CODE OF CONDUCT OF MONEYSUKH ADVISORS IFSC LLP

Document Control	
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Preparer and Reviewer	Compliance Officer
Approved by	Designated Partners
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1. Title

Moneysukh Advisors IFSC LLP (hereinafter referred to as "LLP"), is the Fund Management Entity (FME) registered under International Financial Services Centres Authority (IFSCA) (Registration No.- ACB-8040 dated 30-06-2023) as Registered FME (Non-Retail). Moneysukh Advisors IFSC LLP Act as a Fund Management Entity for Funds and/or schemes that it launches from time to time and authorised by IFSCA.

This Code of conduct Policy ("Policy") is made in accordance with the Third Schedule of the International Financial Services Centres Authority (Fund Management) Regulations, 2022. (Hereinafter referred to as "FM Regulations") and IFSCA (Capital Market Intermediaries) Regulations, 2021. The said Policy applies to all fiduciaries (Directors/ Partners / trustees of the fund) Principal Officer, Fund Manager and Compliance Officer (jointly and severally referred to as "Employee").

Employees are responsible for being aware of, fully understand and follow all Relevant Rules, policies and procedures, including but not limited to this Policy, that apply to them.

In circumstances that are not specifically addressed by this Policy, every employee is expected to apply common sense and sound judgement. Where an Employee is unsure of the correct course of conduct, the Employee must seek prior advice from their line management, Compliance or HR.

2. Objective

The objective of this policy is to ensure compliance with the regulations set forth by the International Financial Services Centres Authority (Fund Management) Regulations, 2022 and IFSCA (Capital Market Intermediaries) Regulations, 2021.

3. Regulatory Background

This policy is established in accordance with the Third Schedule of the International Financial Services Centres Authority (Fund Management) Regulations, 2022 and IFSCA (Capital Market Intermediaries) Regulations, 2021. It is designed to align our code of conduct with the regulatory requirements and guidelines provided by the regulatory authority.

4. Implementation / Process

The LLP's code of conduct applicable to all fiduciaries (Directors/ Partners / trustees of the fund), Principal Officer, Fund Manager and Compliance Officer. The Code of Conduct and obligations of the LLP are as follows:

a) The FME shall take all reasonable steps and exercise due diligence to ensure that the investment of funds pertaining to any scheme is not contrary to the provisions of these regulations.
b) The FME shall be responsible for the acts of commission or omission by its employees or the persons whose services have been procured by the FME.
c) Notwithstanding anything contained in any contract or agreement or termination, the FME or its directors or partners or other officers shall not be absolved of liability to the scheme or its investors for their acts of commission or omission, while holding such position or office.
d) Principal Officer of the FME shall ensure that the FME complies with all the provisions of these regulations and the guidelines or circulars issued in relation thereto from time to time and that the investments made by the FME are in the interest of the unit holders and shall also be responsible for the overall risk management function of the FME.
e) The FME shall not appoint any person as key personnel who has been found guilty of any economic offence or involved in violation of securities laws.
f) The FME shall compute and carry out valuation of investments made by its scheme(s) in accordance with the investment valuation norms specified in Sixth Schedule, and shall publish the same.
g) The FME and its controlling shareholders shall be liable to compensate the affected investors and/or the scheme for any unfair treatment to any investor as a result of inappropriate valuation.
h) The FME must ensure that all investors are provided with adequate, accurate, explicit and timely information fairly presented in a simple language about the investment policies, investment objectives, financial position and general affairs of the scheme.
i) The FME shall ensure that the assets and liabilities of each scheme are segregated and ring-fenced from other schemes of the FME; and bank accounts and securities accounts of each scheme are segregated and ring-fenced.
j) The FME must not use any unethical means to sell, market or induce any investor to buy their schemes.
k) The FME shall maintain high standards of integrity and fairness in all their dealings and in the conduct of their business.
l) The FME shall render at all times high standards of service, exercise due diligence, ensure proper care and exercise independent professional judgment.

m) The FME shall not make any exaggerated statement, whether oral or written, either about their qualifications or capability to render investment management services or their achievements.

n) The FME shall ensure compliance with the Anti-Money Laundering / Combating the Financing of Terrorism (AML/CFT) norms as applicable.

Since, the Moneysukh Advisors IFSC LLP is the investment manager of Funds that it launches

which may be in form of Company, LLP or trust. Based on the legal structure of the fund/scheme, the Board of Directors in case of Company, Designated Partners in case of LLP and Trustees (including the Board in case of a Trustee company) in case of a Trust shall -

I. ensure that the monies of the schemes are invested to achieve the objectives of the scheme and in the interest of the investors.
II. the assets and liabilities of each scheme are segregated and ring-fenced from other schemes of the FME; and bank accounts and securities accounts of each scheme are segregated and ring-fenced.
III. ensure that different activities of FME are carried at arm's length and interest of investor under one activity are not being compromised with those of any other scheme or of other activities of the FME.
IV. have a right to obtain from the FME such information as is considered necessary.
V. render at all times high standards of service, exercise due diligence, ensure proper care and exercise independent professional judgment.
VI. obtain internal audit reports from independent auditors as and when deemed appropriate.
VII. hold frequent meetings to ensure it discharges the various responsibilities under these regulations.
VIII. communicate in writing to the FME of the deficiencies and checking on the rectification of deficiencies.
IX. ensure before the launch of any scheme that it has,—
    (a) systems in place for its back office, dealing room and accounting;
    (b) appointed all key personnel;
    (c) appointed auditors to audit its accounts;
    (d) designated a compliance officer who shall be responsible for monitoring the compliance of the Act, rules and regulations, notifications, guidelines, instructions, etc., issued by the Authority or the Central Government and for redressal of investors grievances;
    (e) appointed fund administrators registered with the Authority or capabilities to undertake such activities in-house by the FME;
    (f) obtained, wherever required under these regulations, prior in principle approval from the recognised stock exchange(s) where units are proposed to be listed.
X. ensure that FME has not given any undue or unfair advantage to any associates or dealt with any of the associates of the FME in any manner detrimental to interest of the investors.
XI. quarterly review all transactions carried out between the schemes, FME and its associates.
XII. shall on a Quarterly / yearly basis review the net-worth of the FME to ensure compliance with the threshold provided in Second Schedule of the FME Regulations on a continuous basis.

XIII. shall ensure that the scheme/fund property is properly protected, held and administered by proper persons and by a proper number of such persons.

The code of conduct of the Principal Officer, Fund Manager and Compliance Officer is as follows:

a) The Principal Officer shall ensure that all the activities of the FME are in accordance with the provisions of these regulations and various circulars and guidelines issued thereunder.
b) The Principal Officer shall ensure that the funds of the schemes are invested to achieve the objectives of the scheme and in the interest of the investors.
c) Where the Principal Officer has reason to believe that the conduct of business of the FME is not in accordance with these regulations it shall forthwith take such remedial steps as are necessary by it and shall immediately inform the Authority of the violation and the action taken by it.
d) The Principal Officer shall periodically review the investor complaints received and shall ensure immediate redressal of the same by the FME.
e) Principal Officer and Fund Managers shall:
   (i) abide by the Act, Rules, Regulations, Guidelines and Circulars governing the securities market;
   (ii) strive for highest ethical and professional standards to enhance the reputation of the markets;
   (iii) act honestly in dealings with other market participants;
   (iv) act fairly and deal with market participants in a consistent and transparent manner;
   (v) act with integrity, particularly in avoiding questionable practices and behaviour;
   (vi) not indulge in any unethical business activities or professional misconduct involving dishonesty, fraud or deceit or commit any act that could damage the reputation of the organisation or the fund management industry;
   (vii) identify existing or potential conflicts of interest as per their institutions policies and address the same;
   (viii) not carry out any transaction on behalf of a scheme with any counter party who is an associate of the FME / controlling shareholders unless such transaction is carried;
      a) out on arm's length basis after taking into account the interest of investors and;
      b) in terms of the provisions of these regulations and circulars issued thereunder.
   (ix) not offer or accept any inducement in connection with the affairs or business of managing the funds of investors which is likely to conflict with the duties owed to the investors;
   (x) not receive any gift or entertainment which is not in adherence of the gift and entertainment policy of the FME framed in this regard.

f) The KMP designated as compliance officer shall-
   I. be responsible for monitoring the compliance of the Act, rules and regulations, notifications, guidelines, instructions, etc., issued by the Authority and for redressal of investors grievances immediately.

II. Independently report to the Authority any non-compliance observed by him.

Since, the Moneysukh Advisors IFSC LLP is offering the Portfolio Management Services and advisory services as an additional activity by the Fund Management Entity registered under IFSCA (Fund Management) Regulations, 2022 read with IFSCA (Capital Market Intermediaries) Regulations, 2021, the entity must comply and abide by the code of conduct as per said regulations.

The said code of conduct of the FME acting as portfolio manager is as below:

(a) A FME acting as a Portfolio Manager shall:-

I. ensure that the money received from the client for an investment purpose is deployed as soon as possible for that purpose and money due and payable to a client is paid forthwith.
II. not execute any trade against the interest of the clients in its proprietary account.
III. obtain in writing, interest of the client in various corporate bodies which enables such client to obtain unpublished price sensitive information of such corporate bodies.
IV. where necessary and in the interest of the client, take adequate steps for the transfer of the clients' securities and for claiming and receiving dividends, interest payments and other rights accruing to the client.
V. take necessary action for conversion of securities and subscription for renunciation of rights in accordance with the clients' instruction.
VI. not use its status as any other registered intermediary to unduly influence the investment decision of the clients while rendering portfolio management services.
VII. 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 himself, while competing for or executing any assignment.
VIII. 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;
IX. render the best possible advice to the client having regard to the client's needs and the environment, and his own professional skills; and
X. ensure that all professional dealings are effected in a prompt, efficient and cost effective manner.

(b) A FME acting as a Portfolio Management advisory service shall –

1. 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.

2. make adequate disclosures of relevant material information while dealing with its clients.
3. ensure that fees charged to the clients is fair and reasonable.

5. Policy Review

The said policy will be subject to **annual** review to assess its effectiveness and relevance.

6. Responsibility

The Board of Directors holds the ultimate responsibility for overseeing the adherence to this policy. They are responsible for approving and monitoring the implementation of the code, as well as providing guidance and support to ensure compliance.

7. Violation

Any violation or deviation from the provisions outlined in this policy will be subject to appropriate disciplinary action. The LLP maintains a strict policy against non-compliance, and any breaches will be addressed promptly to ensure corrective measures are taken.

8. Power to Remove Difficulties

In the event of any difficulties or ambiguities arising during the implementation of this policy, the Board of directors is empowered to provide necessary clarifications or make amendments as deemed necessary, ensuring the smooth and effective enforcement of the code.

9. Effective Date

This Code of Conduct is effective immediately upon approval by the Designated Partners of LLP must comply with its provisions from the specified effective date.

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