

BugleRock Capital Private Limited
(formerly known as o3 Securities Private Limited)

Code of Conduct

Version	Owner of this Manual	Approved by	Approval date
1.0	BugleRock Compliance and Legal Team	Board of Directors	April 01, 2023
2.0	BugleRock Compliance and Legal Team	Board of Directors	September 25, 2024

Version/ Annual Review details

S. No.	Details of Change	Date of creation / change	Author	Version no.	Approved by
1	1 st Policy	1 st April, 2023	Compliance and Legal Team	V.1	Board of Directors
2	Update in legal structure and periodic changes	September 25, 2024	Compliance and Legal Team	V.2	Board of Directors

Applicability

This code of conduct is applicable to each and every team member/employees of BugleRock Capital Private Limited (formerly known as o3 Securities Private Limited) (“BugleRock Capital” or “Company”) including permanent, part time and interns and directors (“Employees”) in accordance with SEBI (Portfolio Managers) Regulations, 2020, SEBI (Investment Advisers) Regulations, 2013 and SEBI (Intermediaries) Regulations, 2008. The applicable regulations lay down various code of conduct that Employees of every intermediary like BugleRock Capital needs to follow. Such regulatory codes are included as annexures to this Code and are considered to be an inherent part of this Code. All are expected to carefully read the Code and comply with the requirements at all the times.

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CODE OF CONDUCT

Code of Personal Conduct

Honesty & Integrity

All Employees are expected to always demonstrate the highest standards of honesty and integrity in their conduct while representing BugleRock Capital and conducting business on behalf of BugleRock Capital. Towards this end, every Employee is required to be straightforward and honest in their professional and business relationships, be truthful about the services provided, the knowledge possessed, and experience gained.

Respect for all

All Employees are expected to demonstrate respect and trustworthy behavior in their dealings with other Employees as well as external stakeholders.

Team spirit

All Employees are expected to uphold the spirit of teamwork and ensure that the best interest of the team and Company prevails at all times.

Substance abuse

The use or possession of illegal drugs, and other controlled substances in the workplace and being under the influence of these substances on the job and during working hours is strictly prohibited.

Code of conduct of Investment Advisory Services

Honesty and fairness

An investment adviser shall act honestly, fairly and in the best interests of its clients and in the integrity of the market.

Diligence

An investment adviser shall act with due skill, care and diligence in the best interests of its clients and shall ensure that its advice is offered after thorough analysis and taking into account available alternatives.

Capabilities

An investment adviser shall have and employ effectively appropriate resources and procedures which are needed for the efficient performance of its business activities.

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Information about clients

An investment adviser shall seek from its clients, information about their financial situation, investment experience and investment objectives relevant to the services to be provided and maintain confidentiality of such information.

Information to its clients

An investment adviser shall make adequate disclosures of relevant material information while dealing with its clients.

Fair and reasonable charges

An investment adviser advising a client may charge fees, subject to any ceiling as may be specified by the Board. The investment adviser shall ensure that fees charged to the clients are fair and reasonable.

Conflicts of interest

An investment adviser shall try to avoid conflicts of interest as far as possible and when they cannot be avoided, it shall ensure that appropriate disclosures are made to the clients and that the clients are fairly treated.

Compliance

An investment adviser including its directors, principal officer and persons associated with investment advice shall comply with all regulatory requirements applicable to the conduct of its business activities to promote the best interests of clients and the integrity of the market.

Responsibility of senior management

The senior management of a body corporate which is registered as investment adviser shall bear primary responsibility for ensuring the maintenance of appropriate standards of conduct and adherence to proper procedures by the body corporate.

Code of conduct towards employment practices

Equal Opportunities for employment

BugleRock Capital provides equal employment opportunity to all qualified persons without discrimination based on age, sex, race, disability, marital status, or religion in accordance with applicable local, state and national laws and regulations. All employment and promotion decisions will be based solely upon individuals' qualifications, experience, prior contribution and demonstrated capacity to perform at higher or improved levels of performance and will be in accordance with the principle of equal employment opportunity.

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Workplace free of harassment

BugleRock Capital is committed to providing work environment that ensures every employee is treated with dignity and respect and afforded equitable treatment. The Company is also committed to promoting a work environment that is conducive to the professional growth of its employees and encourages equality of opportunity. BugleRock Capital will not tolerate any form of sexual harassment and is committed to take all necessary steps to ensure that Employees are not subjected to any form of harassment. Employees need to report any incidents of sexual harassment to the independent committee as defined in the POSH policy and guided by the Sexual Harassment of Women at Workplace (Prohibition, prevention and Redressal) Act, 2013. BugleRock Capital will initiate appropriate disciplinary action against Employee found guilty of any kind of sexual harassment by the Independent Committee for POSH.

Workplace free from violence

BugleRock Capital will not tolerate any violence in any form either within premises or outside, where company related activities are carried out. Employees are encouraged to reach out to the respective manager/ head of department / HR team for amicable resolution of work-related issues and concerns.

Open door communication

BugleRock Capital believes that the work environment should be free from any kind of bureaucracy and all Employees must have access to other employees regardless of their position or influence in the company. All managers are expected to foster an open-door culture at the workplace.

Environment, Health & Safety

BugleRock Capital is committed to provide its employees a safe, healthy, and sound working environment. The company will take all possible measures to ensure health and safety of its Employees.

Safety at workplace is also every Employee's responsibility. All employees and visitors to the workplace must comply with safety norms/policies/standards as prescribed by the company and applicable law. All Employees must ensure that no unsafe act is committed at workplace. Employees must also undertake all possible measures to eliminate any unsafe condition as soon as they become aware of it.

If an Employee witnesses any unsafe act or unsafe condition, they should report the matter to Human Resources department at the earliest.

Personal Information Privacy

BugleRock Capital is committed to protecting personal information that is shared by Employees during employment, consistent with applicable data privacy laws, including the rules surrounding the collection, processing, use, transfer and disclosure of personal information.

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It is expected that Employees whose job responsibilities include the collection, modification, transfer, processing, storage or use of personal employee information will comply with the applicable data privacy laws and other internal controls that protect this personal information.

Conflicts Of Interests and Compliance with laws and regulations

Conflicts of interest and duty

Each Employee is expected to avoid situations in which his or her financial or other personal interests or dealings are, or may be, in conflict with the interests of the Company. Accordingly, the Company expects its Employees to always act in the Company's interest. Employees must also not engage in any other activity which could reasonably conflict with the Company's interests and interfere with the performance of their duties. Employees are advised not to engage in any other business, commercial or investment activity that may conflict with their ability to perform their duties to the Company.

Employees must not use any Company's property, information or position, or opportunities for personal gains or to compete with or to tarnish the image of the Company. Where Employees' personal interests conflict with those of the Company's, in all such cases the Employee must seek advice from his or her reporting/ reviewing manager or from senior management or from Compliance Officer for avoidance of doubt, mere financial portfolio investments shall not be considered as activities that conflict with the business of the Company.

The Employee after the date of termination of his employment with the Company for any reason, not either directly or indirectly solicit, induce, recruit or encourage any of the Company's employees to leave their employment, or take away such employees, or attempt to solicit, induce, recruit, encourage or take away employees of the Company, either for himself or for any other person or entity.

Protection of Company Assets & Information

Employees must ensure appropriate use of company assets or company information including company property, computers & communication systems, financial information, business strategy, technology, intellectual property, brands, trademarks, or any other non-public information. The misuse or destruction of company assets or company information shall be considered as misconduct, and strict disciplinary action shall be initiated in such cases.

All intellectual properties including without limitation, ideas, papers, opinions, precedents, documents and databases and/or any/all improvements thereupon (i) conceived (whether or not during the regular office hours) or made by the Employee during the course of his employment with the Company, and (ii) other ideas, techniques or principles related to the business of the Company, shall be disclosed promptly by the Employee to the Company and shall belong to and be the sole property of, the Company. The Employee expressly disclaims any right, title, interest or ownership in or with regard to the same.

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Insider Trading

BugleRock Capital has a policy designed to prevent legal, business and ethical conflicts of interest related to personal investment activities of Employees of BugleRock Capital, and the investment and fund management functions of BugleRock Capital undertaken on behalf of its clients. The policy also aims to guard against the misuse of proprietary or confidential information.

All Employees of the Company are bound by this Policy and are required to observe it both in letter and spirit.

Confidential Information

All Employees, whether in employment or even after the cessation of the employment, are required to maintain and protect the confidentiality of Company information, client information, intellectual property rights described above and other proprietary or confidential information and not use for the purpose of personal benefit or the benefit of any other entity.

An Employee shall not disclose in writing/verbal any facts, figures, information, trade secrets and/or confidential documents obtained during the course of business relationship with Company to any person / authority / organization / statutory body unless required by law and/or with specific written permission of the Company. They shall not provide any information either formally or informally to the press or to any other publicity media unless specifically authorized to do so.

The Employee shall not hereafter in perpetuity, issue any press statements or news items or social media statements (on any platform whatsoever) or offer any public interviews which does or may (in the reasonable opinion of the Company) have the effect of disparaging the company or any of its officials or its business activities. Employees shall ensure while using electronic/digital media that activities do not create a conflict of interest or inadvertently disclose confidential business information, you may not publish, post or link to any material in written or electronic format, make speeches, give interviews or make public appearances on behalf of or as a representative of Company that mention Companies operations, clients, products or services, without prior approval from the Company.

Anti-Bribery and Anti-Corruption

BugleRock Capital has a 'zero tolerance policy' towards bribery and corruption and aims to foster a culture of integrity and show its commitment to combating both bribery and corruption. ABAC Policy is formulated in terms of the Prevention of Corruption Act, 1988 as amended by the Prevention of Corruption (Amendment) Act, 2018 and provides guidelines in conducting acts with ethical behavior and not indulging in any acts that can be tantamount to corruption and unethical behavior.

Employees are prohibited from receiving any payments or gifts from any third party as a result of his/her employment with BugleRock Capital, except where such gifts are food items of reasonable value.

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Similarly, Employees are prohibited from offering any bribes or making any improper payments or gifts for furtherance of BugleRock Capital business or otherwise.

Anti Money Laundering (AML) and combating financing of terrorism (CFT)

BugleRock Capital ensures that its systems are not used for laundering money and for carrying out any illicit funding activity. BugleRock Capital has in place a detailed policy for AML and CFT. Employees are required to undergo training and be vigilant in their duties to detect possible attempts to use BugleRock Capital systems for laundering money. Compliance of the AML and CFT policy is an important element of BugleRock Capital' compliance program.

Violation of the Code and reporting under the Code

Each employee must report actual or potential violations of this code of conduct or applicable laws to the Compliance department. All such reports of violation shall be treated as protected disclosures if made under Whistle Blower Policy. Employees have option to make a complaint through email to compliance@buglerock.asia wherein the compliance officer who is also a designated officer for investigating whistleblower cases.

Consequences for violations

Violations of this Code, Company Policy or the law will attract disciplinary action – up to and including termination. Violations also include any false allegations, regardless of whether they are made anonymously. Legal and ethical misconduct can also subject the Employees involved and BugleRock Capital to fines, penalties and civil or criminal prosecutions.

Amendments

The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, the company reserves its right to amend, alter or terminate this code at anytime and for any reason, subject to applicable law.

This Code of Conduct is not exhaustive and lays down only the general principles to be followed by all parties as covered under the Code. The company may have separate codes/policies formulated for regulating various matters that may be required under the specific laws. The parties shall be responsible for adhering to such additional codes/policies as may be applicable to them.

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REGULATORY CODE OF CONDUCT

Annexure A CODE OF

CONDUCT FOR PORTFOLIO MANAGER

- 1) A portfolio manager shall, in the conduct of its business, observe high standards of integrity and fairness in all its dealings with its clients and other portfolio managers.
- 2) The money received by a portfolio manager from a client for an investment purpose should be deployed by the portfolio manager as soon as possible for that purpose and money due and payable to a client should be paid forthwith.
- 3) A portfolio manager shall render at all times high standards of service, exercise due diligence, ensure proper care and exercise independent professional judgment. The portfolio manager shall either avoid any conflict of interest in its investment or disinvestment decision, or where any conflict of interest arises, ensure fair treatment to all its customers. He shall disclose to the clients, possible source of conflict of duties and interests, while providing unbiased services. A portfolio manager shall not place its interest above those of its clients.
- 4) Portfolio Manager shall not execute any trade against the interest of the clients in its proprietary account
- 5) A portfolio manager shall not make any statement or indulge in any act, practice or unfair competition, which is likely to be harmful to the interests of other portfolio managers or is likely to place such other portfolio managers in a disadvantageous position in relation to the portfolio manager itself, while competing for or executing any assignment.
- 6) A portfolio manager shall not make any exaggerated statement, whether oral or written, to the client either about the qualification or the capability to render certain services or its achievements in regard to services rendered to other clients.
- 7) At the time of entering into a contract, the portfolio manager shall obtain in writing from the client, its interest in various corporate bodies which enables it to obtain unpublished price-sensitive information of the body corporate.
- 8) A portfolio manager shall not disclose to any clients, or press any confidential information about its client, which has come to its knowledge.

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- 9) The portfolio manager shall where necessary and in the interest of the client take adequate steps for registration of the transfer of the clients' securities and for claiming and receiving dividends, interest payments and other rights accruing to the client. It shall also take necessary action for conversion of securities and subscription / renunciation of/ or rights in accordance with the clients' instruction.
- 10) A portfolio manager shall endeavor to -
- (a) ensure that the investors are provided with true and adequate information without making any misguiding or exaggerated claims and are made aware of attendant risks before any investment decision is taken by them;
 - (b) render the best possible advice to the client having regard to the client's needs and the environment, and its own professional skills;
 - (c) ensure that all professional dealings are effected in a prompt, efficient and cost effective manner.
- 11) (1) A portfolio manager shall not be a party to -
- (a) creation of false market in securities;
 - (b) price rigging or manipulation of securities;
 - (c) passing of price sensitive information to brokers, members of the stock exchanges and any other intermediaries in the capital market or take any other action which is prejudicial to the interest of the investors.
- (2) No portfolio manager or any of its directors, partners or manager shall either on their respective accounts or through their associates or family members, relatives enter into any transaction in securities of companies on the basis of unpublished price sensitive information obtained by them during the course of any professional assignment.
- 12) (a) A portfolio manager or any of its employees shall not render, directly or indirectly, any investment advice about any security in the publicly accessible media, whether real-time or non-real-time, unless a disclosure of its long or short position in the said security has been made, while rendering such advice.
- (b) In case an employee of the portfolio manager is rendering such advice, he shall also disclose the interest of its dependent family members and the employer including their long or short position in the said security, while rendering such advice.
- 13) (a) The portfolio manager shall abide by the Act, and the Rules and Regulations made thereunder and the Guidelines / Schemes issued by the Board.
- (b) The portfolio manager shall comply with the model code of conduct specified in the SEBI (Prohibition of Insider Trading) Regulations.
- (c) The portfolio manager shall not use its status as any other registered intermediary to unduly influence the investment decision of the clients while rendering portfolio management services.

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ANNEXURE B

CODE OF CONDUCT AS AN INVESTMENT ADVISERS

1. Honesty And Fairness

An Investment Adviser shall act honestly, fairly and in the best interests of its clients and in the integrity of the market.

2. Diligence

An Investment Adviser shall act with due skill, care, and diligence in the best interests of its clients and shall ensure that its advice is offered after thorough analysis and considering available alternatives.

3. Capabilities

An Investment Adviser shall have and employ effectively appropriate resources and procedures which are needed for the efficient performance of its business activities.

4. Information about Clients

An Investment Adviser shall seek from its clients, information about their financial situation, investment experience and investment objectives relevant to the services to be provided and maintain confidentiality of such information.

5. Information to its Clients

An Investment Adviser shall make adequate disclosures of relevant material information while dealing with its clients.

6. Fair and Reasonable Charges

An Investment Adviser advising a client may charge fees, subject to any ceiling as may be specified by the Board. The Investment Adviser shall ensure that fees charged to the clients is fair and reasonable.

7. Conflicts of Interest

An Investment Adviser shall try to avoid conflicts of interest as far as possible and when they cannot be avoided, it shall ensure that appropriate disclosures are made to the clients and that the clients are fairly treated.

8. Compliance

An Investment Adviser including its directors, principal officer and persons associated with investment advice shall comply with all regulatory requirements applicable to the conduct of its business activities to promote the best interests of clients and the integrity of the market.

9. Responsibility of Senior Management

The senior management of a body corporate which is registered as Investment Adviser shall bear primary responsibility for ensuring the maintenance of appropriate standards of conduct and adherence to proper procedures by the body corporate.

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ANNEXURE C

CODE OF CONDUCT UNDER SEBI (INTERMEDIARIES) REGULATIONS, 2008

I. INVESTOR PROTECTION

1.1 Investors/Clients

Every intermediary shall make all efforts to protect the interests of investors and shall render the best possible advice to its clients having regard to the client's needs and the environments and his own professional skills.

1.2 High Standards of Service

An intermediary shall ensure that it and its key management personnel, employees, contractors and agents, shall in the conduct of their business, observe high standards of integrity, dignity, fairness, ethics and professionalism and all professional dealings shall be affected in a prompt, effective and efficient manner.

An intermediary shall be responsible for the acts or omissions of its employees and agents in respect to the conduct of its business.

1.3 Exercise of Due Diligence and no Collusion

An intermediary shall at all times render high standards of service, exercise due skill and diligence over persons employed or appointed by it, ensure proper care and exercise independent professional judgment and shall not at any time act in collusion with other intermediaries in a manner that is detrimental to the investor(s).

1.4 Fees

An intermediary shall not increase charges/ fees for the services rendered without proper advance notice to its clients/investors.

II. DISBURSAL OF AMOUNTS

2.1 Disbursal of Amounts

An intermediary shall be prompt in disbursing dividends, interests or any such accrual income received or collected by it on behalf of its clients/investors.

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III. DISBURSAL OF INFORMATION

- 3.1 An intermediary shall ensure that adequate disclosures are made to the clients/investors in a comprehensible and timely manner so as to enable them to make a balanced and informed decision.
- 3.2 An intermediary shall not make any misrepresentation and ensure that the information provided to the clients/investors is not misleading.
- 3.3 An intermediary shall not make any exaggerated statement whether oral or written to the client/investor, either about its qualification or capability to render certain services or its achievements in regard to services rendered to other clients/investors.
- 3.4 An intermediary shall not divulge to anybody, either orally or in writing, directly or indirectly, any confidential information about its clients/investors, which has come to its knowledge, without taking prior permission of its clients/investors except where such disclosures are required to be made in compliance with any law for the time being in force.

IV. CONFLICT OF INTEREST

- 4.1 An intermediary shall avoid conflict of interest and make adequate disclosure of his interest and shall put in place a mechanism to resolve any conflict of interest situation that may arise in the conduct of its business or where any conflict of interest arises, shall take reasonable steps to resolve the same in an equitable manner. An intermediary shall make appropriate disclosure to the client/investor of its possible source or potential areas of conflict of duties and interest while acting as an intermediary which would impair its ability to render fair, objective and unbiased services.
- 4.2 An Intermediary or any of its directors, or employee having the management of the whole or substantially the whole of affairs of the business, or an associate of the intermediary shall not, either through its account or their respective accounts or through their family members, relatives or friends indulge in any insider trading.

V. COMPLIANCE AND CORPORATE GOVERNANCE

- 1.1 An Intermediary shall ensure that good corporate policies and corporate governance is in place. It shall not engage in fraudulent and manipulative transactions in the securities listed on any stock exchange in India and shall not indulge in any unfair competition (including resorting to unfair means for inducing another intermediaries' clients) which is likely to harm the interests of other intermediaries or investors or is likely to place such other intermediaries in a disadvantageous position while competing for or executing any assignment.

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- 1.2** An Intermediary shall take adequate and necessary steps to ensure that continuity in data and record keeping is maintained and that the data or records are not lost or destroyed. It shall also ensure that for electronic records and data, up-to-date back up is always available with it.
- 1.3** An Intermediary shall not be a party to or instrumental in or indulge in –
- a) creation of false market for securities listed or proposed to be listed on any stock exchange in India;
 - b) price rigging or manipulation of prices of securities listed or proposed to be listed on any stock exchange in India; or
 - c) passing of unpublished price sensitive information in respect of securities which are listed or proposed to be listed on any stock exchange to any person or intermediary, or
 - d) any activity for distorting market equilibrium or which may affect the smooth functioning of the market or for personal gain.
- 1.4** An Intermediary shall co-operate with the Board, or any authority designated by the Board, as and when required and shall not make any untrue statement or suppress any material fact in any documents, reports, papers or information furnished to the Board or neglect or fail or refuse to submit to the Board or other agencies with which it is registered, such books, documents, correspondence and papers or any part thereof as may be demanded/requested from time to time.
- 1.5** An Intermediary shall ensure that any change in registration status /any penal action taken by Board or any material change in financials which may adversely affect the interests of clients/investors is promptly informed to the clients/investors and any business remaining outstanding is transferred to another registered person in accordance with any instructions of the affected clients/investors or as per the instructions of the Board and the provisions of the relevant regulations.
- 1.6** An Intermediary shall maintain an appropriate level of knowledge and competency and abide by the provisions of any act, regulations, circulars and guidelines of the Central Government, the Reserve Bank of India, the Board, the stock exchange or any other applicable statutory or self regulatory or other body, as the case may be, and as may be applicable to the Intermediary in respect of the business carried on by such Intermediary. An Intermediary shall also comply with the award of the Ombudsman passed under the Securities and Exchange Board of India (Ombudsman) Regulations, 2003.
- 1.7** An Intermediary shall ensure that the Board is promptly informed about any action, legal proceedings, etc., initiated against it in respect of any material breach or non-compliance by it, of any law, rules, regulations, and directions of the Board or of any other regulatory body.

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VI. INTERMEDIARY INFRASTRUCTURE REQUIREMENTS

- 6.1 An Intermediary shall have internal control procedures and financial and operational capabilities which can be reasonably expected to protect its operations, its clients, investors and other registered entities from financial loss arising from theft, fraud, and other dishonest acts, professional misconduct or omissions.
- 6.2 An Intermediary also registered with the Board in any other capacity/ category shall endeavour to ensure that arms length relationship is maintained in terms of both manpower and infrastructure between the activities carried out as an Intermediary and other permitted activities.
- 6.3 An Intermediary shall establish and maintain adequate infrastructural facility to be able to discharge its services as such intermediary to the satisfaction of clients/investors, and the operating procedures and systems of the intermediaries shall be well documented and backed by operations manuals.
- 6.4 An Intermediary shall create and maintain the records of all documents and data in their in custody in such manner that the tracing of such document or data is facilitated in the event of loss of original records or documents for any reason.

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