

NEOMILE ASSET MANAGERS PRIVATE LIMITED

AIF - POLICY ON CONFLICT OF INTEREST

1. BACKGROUND:

The Securities and Exchange Board of India (SEBI) vide its circular dated August 27, 2013, inter alia, requires all intermediaries to frame an internal code of conduct to identify and avoid or to deal or manage actual or potential conflict of interest. Further, Securities and Exchange Board of India (SEBI) vide its circular no. CIR/CFD/CMD1/168/2019 dated December 24, 2019, has mandated all the Alternative Investment Funds to follow the Stewardship Code (the Code), as prescribed in Annexure A of SEBI Circular, in relation to its investments in listed equities. As per Principle 2 of the Code, an institutional investor should have a clear policy on how they manage conflict of interest in fulfilling their stewardship responsibilities and publicly disclose it.

2. SCOPE:

This Policy summarizes key conflict of interest and the related policies and procedures and shall apply to Neomile Asset Managers Private Limited (NEOMILE). This Policy is also in addition to the provisions, if any, contained in relevant regulations/ circulars issued by Securities & Exchange Board of India (SEBI) from time to time regarding dealing with conflict of interest.

For the purpose of this Policy, 'relevant person' includes a director, manager, employee, or appointed representative of NEOMILE.

3. OBJECTIVES AND APPLICABILITY OF POLICY:

3.1. To evidence that policies and procedures are put in place to address potential areas of conflicts as well as to ensure compliance with relevant regulatory requirements.

3.2. To provide guidance to NEOMILE and 'relevant persons' on the identification and management of conflicts of interest.

4. KEY AREAS OF CONFLICTS OF INTEREST IDENTIFIED AND THE MANAGEMENT OF SUCH CONFLICTS:

NEOMILE CORPORATE ADVISORY LIMITED (SPONSOR) or its Promoters or Directors or any other associated firms may, from time to time:

a. Acquire, have and/ or maintain a position in any security similar to the Securities held, purchased, or sold for the Client's of Alternative Investment Fund (AIF).

b. Purchase or sell any security which forms part of the investee companies of the Investment Manager which is otherwise purchased, sold or traded in by the Investment Manager on its own account or on account of its other client(s); The Client of AIF is aware of such interest of the Investment Manager under the scheme vis-à-vis in SPONSORS account, if any.

c. Purchase or sell on its own account or on behalf of any other client, any security which forms part of the scheme of AIF.

However, NEOMILE shall avoid any conflict of interest in relation to its decision regarding investments with respect to the AIF and where such conflict of interest does arise, NEOMILE shall ensure fair treatment as in an arm's length transaction to all its Clients of AIF and shall also specifically ensure that the interest of the Client is not prejudiced

5. APPROACH FOR MANAGING CONFLICT OF INTEREST:

NEOMILE has in place various guidelines, internal policies, and procedures for its employees to manage Conflict of interest. Broad guidelines for employees to manage Conflict of Interest are listed below:

- a. Maintain high standards of integrity.
- b. Ensure fair treatment of their clients and not discriminate amongst them.
- c. Ensure that the personal interest of relevant persons does not, at any time conflict with their duty to their clients.
- d. Disclose to the client possible source or potential areas of conflict of interest.
- e. Have in place information barriers to block or hinder the flow of information from one department/unit to another.
- f. Place appropriate restrictions on transactions in securities while handling a mandate of issuer or client in respect of such security to avoid any conflict.
- g. Restrict the dealing in securities while in possession of material non-published information.
- h. Not to communicate the material non-published information while dealing in securities on behalf of others.
- i. Not in any way contribute to manipulate the demand for or supply of securities in the market or to influence prices of securities.
- j. Not to have an incentive structure that encourages sale of products not suiting the risk profile of their clients.

In order to ensure compliance with the aforesaid Guidelines, NEOMILE has in place various internal policies and procedures including policies regarding Code of Ethics, and so on.

NEOMILE continuously reviews conflict situations and endeavors to keep its policies and procedures updated to address such situations.

6. REVIEW AND UPDATION OF POLICY:

The Policy shall be reviewed and updated to ensure it is in lines with the existing applicable regulatory requirement
