

DSP

INVESTMENT MANAGERS

Conflict of Interest Policy

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1. DOCUMENT INFORMATION

1.1 Purpose

This policy sets out the processes and procedures for identifying, assessing and responding to conflicts of interest that arise in the course of the provision of DSP Investment Management services.

The aim of this Policy is to:

1. Provide a framework to assist members of DSP's Boards of Directors and senior management develop, implement and maintain adequate arrangements to manage conflicts of interest; and
2. Assist DSP in complying with its legal and regulatory obligations in this area.

This Policy sets out and cross-refers to a number of other related DSP Policies and Procedures, which when read together constitute DSP's conflict management arrangements.

This Policy applies to Directors and employees of following entities - also referred to as "representatives" in this Policy and all these entities together referred as DSP.

1. DSP Investment Managers Pvt. Ltd.
2. DSP Trustee Pvt. Ltd
3. DSP Investment Managers (Mauritius) Ltd.
4. DSP Pension Fund Managers Pvt. Ltd.

1.2 Exceptions to this Policy

In some circumstances, strict compliance with the Policy may not be possible or would result in an outcome that is inconsistent with the purpose of the Policy or other governing documents (including but not limited to legislation, constitution or trust deed or industry standard).

Any deviation from the Policy should be approved by the Executive Committee of DSP.

2. GENERAL INFORMATION

2.1 Legislative & Regulatory Background

DSP has both statutory and common law obligations that require it to manage conflicts of interest that arise in the course of the provision of its investment management services to both retail and institutional clients.

Statutory Duties

In terms of the Companies Act, 2013 and SEBI Regulations and circulars/guidelines issued thereunder from time to time, DSP is obliged to have in place "***adequate arrangements to manage conflicts of interest***" that may arise wholly or partially in relation to activities undertaken as part of the provision of DSP's investment management services.

The conflicts management obligation is interconnected to a number of other statutory duties imposed on DSP, its directors and officers including:

- 1 DSP's duty to do all things necessary to ensure that its investment management services are provided ***efficiently, honestly and fairly***.
- 2 DSP's duty to ***act in the best interest of the investors or clients*** for which it acts as a responsible entity and if there is a conflict between investors' interests and its own interests, to give priority to the investors' interests.
- 3 The duty imposed on Directors to give notice to the other Directors of any material personal interest in a matter relating to the affairs of a company.
- 4 Manage conflicts arising out of dealing with multiple clients or managing multiple Schemes.

- 5 DSP's duty as a Trustee to ensure that the Trustee's duties and powers are performed and exercised in the best interests of the investors.

Common Law - Fiduciaries Duties

In addition, to the above statutory duties, DSP has a common law fiduciary obligation to its clients relating to managing conflicts of interest.

2.2 What is a "Conflict of Interest"?

A "conflict of interest" is defined as:

A circumstance in which some or all of the interests of clients are inconsistent or divergent from some or all of the interests of DSP (or its representatives).

This includes conflicts of interest that are actual, potential or apparent.

Conflicts are likely to arise when DSP (or its representatives) is either motivated or susceptible to being motivated, otherwise than by the client's interest.

Thus, conflicts may arise where DSP (or its representative) without sufficient disclosure and consent:

- Provides services in a manner intended to put DSP's interests (or its representatives' interests) ahead of the client's interest; and/or
- Provides services in a way intended to put the interests of one client ahead of other clients' interests; and/or
- Uses knowledge about clients to advance their own or another client's interests.

2.3 Basic Principles Regarding Conflicts of Interest

DSP is committed to the highest standards of business conduct. Employees/representative must always protect the integrity of DSP and act in the best interest of its clients. There must be no conflict or appearance of conflict, between the self-interest of any employee/representative and the responsibility of that employee/representative to DSP or its clients. Employee/representative must never improperly use his position with DSP for personal or private gain to him, his family or any other person.

As a general rule, a conflict of interest or the appearance of a conflict, might arise if your duties involve any actual or potential business with a person, entity or organisation in which you or your family members or associates have a substantial personal or financial interest. Accordingly, the following rules apply:

You may not act on behalf of DSP in connection with any business or potential business involving any person, entity or organisation in which you or your family members or associates have direct or indirect:

1. Managerial influence, such as serving as an executive officer, director, general partner or similar position; or
2. Substantial ownership or beneficial interest.

Family Members include a spouse or partner, minor children and other persons who reside in your household or depend upon you for financial support.

The requirements governing the day to day activities of all the DSP employees are addressed in the policy, titled "Code of Business Conduct and Ethics" - this policy can be found on the Company's intranet.

3. MANAGING CONFLICTS OF INTEREST

DSP is required to have in place **adequate arrangements** to manage actual or potential conflicts of interest.

In managing these conflicts, DSP has in place policies and procedures which aim to:

- 3.1 Control** conflicts of interests;
- 3.2 Avoid** conflicts of interests and/or
- 3.3 Disclose** conflicts of interest (*where appropriate*).

3.1 Controlling Conflicts of Interest

DSP must ensure that a conflict does not affect the quality of the service being provided to a client.

To this extent, DSP is required to:

- a. Identify conflicts of interest relating to the provision of its services;
- b. Assess and evaluate these conflicts; and
- c. Decide how to respond to them.

In satisfying this requirement, DSP requires all the DSP employees/representative to report any potential or actual conflicts of interest.

3.1.1 Reporting Potential or Actual Conflicts of Interest

All DSP employees/representative are required to report, in the first instance, to their immediate Manager any actual or potential conflicts of interests in the course of their daily operations.

The Manager, after making a preliminary assessment as to the nature of the conflict must report the matter to Law & Compliance Department.

Law & Compliance Department will assess and evaluate the reported conflict and report the matter to the Executive Committee of the Company for its consideration.

The Executive Committee will make a recommendation as to whether the reported conflict should be referred to the Board for a decision.

3.1.2 DSP has summarized the sources of potential conflicts of interest at various levels within the organization and how each conflict situation is being proposed to be mitigated/addressed (refer Annexure A).

3.2 Avoiding Conflicts of Interest

DSP is committed to avoiding those conflicts of interest that may potentially have a serious impact on DSP or its clients and where mere disclosure or imposition of internal controls with regards to these conflicts is inadequate or cannot be fully mitigated.

In assessing responses to conflicts of interest identified, DSP may decide to avoid the conflict and not engage in the relevant conduct giving rise to the conflict.

All DSP employee/representative are required to avoid all conflicts of interests that have (or potentially have) a material adverse impact on the provision of DSP's services to its clients and its legal and regulatory obligations.

All DSP employees/representative are also required to avoid placing themselves and DSP in a position where there is a material conflict between either their own or DSP's interests and those of its clients.

3.3 Disclosing Conflicts of Interest

DSP is committed to disclosing material conflicts of interest in a clear, concise and effective manner.

To this extent, an assessment as to whether an identified conflict of interest needs to be disclosed is initially undertaken by Law & Compliance Department when assessing the conflict.

Law & Compliance Department will take into account all the applicable legal or regulatory requirements which require all material conflicts to be disclosed.

Where DSP, through the processes identified above, determines that a conflict is to be disclosed, such disclosure must:

- 1 Be timely, prominent, specific and meaningful to the client(s);
- 2 Occur before or when the service is provided, but in any case at a time that allows the client a reasonable time to assess its implications; and
- 3 Refer to the specific service to which the conflict relates.

4. MONITORING AND REPORTING

DSP is committed to developing and maintaining policies and procedures for monitoring, detecting, recording and dealing with breaches to its arrangements for managing conflicts of interests (including this Policy).

5. RECORD KEEPING

DSP (through Law & Compliance Department) will maintain, for at least 7 years, records of:

1. Conflicts identified and actions taken to mitigate/address these conflicts;
2. All Conflicts of Interest Reporting and other reports created;
3. Copies of written conflict of interest disclosures made by representative and action taken.
4. Breaches reported and action taken.

Law & Compliance Department will be responsible for ensuring DSP's compliance with this requirement.

Date of Revision	March 12, 2020
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Annexure A

Sr. No.	Level	POTENTIAL AREAS OF CONFLICTS	HOW THE CONFLICTS ARE MITIGATED
1.	Employee level	Personal Security Transaction	Employee's incentive not linked to fees charged to clients/portfolios. Personal Securities Transactions Policy.
		Using information obtained as a result of their position within the Company for personal gain for	Outside Business Interest Policy & PST Policy
		a. Investing in companies which are investors	Adherence to Stewardship Policy of the DSP Investment Managers Private Limited
		b. Investing in companies which are associate	
		c. Investing in companies which are part of the group of companies	
		d. Investing in companies which are vendor / service providers of DSP Investment Managers Private Limited	
		Acceptance of gift	Gift and Entertainment Policy
Order allocation among various schemes/portfolios	Order Allocation Policy		
2.	Director level	Serving on board of different companies	Board level disclosure and adherence to Companies Act, 2013
		Director's remuneration	Only Independent Directors are paid sitting fees
		Personal Interest in a matter	Adherence to Companies Act, 2013 and Compliance Manual
		Personal securities dealing/transaction	Personal Securities Transactions Policy
3.	Group Company/Associates	Common shareholders for different business activities	Adherence to applicable clauses of SEBI Regulations/PFRDA Guidelines for transactions with group and associate companies/entities.
		Flow of confidential information to nominated/associated directors	Adherence to Privacy Policy
4.	Distributor level	Interest of potential investor in the Schemes compromised as a result of commission practices which unduly influences distributors to recommend DSPproduct over and above competitors	Disclosure of commission to investors Adherence to AMFI code of conduct
5.	Company level	Engagement in different activities/business	Board and shareholder approvals Chinese Wall policy (Compliance Manual)

		Financial interest taking over the Investors and clients interest	Adherence to code of conduct and Investment Management Agreement. SEBI Regulation
		Brokerage transactions not at arm's length	Brokerage/commission sign off Independent review by RQA
		Seeding of new schemes from existing schemes	Investment Committee oversight and adherence to regulatory investment restrictions.
		Inter scheme trade in securities	Valuation Policy of inter scheme and RQA oversight
		Investment by one Scheme in other Scheme managed by DSP entities	Board oversight and adequate disclosures in the offer document
		Proxy Voting	Proxy Voting Policy
		Late Trading	Compliance Overview Independent review by RQA Cut off time policy
		Buy and Sell execution process	Best Execution Policy