Profit X Research — SEBI Registered Research Analyst, Reg. No. INH000014508, BSE Enlistment No. 5998. This document reproduces, in full, the Internal Policy & Control Procedure and the Conflict of Interest Policy of the Research Analyst, in accordance with the SEBI (Research Analysts) Regulations, 2014 and SEBI Circular No. CIR/MIRSD/5/2013 dated August 27, 2013.

Internal Policy & Control Procedure

Internal Policy & Control Procedure in terms of Securities and Exchange Board of India (Research Analysts) Regulations, 2014. SEBI vide its Notification No. LAD-NRO/GN/2014-15/07/1414 dated September 1, 2014 has notified the SEBI (Research Analysts) Regulations, 2014 ("SEBI Regulations"). These regulations have been introduced by SEBI with the objective of fostering transparency in security research and provide investors with more reliable and useful information to make investment decisions. According to these regulations, Research Analyst(s) or Research Entity are required to put in place a comprehensive policy framework as prescribed in Chapter III of the SEBI Regulations. To ensure compliance with SEBI Regulations, Mr. Varun Bhargav ("Research Analyst"), SEBI License/Registration Holder "Varun Bhargav Proprietor of Profit X Research" SEBI Registered Research Analyst No. INH000014508, is required to adopt and adhere to such regulations, subject to the following internal policies and control procedures:

A. Applicability

This policy shall be applicable to the Research Analyst and all his employees engaged as research analysts, i.e. a person primarily responsible for preparation or publication of the content of the research report; or providing a research report or making 'buy/sell/hold' recommendation or giving price target or offering an opinion concerning public offer with respect to securities that are listed or proposed to be listed in a Stock Exchange, whether or not such person has the job title of a 'research analyst'. It also includes an associated person who reports directly or indirectly to the Research Analyst.

B. Definitions

Various terms shall have the following definitions and other terms shall have the same meaning assigned to them in the SEBI Regulations.

- **"Associate"** means associate as defined in Securities and Exchange Board of India (Intermediaries) Regulations, 2008 — any person controlled, directly or indirectly, by the intermediary, or any person who controls, directly or indirectly, the intermediary, or any entity or person under common control with such intermediary, and where such intermediary is a natural person, includes any relative of such intermediary, and where such intermediary is a body corporate, includes its group companies (as defined in the Monopolies and Restrictive Trade Practices Act, 1969, or any re-enactment thereof) or companies under the same management.
- **"Price Target"** means expectations of the Research Analyst on the future performance of specific securities.
- **"Public Appearance"** means any participation in a conference call, seminar, forum (including interactive and non-interactive electronic forum), radio or television or internet or web or print media broadcast, authoring a print media article or other public speaking activity in public media in which a Research Analyst makes a recommendation or offers an opinion concerning securities or public offer;

provided that it does not include a password-protected webcast, conference call or such other events with clients, if all event participants previously received the research report or other documentation containing the required applicable disclosures, and the Research Analyst appearing at the event corrects and updates during the public appearance any disclosure in the Research Report that is inaccurate, misleading or no longer applicable.

- **"Public Offer"** includes initial public offer, further public offer, offer for sale, disinvestment, takeover, buy-back or delisting of securities.
- **"Research Analyst"** means a person who is primarily responsible for: 1. Preparation or publication of the content of the research report; or 2. Providing research report; or 3. Making 'buy/sell/hold' recommendation; or 4. Giving price target; or 5. Offering an opinion concerning public offer, with respect to securities that are listed or to be listed in a stock exchange, whether or not such person has the job title of 'research analyst', and includes any other entities engaged in issuance of research report or research analysis. It also includes any associated person who reports directly or indirectly to such a research analyst in connection with activities provided above.
- **"Relative"** means a person as defined in sub-section (77) of section 2 of the Companies Act, 2013, and who is financially dependent on the independent research analyst or individual research analyst employed by the research entity.
- **"Research Entity"** means an intermediary registered with SEBI who is also engaged in merchant banking or investment banking or brokerage services or underwriting services and issues a research report or research analysis in its own name through individuals employed by it as research analyst, and includes any other intermediary engaged in issuance of research report or research analysis.
- **"Research Report"** means any written or electronic communication that includes research analysis or research recommendation or an opinion concerning securities or public offer, providing a basis for investment decision, and does not include the following communications: comments on general trends in the securities market; discussions on broad-based indices; commentaries on economic, political or market conditions; periodic reports or other communications prepared for unit holders of a mutual fund or alternative investment fund or clients of portfolio managers and investment advisers; internal communications not given to current or prospective clients; communications constituting offer documents or a prospectus circulated per regulations made by the Board; statistical summaries of financial data of companies; technical analysis relating to demand and supply in a sector or index; or any other communication which SEBI may specify from time to time.
- **"Significant news or event"** means any news or event which is expected to have a material impact on, or that reflects a material change to, the subject company's earnings, operations or financial condition, other than unpublished price-sensitive information.
- **"Subject company"** means the company whose securities are the subject of a Research Report or a public appearance.

C. Management of Conflict of Interest and Disclosure Requirements

The Research Analyst shall maintain an arms-length relationship between research activities and other activities.

a) Limitations on trading by research analysts:

1. Personal trading activities of individuals employed as research analysts, if any, shall be monitored, recorded and, wherever necessary, subject to a formal approval process.
2. The Research Analyst or individuals employed as research analysts, if any, or their associates shall not: deal or trade in securities recommended/followed by the Research Analyst within 30 days before and 5 days after publication of a Research Report; deal or trade in securities that the Research Analyst reviews in a manner contrary to his given recommendation; purchase or receive securities of the issuer before the issuer's initial public offering, if the issuer is principally engaged in the same types of business as companies that the Research Analyst follows or recommends. However, the above restrictions to deal/trade in securities shall not be applicable in case of significant news or event concerning the subject company, or based upon an unanticipated significant change in the personal financial circumstances of the Research Analyst or individuals employed as research analysts, if any, subject to prior written approval from the Research Analyst.

b) Limitations on Publication of Research Report, Public Appearance, Conduct of Business etc.:

3. The Research Analyst shall not publish or distribute research report or research analysis or make public appearance regarding a subject company for which he has acted as a manager or co-manager at any time falling within a period of:
4. 40 days immediately following the day on which securities are priced if the offering is an initial public offering; or
5. 10 days immediately following the day on which securities are priced if the offering is a further public offering.
6. In case the Research Analyst is acting as an underwriter of any initial public offering, he shall not publish or distribute a research report or make a public appearance regarding that issuer for 25 days from the date of offering.
7. In case the Research Analyst has acted as manager or co-manager of a public offering of securities of a company, he shall not publish or distribute a research report or make public appearance concerning that company within 15 days prior to, and 15 days after, expiration/waiver/termination of a lock-up agreement or any other agreement that the Research Analyst has entered into with the subject company that restricts or prohibits the sale of securities held by the subject company after completion of the public offering of securities.
8. The Research Analyst shall not participate in business activities designed to solicit investment banking or merchant banking or brokerage services business, such as sales pitches and deal road shows.
9. The Research Analyst shall have adequate documentary basis, supported by research, for preparing a research report.
10. The Research Analyst shall not provide any promise or assurance of favourable review in the Research Report to a company or industry or sector or group of companies or business group as consideration to commence or influence a business relationship or for the receipt of compensation or other benefits.
11. The Research Analyst shall not issue a Research Report that is not consistent with the views of the individuals employed as research analyst regarding a subject company.

c) Disclosures in Research Report: The Research Analyst shall disclose all material information, including the business activity, disciplinary history, the terms and conditions on which the Research Report

is offered, details of associates and such other information as is necessary to take an investment decision, including the following:

12. The Research Analyst shall disclose the following in the Research Report and in public appearance with regard to ownership and material conflicts of interest: whether the Research Analyst or his associate or his relative has any financial interest in the subject company and the nature of such financial interest; whether the Research Analyst or his associates or relatives have actual/beneficial ownership of 1% or more securities of the subject company at the end of the month immediately preceding the date of publication of the Research Report or date of the public appearance; whether the research analyst or his associate or his relative has any other material conflict of interest at the time of publication of the Research Report or at the time of public appearance.
13. The Research Analyst shall disclose the following in the Research Report with regard to receipt of compensation: whether he or his associates have received any compensation from the subject company in the past 12 months; whether he or his associates have managed or co-managed public offering of securities for the subject company in the past 12 months; whether he or his associates have received any compensation for investment banking or merchant banking or brokerage services from the subject company in the past 12 months; whether he or his associates have received any compensation for products or services other than investment banking or merchant banking or brokerage services from the subject company in the past 12 months; whether he or his associates have received any compensation or other benefits from the subject company or third party in connection with the Research Report.
14. The Research Analyst shall disclose the following in the Research Report with regard to receipt of compensation: whether he or his associates have received any compensation from the subject company in the past 12 months; whether the subject company is or was a client during the 12 months preceding the date of distribution of the research report, and the types of such services provided.
15. Whether the Research Analyst has served as an officer, director or employee of the subject company.
16. Whether the Research Analyst has been engaged in market-making activity for the subject company.
17. Such other disclosures in the Research Report or public appearance as specified by SEBI under any other regulations.

d) Contents of Research Report:

17. The Research Analyst shall ensure that facts in the Research Reports are based on reliable information and shall define the terms used in making recommendations, and these terms shall be consistently used.
18. If the Research Analyst employs a rating system, it must clearly define the meaning of each such rating, including the time horizon and benchmarks on which a rating is based.
19. If a Research Report contains either a rating or price target for the subject company's securities and the Research Analyst has assigned a rating or price target to the securities for at least 1 year, such Research Report shall also provide the graph of daily closing price of such securities for the period assigned or for a 3-year period, whichever is shorter.
20. The Research Analyst shall disclose the registration status and details of financial interest in the subject company, if he makes public appearance.
21. The Research Report shall not be made available selectively to internal trading personnel or a particular client or class of clients in advance of other clients who are entitled to receive the Research Report.

22. In case of distribution of any third party research report, the Research Analyst shall review such third party research report for any untrue statement of material fact or any false or misleading information. The Research Analyst shall also disclose any material conflict of interest of such third party research provider, or shall provide a web address that directs a recipient to the relevant disclosures.

D. Maintenance of Records

23. The Research Analyst shall maintain the following records: Research Report duly signed and dated; Research recommendation provided; Rationale for arriving at research recommendation; Record of public appearance.
24. All records shall be maintained either in physical or electronic form and preserved for a minimum period of 5 years. Provided that where records are required to be duly signed and are maintained in electronic form, such records shall be digitally signed.
25. The Research Analyst shall conduct annual audit in respect of compliance with the SEBI Regulations from a member of the Institute of Chartered Accountants of India or the Institute of Company Secretaries of India.

E. Other Conditions

26. The Research Analyst shall be the compliance officer responsible for monitoring compliance with the provisions of the Securities and Exchange Board of India Act, 1992, these SEBI Regulations and circulars issued by SEBI.
27. The Research Analyst shall ensure that his employees or partners, as may be applicable, comply with the certification and qualification requirements under Regulation 7 at all times.

Conflict of Interest Policy

Securities and Exchange Board of India ("SEBI") vide its Circular No. CIR/MIRSD/5/2013 dated August 27, 2013 has notified General Guidelines for intermediaries, recognised stock exchanges, recognised clearing corporations, depositories and their associated persons in securities market ("Guidelines") with the objective of avoiding or dealing with or managing conflict of interest by them. According to these Guidelines, all intermediaries including the Research Analyst(s) or Research Entity are required to put in place a Conflict of Interest Policy ("Policy"). To ensure compliance with the said Guidelines, Mr. Varun Bhargav ("Research Analyst"), SEBI License/Registration Holder "Varun Bhargav Proprietor of Profit X Research" SEBI Registered Research Analyst No. INH000014508, is required to adopt and adhere to such Guidelines.

A. Applicability: this Policy shall be applicable to the Research Analyst and all his employees engaged as research analysts. It shall also be applicable to an associated person who reports directly or indirectly to the Research Analyst.

B. Purpose: the purpose of this Policy is to set out the approach to identify and manage conflicts of interest which may arise during the course of business activities. This Policy aims at: identifying circumstances which may give rise to conflicts of interest entailing a material risk of damage to clients' interests; establishing appropriate procedures and systems to manage those conflicts; and ensuring the maintenance of such procedures and systems in an effort to prevent actual damage to clients' interests through conflicts identified.

C. Policy — the Research Analyst shall:

29. lay down policies and internal procedures to identify and avoid or to deal or manage actual or potential conflict of interest;
30. 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;
31. develop measures to prevent or limit any person from exercising inappropriate influence over the way in which the services are carried out;
32. at all times maintain high standards of integrity in the conduct of his business;
33. ensure fair treatment of his clients and not discriminate amongst them;
34. ensure that his personal interest does not, at any time, conflict with his duty to his clients, and the client's interest always takes primacy in his advice, investment decisions and transactions;
35. make appropriate disclosure to the clients of possible source or potential areas of conflict of interest which would impair his ability to render fair, objective and unbiased services;
36. endeavor to reduce opportunities for conflict through prescriptive measures such as through information barriers to block or hinder the flow of information from one department/unit, if any, to another;
37. place appropriate restrictions on transactions in securities while handling a mandate of an issuer or client in respect of such security so as to avoid any conflict;
38. not deal in securities while in possession of material non-published information;
39. not communicate material non-published information while dealing in securities on behalf of others;
40. not in any way contribute to manipulate the demand for or supply of securities in the market or to influence prices of securities;
41. not have an incentive structure that encourages sale of products not suiting the risk profile of his clients;
42. not share information received from clients or pertaining to them, obtained as a result of their dealings, for his personal interest.

Appointment of Compliance Officer

Mr. Varun Bhargav would be the Compliance Officer under this Code. The compliance officer is responsible for monitoring the compliance of the provisions of the Act, these regulations and circulars issued by the Board. The Compliance Officer shall maintain a record for the purpose of adherence to the Code of Conduct. The Compliance Officer shall assist all the analysts and its associates, if any, in addressing any clarifications regarding the Regulations and the Company's Code of Conduct. In order to discharge his functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate infrastructure to effectively discharge his function. In the performance of his duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Companies under research. The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

Correspondence and Clarification: all correspondence and queries concerning this Code should be sent to the Compliance Officer, Mr. Varun Bhargav, Email — profitxresearch@gmail.com, Mobile +91-9516598552. Place: Vidisha (MP). Registered Address: A 230 Balaji Paradise, Vidisha, PIN 464001.