

CONFLICT OF INTEREST POLICY

1. INTRODUCTION

Fourdegreewater Finvest Private Limited (“Portfolio Manager” or “we / us”), a company incorporated, under the provisions of the Companies Act, 2013, on 21/02/2022, registered with Securities and Exchange Board of India (“SEBI”) as a portfolio manager under the SEBI (Portfolio Managers) Regulations, 2020 (“PM Regulations”) with effect from _____ bearing SEBI registration number _____. By virtue of this registration, the Portfolio Manager is a registered intermediary with SEBI under Section 12 of the SEBI Act, 1992.

In this Conflict of Interests Policy (“Policy”), words and expressions shall, unless expressly defined herein, have the meaning ascribed to them in the Disclosure Document prepared by the Portfolio Manager in accordance with the PM Regulations and filed with SEBI (“Disclosure Document”) or respective portfolio management agreements executed between the Portfolio Manager and respective Clients in accordance with the PM Regulations (“PMS Agreement”).

2. OBLIGATION OF THE PORTFOLIO MANAGER

The Portfolio Manager is committed to:

- a) maintaining high standards of integrity while conducting its business (arm’s length basis), ensuring equitable treatment of all its clients and preventing any form of discrimination amongst them;
- b) upholding client interest at all times while imparting advice, making investment decisions and undertaking transactions;
- c) ensuring that the personal interest of the Portfolio Manager does not, at any time, contradict or conflict with its duty towards its clients;
- d) disclosing all possible matters and areas to the clients where there may be a potential conflict of interest that would impair its ability to render fair, objective and unbiased services;
- e) abiding by high level principles on avoidance of conflicts of interest while dealing with any associated persons;
- f) not in any way contributing to the manipulation of the demand for or supply of securities in the market or influencing prices of securities; and
- g) upholding confidentiality of information received from or pertaining to clients and preventing such information from being used for personal interest.

The Portfolio Manager, in its functioning, will:

- a) act in the best interest of the clients;
- b) act independently of their respective affiliates;
- c) act on an arms-length basis; and
- d) ensure confidentiality of information and share information within the organization keeping in mind the confidentiality obligations

Further, the Portfolio Manager will actively ensure that this Policy is being always adhered to and followed with operating procedures as established for identifying and managing the conflict-of-interest situations. The procedures will, inter-alia, include the requirement that all employees disclose their financial holdings and annually certify that they have not been involved in any situation which conflicts with or appears to conflict with the duties assigned by the Portfolio Manager.

3. IDENTIFICATION AND MANAGEMENT OF POTENTIAL CONFLICT OF INTERESTS

The Portfolio Manager has identified certain areas where a potential conflict of interest may arise and possible approach and action plan to monitor and manage these conflicts:

- a) **Portfolio Management Activities:** The Portfolio Manager may, on behalf of the clients, enter into or approve a transaction or arrangement or any investment in relation to investment, divestments, notwithstanding that the Portfolio Manager or their partners (such transaction being a “Conflicted Transaction” and each such party being an “Interested Party”) has any direct or indirect interest or concern in such Conflicted Transaction so as to place the Interested Party in a position where such relationship conflicts with his duty to the clients, save that such conflicts of interest shall be disclosed to the clients.
- b) **Other Activities:** The Portfolio Manager may from time to time also utilize services, including but not limited to investment banking services, broking services etc., of the Portfolio Manager’s group entities / affiliated entities. In the event the Portfolio Manager utilizes the services of such entities, the Portfolio Manager will ensure that any fees payable for availing such services are paid on an arm’s length basis.
- c) **Purchase from and Sale of Investments to Interested Parties:** The Portfolio Manager may purchase investments from, or sell investments to, the Interested Parties. In such cases, conflicts may arise in determining the price and terms of the sale or purchase as the case may be.
- d) **Management Resources:** The Interested Parties and their management personnel will only devote so much of their time to the Portfolio Manager’s business as is, in their judgment, reasonably required. The Interested Parties and their employees that provide services to the Portfolio Manager will have, in addition to their responsibilities for the Portfolio Manager, responsibilities for other projects and clients. Accordingly, they may have conflicts of interests in allocating management time and other resources among the Portfolio Manager and such other projects and clients
- e) The Portfolio Manager will establish rules that will govern any conflict of interest arising from the practice of giving or receiving gifts. It will be ensured that no gift will, in any way, hamper the Portfolio Manager’s ability in carrying out its duties towards the clients.
- f) The Portfolio Manager will establish rules that will govern any conflict of interest arising from personal relationships such as family members in the workplace. It will be ensured that no personal relationships will, in any way, hamper the Portfolio Manager’s ability in carrying out its duties towards the clients.

On any matter involving a conflict of interest, the Portfolio Manager will be guided by its good faith judgment as to the best interests of the clients and shall take such actions as are determined by it to manage such conflicts of interest, to the extent possible

4. REVIEW OF THE POLICY

The Portfolio Manager will review this Policy as and when needed, in light of changes in regulatory compliance and business reasons.