

CODE OF CONDUCT

NEOMILE ASSET MANAGERS PRIVATE LIMITED

CODE OF CONDUCT

PREAMBLE

Neomile Asset Managers Private Limited (“**Neomile**” or “**Company**”) is committed to ethical conduct of business and to achieve this goal has introduced array of policies. Code of Conduct (“**Code**”) is part of this integral policy framework for ethical and compliant conduct of business.

Neomile’ purpose is to “make wealth creation simple and accessible by being trustworthy and transparent capital allocators”. All our actions need to be in line with this purpose and the fiduciary position we hold for our clients. All employees of Neomile are expected to adhere to this Code in their professional conduct, treat co-workers with respect and fairness, respect different beliefs, cultures, and religious values of the people they work with, and work co-operatively without discriminating against other co-workers.

This Code is instituted to provide guidance to all employees of the Company on conducting business on behalf of the Company, with internal or external stakeholders and/or other parties as representatives of the Company. The Code aims to provide guidelines on appropriate standards of conduct such as to maintain and enhance the reputation of the Company.

Scope

The Code of Conduct is applicable to all employees of Neomile including permanent, part time and interns and directors (“Employees”). In essence, anyone representing Neomile or working on Neomile’ behalf is expected to act consistently with the Code.

Responsibilities under the Code

Responsibility of Employees

It is the responsibility of each Employee to be aware of and abide by the Code described in this document. Further, each Employee is responsible for reporting any violations of the Code they observe within the Company to the Compliance Team at aif@neomilecapital.com

Responsibility of the Senior Management

In addition to the above, the Leadership Team at Neomile has an additional responsibility to drive a culture of integrity, honesty, ethics and law-abiding behavior among other Employees in the organization. Towards this end, they are expected to demonstrate these traits, reinforce the Code as part of regular Employee engagement, and encourage Employees to report violations of the Code and guard against taking retaliatory action against anyone for making a good faith report.

Neomile is regulated as the investment manager to a SEBI regulated Category III Alternative Investment Fund. The applicable regulations lay down various code of conduct that Employees of every intermediary like Neomile need to follow. Such regulatory codes are included as annexure to this Code and are considered to be an inherent part of this Code.

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Code of Personal Conduct

Honesty & Integrity

All Employees are expected to always demonstrate the highest standards of honesty and integrity in their conduct while representing Neomile and conducting business on behalf of Neomile. Towards this end, every Employee is required to be straightforward and honest in their professional and business relationships, be truthful about the services provided, the knowledge possessed, and experience gained.

Respect for all

All Employees are expected to demonstrate respect and trustworthy behaviour in their dealings with other Employees as well as external stakeholders.

Team spirit

All Employees are expected to uphold the spirit of team work and ensure that the best interest of the team and Company prevails at all times.

Substance abuse

The use or possession of illegal drugs, and other controlled substances in the workplace and being under the influence of these substances on the job and during working hours is strictly prohibited.

Code of conduct towards employment practices

Equal Opportunities for employment

Neomile provides equal employment opportunity to all qualified persons without discrimination on the basis of age, sex, race, disability, marital status, or religion in accordance with applicable local, state and national laws and regulations. All employment and promotion decisions will be based solely upon individuals' qualifications, experience, prior contribution and demonstrated capacity to perform at higher or improved levels of performance and will be in accordance with the principle of equal employment opportunity.

Workplace free of harassment

Neomile is committed to providing work environment that ensures every employee is treated with dignity and respect and afforded equitable treatment. The Company is also committed to promoting a work environment that is conducive to the professional growth of its employees and encourages equality of opportunity. Neomile will not tolerate any form of sexual harassment and is committed to take all necessary steps to ensure that Employees are not subjected to any form of harassment. Employees need to report any incidents of sexual harassment to the independent committee as defined in the POSH policy and guided by the Sexual Harassment of Women at Workplace (Prohibition, prevention and Redressal) Act, 2013. Neomile will initiate appropriate disciplinary action against Employee found guilty of any kind of sexual harassment by the Independent Committee for POSH.

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Workplace free from violence

Neomile will not tolerate any violence in any form either within premises or outside, where company related activities are carried out. Employees are encouraged to reach out to the respective manager/ head of department / HR team for amicable resolution of work-related issues and concerns.

Open door communication

Neomile believes that the work environment should be free from any kind of bureaucracy and all Employees must have access to other employees regardless of their position or influence in the company. All managers are expected to foster an open door culture at the workplace.

Environment, Health & Safety

Neomile is committed to provide its employees a safe, healthy, and sound working environment. The company will take all possible measures to ensure health and safety of its Employees.

Safety at workplace is also every Employee's responsibility. All employees and visitors to the workplace must comply with safety norms/policies/standards as prescribed by the company and applicable law. All Employees must ensure that no unsafe act is committed at workplace. Employees must also undertake all possible measures to eliminate any unsafe condition as soon as they become aware of it.

If an Employee witnesses any unsafe act or unsafe condition, they should report the matter to Human Resources department at the earliest.

Personal Information Privacy

Neomile is committed to protecting personal information that is shared by Employees during the course of employment, consistent with applicable data privacy laws, including the rules surrounding the collection, processing, use, transfer and disclosure of personal information.

It is expected that Employees whose job responsibilities include the collection, modification, transfer, processing, storage or use of personal employee information will comply with the applicable data privacy laws and other internal controls that protect this personal information.

Conflicts Of Interests and Compliance with laws and regulations

Conflicts of interest and duty

Each Employee is expected to avoid situations in which his or her financial or other personal interests or dealings are, or may be, in conflict with the interests of the Company. Accordingly, the Company expects its Employees to always act in the Company's interest. Employees must also not engage in any other activity which could reasonably conflict with the Company's interests and interfere with the performance of their duties. Employees are advised not to engage in any other business, commercial or investment activity that may conflict with their ability to perform their duties to the Company.

Employees must not use any Company's property, information or position, or opportunities for personal gains or to compete with or to tarnish the image of the Company. Where Employees' personal interests conflict with those of the Company's, in all such cases the Employee must seek advice from his or her reporting/ reviewing manager or from

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senior management or from Compliance Officer for avoidance of doubt, mere financial portfolio investments shall not be considered as activities that conflict with the business of the Company.

The Employee shall for a period of 24 (Twenty) months after the date of termination of his employment with the Company for any reason, not either directly or indirectly solicit, induce, recruit or encourage any of the Company's employees to leave their employment, or take away such employees, or attempt to solicit, induce, recruit, encourage or take away employees of the Company, either for himself or for any other person or entity.

Protection of Company Assets & Information

Employees must ensure appropriate use of company assets or company information including company property, computers & communication systems, financial information, business strategy, technology, intellectual property, brands, trademarks, or any other non-public information. The misuse or destruction of company assets or company information shall be considered as misconduct and strict disciplinary action shall be initiated in such cases.

All intellectual properties including without limitation, ideas, papers, opinions, precedents, documents and databases and/or any/all improvements thereupon (i) conceived (whether or not during the regular office hours) or made by the Employee during the course of his employment with the Company, and (ii) other ideas, techniques or principles related to the business of the Company, shall be disclosed promptly by the Employee to the Company and shall belong to and be the sole property of, the Company. The Employee expressly disclaims any right, title, interest or ownership in or with regard to the same.

Insider Trading

Neomile has a policy designed to prevent legal, business and ethical conflicts of interest related to personal investment activities of Employees of Neomile, and the investment and fund management functions of Neomile undertaken on behalf of its clients. The policy also aims to guard against the misuse of proprietary or confidential information.

All Employees of the Company are bound by this Policy and are required to observe it both in letter and spirit.

Confidential Information

All Employees, whether in employment or even after the cessation of the employment, are required to maintain and protect the confidentiality of Company information, client information, intellectual property rights described above and other proprietary or confidential information and not use for the purpose of personal benefit or the benefit of any other entity.

An Employee shall not disclose in writing/verbal any facts, figures, information, trade secrets and/or confidential documents obtained during the course of business relationship with Company to any person /authority /organization/statutory body unless required by law and/or with specific written permission of the Company. They shall not provide any information either formally or informally to the press or to any other publicity media unless specifically authorized to do so.

The Employee shall not hereafter in perpetuity, issue any press statements or news items or social media statements (on any platform whatsoever) or offer any public interviews which does or may (in the reasonable opinion of the Company) have the effect of disparaging the company or any of its officials or its business activities.

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Employees shall ensure while using electronic/digital media that activities do not create a conflict of interest or inadvertently disclose confidential business information, you may not publish, post or link to any material in written or electronic format, make speeches, give interviews or make public appearances on behalf of or as a representative of Company that mention Companies operations, clients, products or services, without prior approval from the Company.

Anti-Bribery and Anti-Corruption

Neomile has a 'zero tolerance policy' towards bribery and corruption and aims to foster a culture of integrity and show its commitment to combating both bribery and corruption. ABAC Policy is formulated in terms of the Prevention of Corruption Act, 1988 as amended by the Prevention of Corruption (Amendment) Act, 2018, the United States Foreign Corrupt Practices Act of 1977 and the United Kingdom Anti-Bribery Act of 2010 and provides guidelines in conducting acts with ethical behavior and not indulging in any acts that can be tantamount to corruption and unethical behavior.

Employees are prohibited from receiving any payments or gifts from any third party as a result of his/her employment with Neomile, except where such gifts are food items of reasonable value. Similarly, Employees are prohibited from offering any bribes or making any improper payments or gifts for furtherance of Neomile business or otherwise.

Anti Money Laundering (AML) and combating financing of terrorism (CFT)

Neomile ensures that its systems are not used for laundering money and for carrying out any illicit funding activity. Neomile has in place a detailed policy for AML and CFT. Employees are required to undergo training and be vigilant in their duties to detect possible attempts to use Neomile systems for laundering money. Compliance of the AML and CFT policy is an important element of Neomile's compliance program.

Violation of the Code and reporting under the Code

Each employee must report actual or potential violation of this code of conduct or applicable laws to the Compliance department. All such reports of violation shall be treated as protected disclosures if made under Whistle Blower Policy. Employees have option to make a complaint through email to parimal@Neomile.in who is a designated officer for investigating whistleblower cases.

Consequences for violations

Violations of this Code, Company Policy or the law will attract disciplinary action—up to and including termination. Violations also include any false allegations, regardless of whether they are made anonymously. Legal and ethical misconduct can also subject the Employees involved and Neomile to fines, penalties and civil or criminal prosecutions.

Amendments

The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, the company reserves its right to amend, alter or terminate this code at anytime and for any reason, subject to applicable law.

This Code of Conduct is not exhaustive and lays down only the general principles to be followed by all parties as covered under the Code. The company may have separate codes/policies formulated for regulating various matters that may be required under the specific laws. The parties shall be responsible for adhering to such additional codes/policies as may be applicable to them.

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ANNEXURE A
Fourth Schedule
SEBI (Alternative Investment Funds) Regulations, 2012 [Regulation 20(1) and 20(9)]

CODE OF CONDUCT AS AN ALTERNATIVE INVESTMENT FUND

An Alternative Investment Fund shall

1. Carry out its business activities and invest in accordance with the investment objectives stated in the placement memorandum and other fund documents.
2. Be operated and managed in the interest of all investors and not only in the interest of the sponsor, manager, directors or partners of the sponsor and manager or a select class of investors.
3. Ensure the dissemination of adequate, accurate, explicit, and timely information in accordance with these Regulations to all investors.
4. Ensure the dissemination of any other information as agreed with the investors.
5. Ensure that an effective risk management process and appropriate internal controls are in place.
6. Have written policies and procedures to identify, monitor and appropriately mitigate any potential conflict of interest through-out the scope of its business.
7. Not use any unethical means to sell, market or induce any investor to buy its units.
8. Have written policies and procedures to comply with anti-money laundering laws.

CODE OF CONDUCT FOR THE MANAGERS OF ALTERNATIVE INVESTMENT FUNDS AND KEY MANAGEMENT PERSONNEL OF MANAGERS AND ALTERNATIVE INVESTMENT FUNDS

Every Manager of Alternative Investment Funds and key management personnel of the manager and Alternative Investment Funds shall:

1. Abide by the Act, Rules, Regulations, Guidelines and Circulars as applicable to Alternative Investment Funds always.
2. Maintain integrity, highest ethical and professional standards in all its dealings.
3. Ensure proper care and exercise due diligence and independent professional judgment in all its decisions.
4. Act in a fiduciary capacity towards investors of the Alternative Investment Fund and ensure that decisions are taken in the interest of the investors.
5. Abide by the policies of the Alternative Investment Fund to identify, monitor, and appropriately mitigate any potential conflict of interest throughout the scope of its business.
6. Not make any misleading or inaccurate statement, whether oral or written, either about their qualifications or capability to render investment management services or their achievements.
7. Record in writing, the investment, divestment, and other key decisions, together with appropriate justification for such decisions.
8. Provide appropriate and well considered inputs, which are not misleading, as required by the valuer to carry out appropriate valuation of the portfolio.
9. Not enter arrangements for sale or purchase of securities, where there is no effective change in beneficial interest or where the transfer of beneficial interest is only between parties who are acting in concert or collusion, other than for bona fide and legally valid reasons.
10. Abide by confidentiality agreements with the investors and not make improper use of the details of personal investments and/or other information of investors.
11. Not offer or accept any inducement in connection with the affairs of or business of managing the funds of investors.

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12. Document all relevant correspondence and understanding during a deal with counterparties as per the records of the Alternative Investment Fund if they have committed to the transactions on behalf of Alternative Investment Fund.
13. Maintain ethical standards of conduct and always deal fairly and honestly with investee companies.
14. Maintain confidentiality of information received from investee companies and companies seeking investments from Alternative Investment Fund, unless explicit confirmation is received that such information is not subject to any non-disclosure agreement.

CODE OF CONDUCT FOR MEMBERS OF THE INVESTMENT COMMITTEE, TRUSTEE, TRUSTEE COMPANY, DIRECTORS OF THE TRUSTEE COMPANY, DIRECTORS, OR DESIGNATED PARTNERS OF THE ALTERNATIVE INVESTMENT FUND

Members of the Investment Committee, trustee, trustee company, directors of the trustee company, directors or designated partners of the Alternative Investment Fund shall:

1. Maintain integrity and the highest ethical and professional standards of conduct.
2. Ensure proper care and exercise due diligence and independent professional judgment in carrying out their roles.
3. Disclose details of any conflict of interest relating to any/all decisions in a timely manner to the Manager of the Alternative Investment Fund, adhere with the policies and procedures of the Alternative Investment Fund with respect to any conflict of interest and wherever necessary, recuse themselves from the decision-making process.
4. Maintain confidentiality of information received regarding the Alternative Investment Fund, its investors and investee companies; unless explicit confirmation is received that such information is not subject to any non-disclosure agreement.
5. Not indulge in any unethical practice or professional misconduct or any act, whether by omission or commission, which tantamount to gross negligence or fraud.

Declaration

I **Rashesh Shah**, member of Investment committee for **Neomile Growth Fund – Series I** hereby confirm that I have complied with the below mentioned code of conduct which is specified under the fourth schedule of the AIF Regulations. The same has been mentioned herein below for reference.

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Fourth Schedule

SEBI (Alternative Investment Funds) Regulations, 2012 [Regulation 20(1) and 20(9)]

CODE OF CONDUCT FOR MEMBERS OF THE INVESTMENT COMMITTEE, TRUSTEE, TRUSTEE COMPANY, DIRECTORS OF THE TRUSTEE COMPANY, DIRECTORS, OR DESIGNATED PARTNERS OF THE ALTERNATIVE INVESTMENT FUND

Members of the Investment Committee, trustee, Trustee Company, directors of the Trustee Company, directors or designated partners of the Alternative Investment Fund shall:

1. Maintain integrity and the highest ethical and professional standards of conduct.
2. Ensure proper care and exercise due diligence and independent professional judgment in carrying out their roles.
3. Disclose details of any conflict of interest relating to any/all decisions in a timely manner to the Manager of the Alternative Investment Fund, adhere with the policies and procedures of the Alternative Investment Fund with respect to any conflict of interest and wherever necessary, recuse themselves from the decision-making process.
4. Maintain confidentiality of information received regarding the Alternative Investment Fund, its investors and investee companies; unless explicit confirmation is received that such information is not subject to any non-disclosure agreement.
5. Not indulge in any unethical practice or professional misconduct or any act, whether by omission or commission, which tantamount to gross negligence or fraud.

Declaration

I **Tatsat Mehta**, member of Investment committee for **Neomile Growth Fund – Series I** hereby confirm that I have complied with the below mentioned code of conduct which is specified under the fourth schedule of the AIF Regulations. The same has been mentioned herein below for reference.

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Fourth Schedule

SEBI (Alternative Investment Funds) Regulations, 2012 [Regulation 20(1) and 20(9)]

CODE OF CONDUCT FOR MEMBERS OF THE INVESTMENT COMMITTEE, TRUSTEE, TRUSTEE COMPANY, DIRECTORS OF THE TRUSTEE COMPANY, DIRECTORS, OR DESIGNATED PARTNERS OF THE ALTERNATIVE INVESTMENT FUND

Members of the Investment Committee, trustee, Trustee Company, directors of the Trustee Company, directors or designated partners of the Alternative Investment Fund shall:

1. Maintain integrity and the highest ethical and professional standards of conduct.
2. Ensure proper care and exercise due diligence and independent professional judgment in carrying out their roles.
3. Disclose details of any conflict of interest relating to any/all decisions in a timely manner to the Manager of the Alternative Investment Fund, adhere with the policies and procedures of the Alternative Investment Fund with respect to any conflict of interest and wherever necessary, recuse themselves from the decision-making process.
4. Maintain confidentiality of information received regarding the Alternative Investment Fund, its investors and investee companies; unless explicit confirmation is received that such information is not subject to any non-disclosure agreement.
5. Not indulge in any unethical practice or professional misconduct or any act, whether by omission or commission, which tantamount to gross negligence or fraud.

Declaration

I **Kirtan Rupareliya**, member of Investment committee for **Neomile Growth Fund – Series I** hereby confirm that I have complied with the below mentioned code of conduct which is specified under the fourth schedule of the AIF Regulations. The same has been mentioned herein below for reference.

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Fourth Schedule SEBI (Alternative Investment Funds) Regulations, 2012 [Regulation 20(1) and 20(9)]

CODE OF CONDUCT FOR MEMBERS OF THE INVESTMENT COMMITTEE, TRUSTEE, TRUSTEE COMPANY, DIRECTORS OF THE TRUSTEE COMPANY, DIRECTORS, OR DESIGNATED PARTNERS OF THE ALTERNATIVE INVESTMENT FUND

Members of the Investment Committee, trustee, Trustee Company, directors of the Trustee Company, directors or designated partners of the Alternative Investment Fund shall:

1. Maintain integrity and the highest ethical and professional standards of conduct.
2. Ensure proper care and exercise due diligence and independent professional judgment in carrying out their roles.
3. Disclose details of any conflict of interest relating to any/all decisions in a timely manner to the Manager of the Alternative Investment Fund, adhere with the policies and procedures of the Alternative Investment Fund with respect to any conflict of interest and wherever necessary, recuse themselves from the decision-making process.
4. Maintain confidentiality of information received regarding the Alternative Investment Fund, its investors and investee companies; unless explicit confirmation is received that such information is not subject to any non-disclosure agreement.
5. Not indulge in any unethical practice or professional misconduct or any act, whether by omission or commission, which tantamount to gross negligence or fraud.