



(CIN-L65923DL1985PLC195299)

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

1. INTRODUCTION

A Code of Conduct is a written document that outlines the Company's values, principles and guidelines in conduct of business. The Code of Conduct for the Board members and senior management aims to set standards for behaviour of an organisation and to comply with the applicable legal requirements. SEBI (LODR) Regulation 17 & 26 mandates for laying down a code of conduct and Capital Trust Limited ("Company"), being a listed entity needs to be guided by the same. In order to comply with SEBI Rules and Regulations and for the purpose of good governance, the Board of Directors of the Company ("Board") has formulated Code of Conduct for Board Members and Senior Management of the Company ("Code"). Members of Board and Senior Management of the Company together are referred as "Specified Persons" in this Code. Senior Management comprises all members of management one level below Executive Directors, including Functional Heads.

2. APPLICABILITY

This Code applies to Specified Persons while working on the business of the Company, premises and locations where business of the Company are conducted, place where Specified Person is a representative of the Company and events sponsored by the Company

3. GENERAL CONDUCT AND DUTIES

The Specified Persons must act within the bounds of the authority conferred upon him/her, in the best interests of the Company, with the highest standards of personal and professional conduct, to enhance and maintain the reputation of the Company, to maintain every relationship with due respect and dignity, in protecting the interest of the stakeholders.

Capital Trust Limited

**Registered Office: 205, Centrum Mall, Sultanpur, M G Road, New Delhi-110030
Phone: 9716844571 Email: info@capitaltrust.in Web: www.capital-trust.com**



(CIN-L65923DL1985PLC195299)

In addition to the above, the independent directors must undertake appropriate induction, regularly update/refresh their skills and knowledge, enhance their familiarity with the Company, enhance their familiarity with the external environment in which the Company operates, strive to attend all meetings of the Board and Committees of which they are members, participate actively and constructively in meeting of Board/Committees of Board/General Meetings, insist on recording of their concerns in the minutes, ensure their concerns are addressed and resolved by the Board, ensure sufficient deliberations on related party transactions, not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board, seek/follow appropriate professional advice/opinion of outside experts at Company's expense in any matter, oversee the conduct of the Company's business.

4. MUTUAL RESPECT AND OPENESS

The skills and commitment of the employees are the greatest asset for the Company. The employees are expected to conduct business in an entrepreneurial way and accept individual responsibility for ethical conduct. The Specified Persons shall involve colleagues in decision making in order to achieve common goal with commitment. The Specified Persons shall encourage employees at all levels to be guided by mutual respect, openness, honesty, co-operation trust, openness in giving feedback and receiving feedback and fair and open debate. Employees at all levels shall be open to express ideas and concerns. Specified Persons shall conduct in a professional, courteous and respectful manner;

5. EQUAL AND FAIR TREATMENT

The Company is an equal opportunity employer and makes employment decisions based on merit and business needs. Skill, Performance and Ethical conduct are only indicators of employee performance. The Specified Persons shall not allow discrimination based on creed, cast, colour, sex, nationality, ancestry, physical or mental disability, medical condition, marital status, age, and shall create an environment free from any harassment (physical, verbal, psychological, sexual) local law or ordinance or regulation.

Capital Trust Limited

Registered Office: 205, Centrum Mall, Sultanpur, M G Road, New Delhi-110030

Phone: 9716844571 Email: info@capitaltrust.in Web: www.capital-trust.com



(CIN-L65923DL1985PLC195299)

6. SAFETY AT WORK PLACE

The safety of people at the workplace is primary concern of the Company. Specified Persons must comply with all applicable health and safety requirements and regulations.

7. INTEGRITY AND TRANSPERENCY

Specified Persons shall act with highest standards of personal and professional integrity, honesty, fairness, diligence and ethical conduct. He/she shall not accept any gift, donations, hospitality beyond customary level from persons having direct or indirect business relation with the Company .He /She shall act in good faith, responsibly, care, competence and diligence, without allowing independent judgment to be subordinated;

Specified Persons shall be fair, transparent and truthful and shall be perceived as such by third parties. He/ She shall maintain it in all his/her communications.

Specified Persons shall disclose, make available to and share with fellow Specified Persons the information as may be appropriate to ensure proper conduct and sound operation of the Company;

Integrity, honesty and ethical conduct (honest conduct is the conduct that is free from fraud or deception. Ethical conduct is the conduct in conformance with accepted professional standards and compliance with all applicable laws, which includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships) .

8. CONFLICT OF INTEREST

Decisions and actions in the course of working with the Company should be based on the best interests of the Company, and not based on personal relationships or benefits. Each



(CIN-L65923DL1985PLC195299)

Specified Person has a responsibility to the Company and its stakeholders. Although this duty does not prevent from engaging in personal transactions and investments, it is essential to avoid situations of conflict of interest that may occur or appear to occur or will affect independent judgment in the Company's best interest. A conflict of interest shall be said to exist, where the interest or benefit of one person or entity conflicts with the interest the interest or benefit of another person or entity.

Specified Person will disclose his/her potential conflicts of interest regarding any matters, if any to the Board and any Director having such conflict of interest will abstain himself/herself from discussions and voting on such matter.

9. PROTECTION OF ASSETS

Protecting the assets of the Company is a key fiduciary responsibility of the Specified Persons. Specified Person shall ensure proper use of Company's Assets and must safeguard such assets against loss, damage, misuse, misappropriation and theft.

10. FINANCIAL REPORTING

The integrity financial transactions and records is critical to the operation of the Company and is a key factor in maintaining the confidence and trust of stakeholders. The financial information shall be accurately and completely in accordance with the laws, regulations, principles and standards. The Company shall all the time have appropriate internal controls and procedures to ensure accounting and financial reporting complies with applicable law.

11. REGULATORY COMPLIANCE

The Specified Persons shall adhere to and shall cause adherence to all applicable laws, rules, regulation and policies of the Company.



(CIN-L65923DL1985PLC195299)

12. ENVIRONMENT PROTECTION

The Specified Persons shall take complete and proper care of external environment and shall conserve the resources for a proper ecological balance.

13. CONFIDENTIALITY

Confidential information are valuable asset of the Company .Confidential information include any unpublished price sensitive, financial, business, customer, employee, legal, commercial, technological and scientific information of the Company. Specified Persons must maintain confidentiality of information relating to the affairs of the Company acquired in the course of their service/working and shall not disclose it unless such disclosure is expressly approved by the Board or required by law. Specified Persons shall not use confidential information acquired in the course of their service/working with the Company for personal advantage.

14. DISCLOSURE TO REGULATORS AND PUBLIC

The Specified Persons shall ensure full, fair, accurate and timely disclosures of required information in reports and documents filed with/submitted to regulators and authorities.

15. COMPLIANCE AND REPORTING

The Code will be posted on the website of the Company. Specified Persons shall affirm compliance with the Code on an annual basis by 30 of April each year (in form-A as attached), for which a declaration signed by the CEO of the Company shall be contained in the Annual Report.

Specified Persons shall report and shall facilitate reporting of concerns about unethical behavior, actual or suspected fraud, violation of Code to the Chairman of the Board, who



(CIN-L65923DL1985PLC195299)

will investigate or appoint appropriate person to investigate into the matter and determine the action to be taken Specified Persons shall ensure an adequate vigil mechanism is implemented and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

16. EFFECT AND IMPLEMENTATION

This Code shall be implemented with effect from April 1, 2015 or such other date as may be decided by the Board. The Code shall remain in force till amended, changed, dropped or becoming ineffective by operation of law. In case of any conflict between this Code and any law, the law shall prevail over it.

It be reviewed/amended from time to time depending on requirements by the Board. The Company Secretary or such other person as may be decided by the Board shall monitor compliance of the Code.