

AFCO Capital India Private Limited



Investment policy for Employee and Management

INVESTMENT POLICY FOR EMPLOYEES AND MANAGEMENT

1. INTRODUCTION/ PREAMBLE OF THE POLICY:

This Investment Policy for Employees and Management is reviewed and approved by the Board of Directors of the company in its Board Meeting dated November 19, 2024.

This Code of Investment ("the Code" or "the policy") shall be called 'Investment Policy for Employees and Management of **AFCO Capital India Private Limited** (hereinafter referred to as "the Company")

- a) This policy has been established in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. It mandates that all employees and management of the merchant banking Company are required to uphold the confidentiality of Unpublished Price Sensitive Information (UPSI). Furthermore, it prohibits them from disclosing this information to any third parties or utilizing it, either directly or indirectly, for personal benefit in any form.
- b) The term "Management" refers to the personnel of the Company, including Key Managerial Personnel, the Compliance Officer, and all Directors. Typically, this encompasses all management members who are one level below the executive directors, as well as all heads of functions.
- c) According to the SEBI (Prohibition of Insider Trading) Regulations (PIT), a director is required to act with utmost integrity and disclose any unpublished price sensitive information (UPSI) they possess, refraining from trading in the company's securities based on such information, and must follow a strict code of conduct regarding trading activities, including mandatory disclosure of their holdings and pre-clearance for any planned trades; essentially, they must not engage in insider trading.
- d) The code shall be posted on the website of the Company.

2. APPLICABILITY:

This Policy shall be applicable to the Employees, Management and the persons holding the full-time positions in the Company its subsidiaries, associates and group companies.

3. OBJECTIVE:

With a view to maintain high standards of governance, to induce and recognize the virtues of compliance and accountability, and to avoid insider trading in all spheres of activities of the organization, the following rules/code is required to be observed. The Company appoints the Compliance Officer responsible to maintaining compliance of this policy, and

the compliance officer is responsible to take disciplinary action in case of breach of the code.

4. TERMS OF POLICY:

The Employees and Management Personnel are not permitted to buy, sell, hold or trade in the shares and securities of any clients associated with the company directly or indirectly during their association with the Company and for a period of 12 months thereafter. Exceptions may be permitted with prior written approval from the Compliance Officer, especially where such trades are done through index-based mutual funds or ETFs that are not managed selectively.

The Employees and Management Personnel shall maintain confidentiality of UPSI and shall not share the said information with anyone and shall not use such information for personal gains in any manner.

For the purpose of this policy, “investments” shall include direct and beneficial ownership of listed and unlisted securities, including those held through immediate relatives, joint accounts, or trusts in which the employee has influence or control.

5. DISCLOSURE REQUIREMENTS:

Employees and Management Personnel must provide a comprehensive list of their investments, both held and traded, on a Half- yearly basis – specifically on 30th September and 31st March every year – in the format prescribed under Schedule 1 of this Code, within 30 days after the end of each half-year period.

Furthermore, Employees and Management Personnel are required to submit a declaration affirming that they have preserved the confidentiality of Unpublished Price Sensitive Information, confirming that they have not disclosed such information to others and have not utilized it for personal gain.

The Compliance Officer shall be responsible for reviewing such disclosures and maintaining appropriate records. Non-submission or misstatements may trigger a review or audit.

6. REVIEW AND MONITORING:

The Compliance Officer shall review all submitted disclosures, maintain internal records, and may conduct random or risk-based audits of employee trading activities.

Clarifications regarding whether an investment violates this policy can be sought in advance in writing from the Compliance Officer.

7. BREACH OF POLICY:

In the event of a breach, the Directors, Management personnel, or Employees shall be personally accountable for the legal ramifications resulting from the violation of law, and

the company reserves the right to pursue legal action against the individual in a manner deemed appropriate by the board of directors.

In addition, the Compliance Officer shall initiate internal disciplinary proceedings, including warnings, penalties, or reporting to regulatory authorities, depending on the severity of the violation.

8. AMENDMENT/ MODIFICATION/ WAIVER:

This code may be amended and modified by the Board of the company from time to time to protect the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines.

This policy shall be reviewed at least once every financial year to ensure continued relevance and regulatory alignment.

As a general policy, the Board will not grant waiver of this code for any breach.

SCHEDULE - I

This policy shall be reviewed at least once every financial year to ensure continued relevance and regulatory alignment.

Name of Employee / Management Personnel	Name of Security / Instrument	Type of Security (Equity, MF, ETF, etc.)	Nature of Transaction (Buy/Sell/ Hold)	Quantity / Units	Date of Transaction	PAN of Holder	Relation (if not self)	Folio / Demat A/c No.	Remarks

Declaration:

I, the undersigned, hereby declare that:

1. The above-mentioned investments were made in compliance with the *Investment Policy for Employees and Management* of AFCO Capital India Private Limited.
2. I have not shared or used any Unpublished Price Sensitive Information (UPSI) in making these transactions.
3. All details provided above are true and complete to the best of my knowledge.

Place:

Date:

Signature: _____

Name:

Designation: