly posted on the Website of the Company.



(G.M. Singhvi)
Whole-time Director

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