

Qode

Conflict Of Interest Policy

Policy for dealing with Conflict of Interest of Intermediaries in Securities Market.

A. Foreword:

1. This policy emanates from the circular dated August 27, 2013, issued by the Securities and Exchange Board of India ("SEBI"), through which SEBI has laid down the guidelines requiring registered intermediaries to establish and implement a conflict of interest policy (hereinafter the "Policy").
2. To adhere to the above guidelines, the Portfolio Manager is required to take all reasonable steps to identify, eliminate or manage conflicts of interest. The Portfolio Manager is committed to acting honestly, fairly professionally and in the best interests of its clients.
3. This Policy is not intended to, or does not create third party rights or duties nor does it form part of any contract between the Portfolio Manager and any client.

This policy is in line with the requirements of:

SEBI circular no. CIR/MIRSD/5/2013 dated August 27, 2013.

B. Scope & Applicability:

1. This Policy is applicable to all Designated Partner and Key Management Persons of QODE ADVISORS LLP ("PCSL" or "Portfolio Manager") with respect to all interactions with the clients.
2. This policy shall also be applicable to all the employees of the Portfolio Manager (incl. those who are on an internship with the Portfolio Manager)

C. Purpose:

1. The Conflict-of-Interest Policy aims to ensure that the Portfolio Manager's clients are treated fairly and at the highest level of integrity

and that their interests are protected at all times. This policy lays down the framework to identify and adequately manage conflict of interest thereby safeguarding the Client's interest. This policy outlines the framework for identifying, avoiding and managing conflict of interest.

2. This Policy aims at:
 - a. Identifying circumstances that may give rise to conflicts of interest entailing a material risk of damage to clients' interests;
 - b. Establishing appropriate procedures and systems to manage those conflicts, and
 - c. Ensuring the maintenance of such procedures and systems in an effort to prevent actual damage to clients' interests through conflicts identified.

D. Policy:

1. The Designated Partner and Key Management Persons shall:
 - a. Lay down policies and internal procedures to identify and avoid or deal with or manage actual or potential conflicts of interest;
 - b. Develop an internal code of conduct governing operations and formulate standards of appropriate conduct in the performance of their activities and ensure communication of such policies, procedures and code to all concerned;
 - c. Develop measures to prevent or limit any person from exercising inappropriate influence over the way in which the services are carried out;
 - d. At all times maintain high standards of integrity in the conduct of its business;
 - e. Ensure fair treatment of its clients and not discriminate amongst them;
 - f. Ensure that its personal interest does not, at any time conflict with its duty to its clients and client's interest always takes primacy in its advice, investment decisions and transactions;

- g. Make appropriate disclosure to the clients of possible sources or potential areas of conflict of interest that would impair its ability to render fair, objective and unbiased services;
- h. Not to communicate the material non-published information while dealing in securities on behalf of others;
- i. Not in any way contribute to manipulating the demand for or supply of securities in the market or to influence prices of securities;
- j. Not have an incentive structure that encourages the sale of products not suiting the risk profile of its clients;
- k. Not share information received from clients or pertaining to them, obtained as a result of their dealings, for its personal interest.

E. Compliance with the Conflict-of-Interest Policy:

The Partners and Key Management Persons of the Portfolio Manager shall confirm compliance with the policy annually.

F. Internal Procedures to be implemented:

1. Identification of conflict of interests:

Conflicts of interest need to be identified in the process of decision-making and to be assessed prior to the engagement of the transaction.

In identifying conflicts of interest, the Portfolio Manager shall consider all of the factual circumstances where the Portfolio Manager or Partner or employee:

- a. Is likely to make a financial gain, or avoid a financial loss, at the expense of the Client;

- b. Has an interest in the outcome of a service provided to the Client or of a transaction carried out on behalf of the Client, which is distinct from the Client's interest in that outcome;
- c. Has a financial or other incentive to favour the interest of one Client over another;
- d. Carries out the same business as the Client; or
- e. Receives from a person other than a client an inducement in relation to a service provided to a client in the form of monies, goods or services, other than the standard commission or fee for that service.

2. Management of Conflicts:

- a. The Compliance Officer shall monitor the implementation and effectiveness of the Chinese wall, wherever applicable.
- b. Adequate records shall be maintained of the services and activities of the Portfolio Manager where a conflict of interests has been identified.
- c. Where necessary, the Partner/employee may be asked to step aside from working on a specific transaction or participate in the decision-making of the transaction.
- d. The Partner/Employee shall promptly make full and fair disclosure of any matter that could be expected to impair their objectivity or interfere with duties to its clients, or prospective clients including any transaction or relationship that could be deemed as a conflict. Every Partner/Employee is expected to avoid any outside activity, financial interest or relationship that may present a possible conflict of interest. No Partner/Employee may engage in any activity that involves any conflict except with specific prior approval in accordance with procedures set out in this Policy.
- e. Review and implementation of additional control measures/disclosures as may be required.
- f. The Compliance Officer or the Partners (as may be applicable respectively) shall make a decision on whether the transactions

can be undertaken, where conflict of interest is involved and the manner to deal with it.

3. Measures to avoid or to deal with Conflict of Interest:

The Portfolio Manager shall put in place the following arrangements to manage the Conflict of Interest promptly and fairly:

- a. Maintain high standards of integrity in the conduct of their business.
- b. Ensure fair treatment of their clients and not discriminate amongst them.
- c. Ensure that their personal interest does not, at any time conflict with their duty to their clients and the Client's interest always takes primacy in their advice, investment decisions and transactions.
- d. Make appropriate disclosure to the clients of possible sources or potential areas of conflict of interest that would impair the ability to render fair, objective and unbiased services.
- e. Endeavour to reduce opportunities for conflict through prescriptive measures such as through information barriers to block or hinder the flow of information from one department to another etc.
- f. Not dealing in securities while in possession of material non-published information.
- g. It does not in any way contribute to manipulating the demand for or supply of securities in the market or to influence the prices of securities.
- h. Not have an incentive structure that encourages sale of products not suiting the risk profile of their clients.
- i. Not utilize and/or share information received from clients or pertaining to them, obtained as a result of their dealings for their personal interest.
- j. Strictly implement and abide by the Code of Conduct as mentioned under SEBI PMS regulation.

G.Deviation from Policy:

Any request for deviation from this Policy, which may become necessary due to practical difficulties in implementation or otherwise, shall be referred to the Compliance Officer.

H.Review of the Policy:

The partners shall periodically review the effectiveness of this policy.

This policy was adopted by the Partners of the Portfolio Manager in its meeting held on