

Indbank Merchant Banking Services Ltd

Policy on Management of Conflict of Interests

1. Introduction - Intermediaries occupy an indispensable and pivotal space in today's capital market. While some trade dealings may involve only a single intermediary entity, more complex transactions comprise networks and chains of intermediaries at different levels. These market dynamics are further complicated by proprietary dealings by such intermediaries, where the thin line of distinction between investors and intermediaries as separate market players gets diluted. In the face of such market complexities, market intermediaries often tend to put themselves in conflict of interests situations. Given the sensitive market scenario, it is imperative to keep a vigil on the growth of intermediaries, especially the new categories of intermediaries who may or may not be covered by the existing regulatory framework, particularly in the context of the new, innovative, and hybrid products that are frequently launched. Thus, it is essential to revisit the significance of fair play by the employees of our company in the context of our multifaceted operations, the issues related to conflict of interests and contemporary challenges from a practical standpoint.

1.1 SEBI vide its circular no. CIR/MIRSD/5/2013 dated August 27, 2013 issued General Guidelines for dealing with Conflicts of Interest of Intermediaries, Recognised Stock Exchanges, Recognised Clearing Corporations, Depositories and their Associated Persons in Securities Market. SEBI decided to put in place comprehensive guidelines to collectively cover such entities and their associated persons, for elimination / avoidance of their conflict of interest and educating the Associated Persons as defined in Securities and Exchange Board of India (Certification of Associated Persons in the Securities Markets) Regulations, 2007 for the compliance of the guidelines. SEBI advised to lay down, with active involvement of senior management, policies and internal procedures to identify and avoid or to deal or manage actual or potential conflict of interest, develop an internal code of conduct governing operations and formulate standards of appropriate conduct in the performance of their activities and ensure to communicate such policies, procedures and code to all concerned.

1.2 SEBI guidelines intends Intermediaries and their Associated Persons to comply with the following:-

- (a) high standards of integrity in the conduct of business;
- (b) fair treatment of clients and no discrimination amongst them;
- (c) avoidance of conflict of personal interest with the client and primacy of clients' interest;
- (d) appropriate disclosure to the clients of possible source or potential areas of conflict of interest;
- (e) reducing the opportunities for conflict through prescriptive measures;
- (f) appropriate restrictions on transactions in securities while handling a mandate of issuer or client;
- (g) not to deal in securities while in possession of material non published information;
- (h) not to communicate the material non published information;
- (i) not to manipulate the demand for, or supply of, or to influence prices of, securities;
- (j) not to have an incentive structure that encourages sale of products not suiting the risk profile of the clients and
- (k) not to share client information for the personal interest.

1.3 This document sets out the Policy on management of Conflict of Interest for Indbank Merchant Banking Services Ltd (IBMBS), with intent to define a policy and procedure for dealing with Conflict of Interest and to effectively manage any conflicts of interest that may arise in carrying out its business. Senior Management is responsible for ensuring that the Company's systems, controls and procedures are adequate to identify and manage conflicts of interest.

2. Policies and Internal Procedures to Identify and avoid or to deal or manage actual or potential Conflict of Interest

2.1 Policy and the objectives - IBMBS policy on Conflict of Interest is defined as under-

In order to strive for achieving management of conflict of interests, IBMBS shall endeavor :-

- (a) To promote high standards of integrity in the conduct of business;
- (b) To ensure fairness of dealing with clients;
- (c) To guide for identification, elimination or management of conflict of interest situations and
- (d) To provide a mechanism for review and assessment of the policy(ies) on conflict of interests.

2.2 The conflict of interest policy aims to ensure that the Company's clients are treated fairly and at the highest level of integrity and that their interests are protected at all times. It also aims to identify conflicts of interest between:

- (a) The Company and a Client;
- (b) Relevant Person and a Client;
- (c) A Company of the Group and a Client;
- (d) Two or more Clients of the Company in the course of providing services to these Clients and
- (e) A Company service provider and a Client.

2.3 In addition it aims to prevent conflicts of interest from adversely affecting the interest of its Client. IBMBS Conflicts of Interest Policy sets out how:

- (a) The Company will identify circumstances which may give rise to conflicts of interest entailing a material risk of damage to Clients' interests;
- (b) The Company has established appropriate mechanisms and systems to manage those conflicts and
- (c) The Company maintains systems designed to prevent damage to Clients' interests through identified conflicts.

3. "Intermediary" and "Associated Person"- Securities and Exchange Board of India (Certification of Associated Persons in the Securities Markets) Regulations, 2007 defines the term "intermediaries" and "associated persons". Accordingly, "intermediary" means an entity registered under SEBI Act and includes any person required to obtain any membership or approval from a stock exchange or a self-regulatory organization; and "associated person" means a principal or employee of an intermediary or an agent or distributor or other natural person engaged in the securities business and includes an employee of a foreign institutional investor or a foreign venture capital investor working in India.

4. "Conflict of Interest" - The term "conflict of interests" is widely used to identify situations where pecuniary or other competing interests prevent a party from acting in a certain manner, which would otherwise be legally or ethically appropriate; however, there is no universally accepted definition for the same. Conflicts of Interest can be defined in many ways, including any situation in which an individual or corporation (either private or governmental) is in a position to exploit a professional or official capacity in some way for their personal or corporate benefit. A conflict of interest is a manifestation of the moral hazard problem, particularly when a financial institution provides multiple services and the potentially competing interests of those services may lead to a concealment of information or dissemination of misleading information. A conflict of interest exists when a party to a transaction could potentially make gain from taking actions that are detrimental to the other party in the transaction.

5. Identification of Conflicts of Interests - The Company shall take adequate steps to identify conflicts of interest. In identifying conflicts of interest, the Company will take into account situations where the Company or an employee or a Relevant Person.

- (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.

6. Potential Conflict of Interest - In order to avoid, manage or deal with conflict of interest with the intermediary or the Associated Persons, it is important to identify the possible areas of conflict of interest. IBMBS lists out the following potential conflict of interest that may affect the company:

- (a) Directorships or other employment;
- (b) interests in business enterprises or professional practices;
- (c) Share ownership;
- (d) Beneficial interests in trusts;
- (e) Personal Account Trading;
- (f) Professional associations or relationships with other organizations;
- (g) Personal associations with other groups or organizations, or family relationships;
- (h) Front running;
- (i) Rebates;
- (j) Kickbacks;
- (k) Commission;
- (l) Where the company carries on the same business as a client;
- (m) Where the company designs, markets or recommends a product or service without properly considering all other products and services and the interest of all IBMBS clients;
- (n) Where the company has a financial or other incentive to favour the interest of another client or group of clients over the interests of a client;
- (o) Where the company has an interest in the outcome of a service provided to, or of a transaction carried out on behalf of, a client which is distinct from that client's interest in that outcome;

- (p) Where the company is likely to make a financial gain or avoid a financial loss at the expense of a client and
- (q) Where the company receives, or will receive, from the person other than a client an inducement in relation to the service provided to that client in the form of monies, goods or services, other than the standard commission or fee for that service.

7. Measures to avoid or to deal or manage actual or potential Conflict of Interests - Should a conflict of interest arise, it needs to be managed promptly and fairly. The Company puts in place following arrangements to ensure that:

- (a) There is a clear distinction between the different departments' operations;
- (b) No single person will gather conflicting information, thus counterfeiting or hiding information from investors is minimized;
- (c) The Company's employees are prohibited from investing in a financial instrument for which they have access to non-public or confidential information;
- (d) Employees sign a contract of employment including confidentiality clauses. No associated person may disclose inside information to others, except disclosures made in accordance with the Company's policies and procedures, to other Company personnel or persons outside the Company who have a valid business reason for receiving such information;
- (e) Each department will control the flow of information where, otherwise, the risk of conflict of interest may harm the interest of a Client;
- (f) Relevant information is recorded promptly in a secure environment to enable identification and management of conflicts of interests;
- (g) Adequate records are maintained of the services and activities of the Company where a conflict of interest has been identified;
- (h) In certain jurisdictions appropriate disclosure may be made to the Client in a clear, fair and not misleading manner to enable the Client to make an informed decision;
- (i) There is a periodic review of the adequacy of the Company's systems and controls and
- (j) Employees are required to avoid conflicts of interest with activities they undertake outside IBMBS.

8. Information barriers - The Company respects the confidentiality of information it receives regarding its Clients and operates a "Need to Know" approach and complies with all applicable laws in respect of the handling of that information. Access to confidential information is restricted to those who have a proper requirement for the information consistent with the legitimate interest of a Client of the Company. The Company operates internal organizational arrangements to avoid conflicts of interest by controlling, managing or restricting, as deemed appropriate, the flow of confidential information between different areas of business or within a specific division or department. In particular, Chinese Walls are a key tool for conflict of interest prevention, avoiding insider dealing and market manipulation risks. Furthermore, Chinese Walls can involve separation of premises, personnel, reporting lines, files and IT-systems and controlled procedures for the movement of personnel and information between the Company and any other part of the Company. The Company maintains permanent information barriers between different departments.

9. Disclosure to clients of possible source or potential areas of conflict of interest

- (a) IBMBS or its associated persons should, in writing, disclose to a client any conflict of interest in respect of that client including;
 - i. Measures taken to avoid or mitigate the conflict;
 - ii. Any ownership interest or financial interest that the provider or representative may be or become eligible for;
 - iii. The nature of the relationship or arrangements with a third party that gives rise to a conflict of interest in sufficient detail to enable the client to understand the exact nature of the conflict of interest.
- (b) IBMBS or its associated persons should, in writing, inform a client of the policy on Management of Conflict of Interest and how it may be accessed.
- (c) Intimation of an actual or potential conflict of interest should be made to a person with responsibility for the issue or area, such as the relevant management team, head of the department or key individual.
- (d) In accordance with an employee's obligation to act in the best interest of IBMBS, it is not permissible for employees to engage in conduct that would amount to a conflict of interest with IBMBS.
- (e) Staff that fail to disclose a potential or actual conflict of interest in accordance with this policy may be liable to disciplinary procedures.
- (f) Where a conflict arises IBMBS or its Associated Persons will, if it is aware of it, disclose it to a client prior to undertaking trading activity for that client or, if the company does not believe that disclosure is appropriate, to manage the conflict, the company may opt not to proceed with the transaction or matter giving rise to the conflict.
- (g) Where there is no other way of managing a conflict, or where the measures in place do not sufficiently protect Clients' interests, the conflict will be disclosed to allow the Client to make an informed decision on whether to continue using our service in the situation concerned and
- (h) IBMBS may decline to act for a Client in cases where it is believed that a conflict of interest cannot be managed in any other way.

10. Policies and procedures - The Company has developed and implemented policies and procedures throughout its business to prevent or manage potential conflicts of interest. Our employees receive guidance and training in these policies and procedures, and they are subject to monitoring and review processes.

11. Procedure to comply with the policy

- (a) Every staff member must have a copy of the Policy on management of Conflicts of Interest.
- (b) If a potential conflict of interest arises, the transaction must first be discussed with management before entering into the transaction.
- (c) All new employees shall be required to declare their outside interests when they join the company and
- (d) The company Conflict of Interest Policy will be located on the website www.indbankonline.com and is subject to annual review.

12. Inducements - The Company does not offer, solicit or accept any inducements, other than the following:

- (a) the fee, commission or benefit which is disclosed to a client, prior to the provision of the relevant service;
- (b) it is designed to enhance the quality of the relevant service to a client and in line with the Company's duty to act in the best interests of a client and
- (c) Proper fees for the provision of investment services, such as settlement and exchange fees, regulatory levies or legal fees, and which cannot give rise to conflicts with the Company's duties to act honestly, fairly and professionally in accordance with the best interests of its clients.

13. Consequences of non-compliance with the policy - Non-compliance with this policy and the procedures described in it may be considered to be gross misconduct and may be subject to disciplinary action.

14. Internal code of conduct governing operations - IBMBS and Associated Persons shall abide by the Code of Conduct contained in the Schedule II of the Securities and Exchange Board of India (Stock-Brokers and Sub-Brokers) Regulations, 1992, as amended from time to time, for accomplishment of the objectives of the SEBI Code.

15. Standards of appropriate conduct in the performance of the activities - IBMBS and its Associated Persons shall adopt the following standards of appropriate conduct in the performance of the activities.

- (a) To place the client's interests first: Placing the client's interests first is a hallmark of professionalism, requiring IBMBS and its Associated Persons to act honestly and not place personal gain or advantage before the client's interests.
- (b) To provide business services with integrity: Integrity requires honesty and sincerity in all business matters. IBMBS and its Associated Persons are placed in positions of trust by clients, and the ultimate source of that trust is the IBMBS and its Associated Persons' personal integrity, both in the letter and the spirit.
- (c) To provide business services objectively: Objectivity requires intellectual honesty and impartiality. Regardless of the services delivered or the capacity in which IBMBS and its Associated Persons functions, objectivity requires IBMBS and its Associated Persons to ensure the integrity of their work, manage conflicts and exercise sound commercial and professional judgment.
- (d) To be fair and reasonable in all business relationships & to disclose and manage conflicts of interest: Fairness requires providing clients what they are due, owed or should expect from a business relationship, and includes honesty and disclosure of material conflicts of interest. It involves managing one's own feelings, prejudices and desires to achieve a proper balance of interests. Fairness is treating others in the same manner that you would want to be treated.
- (e) To act in a manner that demonstrates exemplary professional conduct: Professionalism requires behaving with dignity and showing respect and courtesy to clients, fellow business associates, and others in business-related activities, and complying with appropriate rules, regulations and business requirements.

Professionalism requires IBMBS and its Associated Persons, individually and in cooperation with peers, to enhance and maintain the public image of IBMBS and its ability to serve the public interest.

- (f) To maintain the abilities, skills and knowledge necessary to provide business services competently: Competence requires attaining and maintaining an adequate level of abilities, skills and knowledge in the provision of business services. Competence requires IBMBS and its Associated Persons to make a continuing commitment to learning and business services improvement.
- (g) To protect the confidentiality of all client information: Confidentiality requires client information to be protected and maintained in such a manner that allows access only to those who are authorized. A relationship of trust and confidence with the client can only be built on the understanding that the client's information will not be disclosed inappropriately. Also, not to share information received from clients or pertaining to them, obtained as a result of their dealings, for personal interest and
- (h) To provide business services diligently: Diligence requires fulfilling business commitments in a timely and thorough manner, and taking due care in planning, supervising and delivering business services

16. Communication of policies, procedures and code to all concerned - This Policy on management of Conflict of Interest offers general guidance in addition to IBMBS policies and procedures and is not meant to replace any of those policies or procedures and shall be made available through IBMBS website www.indbankonline.com or by sending a request in writing. IBMBS expects all its Associated persons & employees to adhere to this policy. The Board of Directors of Indbank Merchant Banking Services Ltd reserves the right to amend, supplement or discontinue this policy and the matters addressed herein, without prior notice, at any time.

17. Implementation and Review of policy of management on Conflict of Interest - This policy shall come into effect from the date of approval of the Board of Directors of the company for its implementation so as to provide necessary guidance enabling identification, elimination or management of conflict of interest situations. Compliance of this policy shall be reviewed and assessed annually by the Board.

18. Waivers of the Code of Business Conduct and Ethics - Any waiver of this Code for employees may be made only by the Board and will be promptly disclosed as required by law or the Stock Exchange rules.

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