A SEBI Registered Category-1 Merchant Banking Company

CORPORATE OFFICE:-
C-7 & 7A, Gate No. 01, Hosiery Complex, Phase-II Extension
NOIDA – 201 305
Contract- +91 7836066001
E-mail: delhi@sobhagyacap.com
Website: www.sobhagyacapital.com
CIN: U74899DL1994PTC060089
SEBI Regn No. MB/INM000008571

CONFLICT OF INTEREST POLICY

Sobhagya Capital Options Private Limited

Version: 1.0
Effective Date: 21.08.2026
Approved By: Board of Directors
Review Frequency: Annually or as required by applicable SEBI circulars and regulations

1. PURPOSE

The purpose of this Conflict of Interest Policy **("Policy")** is to establish a framework for identifying, disclosing, managing and resolving actual, potential or perceived conflicts of interest that may arise in the course of business activities of **Sobhagya Capital Options Private Limited ("SCOPL" or "Company").**

The Company is committed to conducting its business in a fair, transparent, ethical and professional manner and in compliance with applicable laws, regulations and regulatory requirements.

2. OBJECTIVE

The objectives of this Policy are to:

- Identify situations that may give rise to conflicts of interest.
- Ensure that business decisions are made objectively and in the best interests of clients and the Company.
- Establish procedures for timely disclosure of conflicts.
- Ensure that conflicts are appropriately managed, mitigated and documented.
- Protect the interests of clients, investors and other stakeholders.
- Maintain transparency and integrity in the Company's activities.

3. SCOPE

This Policy shall apply to:

- Directors of the Company;
- Key Managerial Personnel;
- Employees;
- Officers and other personnel involved in the Company's activities; and
- Any other person acting on behalf of or representing the Company, wherever applicable.

4. DEFINITION OF CONFLICT OF INTEREST

A "Conflict of Interest" refers to any situation where the personal, financial, professional or other interests of an employee, director or associated person may conflict, or appear to conflict, with the interests of the Company or its clients.
A conflict may be :-

4.1 Actual Conflict

A situation where a conflict already exists between personal interests and professional responsibilities.

4.2 Potential Conflict

A situation that may reasonably result in a conflict in the future.

4.3 Perceived Conflict

A situation where, even though no actual conflict exists, circumstances may reasonably create an appearance of conflict.

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5. COMMON SITUATIONS GIVING RISE TO CONFLICTS

Conflicts may arise in circumstances including, but not limited to:

- Financial interests in a client, issuer or other business entity with which the Company has a relationship.
- Personal relationships with clients, issuers, vendors or other counterparties.
- Providing services to competing or related entities.
- Accepting gifts, benefits, commissions or hospitality that may influence business decisions.
- Using confidential or non-public information for personal benefit.
- Participating in decisions involving a relative, friend or associated person.
- Outside employment, consultancy or business activities that interfere with responsibilities towards the Company.
- Allocation of business opportunities for personal benefit.
- Any other circumstance that may compromise the independent and objective discharge of professional responsibilities.

6. CONFLICTS IN MERCHANT BANKING ACTIVITIES

In carrying out merchant banking and issue management activities, the Company shall take reasonable measures to identify and manage conflicts of interest that may arise between:

- The Company and its clients;
- One client and another client;
- Employees/directors and the Company;
- Employees/directors and clients;
- Different clients involved in competing transactions; or
- The Company and any other intermediary or entity associated with a transaction.

The Company shall endeavour to ensure that no client is unfairly prejudiced due to a conflict of interest.

7. DISCLOSURE OF CONFLICTS

Any person covered under this Policy who becomes aware of an actual, potential or perceived conflict of interest shall promptly disclose the same to the Compliance Officer or such other person designated by the Company.

The disclosure should contain sufficient details regarding:

- Nature of the conflict;
- Parties involved;
- Financial or other interest involved;
- Potential impact on the Company's or client's interests; and
- Proposed measures, if any, for managing the conflict.

Employees and other concerned persons shall not conceal any material conflict of interest.

8. MANAGEMENT AND MITIGATION OF CONFLICTS

Upon identification or disclosure of a conflict, the Company may take appropriate measures depending on the nature and severity of the conflict, including:

- Restricting the concerned person's participation in the relevant activity or decision.
- Reassigning responsibilities to another employee or officer.
- Establishing appropriate information barriers or segregation of duties.
- Making appropriate disclosures to the concerned client or parties.
- Obtaining approval from the appropriate authority.
- Maintaining separate records or restricting access to confidential information.
- Declining or withdrawing from an assignment where the conflict cannot be adequately managed.

The Compliance Officer shall determine or recommend appropriate mitigation measures, wherever applicable.

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9. CONFIDENTIAL INFORMATION

Employees, directors and other persons covered by this Policy shall maintain confidentiality of information obtained during the course of their duties.

No confidential, unpublished or price-sensitive information shall be used for personal benefit or disclosed to any unauthorised person.

The provisions of the Company's applicable policies relating to confidentiality and prevention of insider trading shall also be complied with.

10. GIFTS, ENTERTAINMENT AND BENEFITS

Employees and directors shall not accept or offer gifts, hospitality, entertainment, commissions or other benefits where such acceptance or offering may:

- Influence business judgment;
- Create an obligation towards any person;
- Result in preferential treatment; or
- Create an actual or perceived conflict of interest.

Any gift or benefit that may reasonably be perceived as influencing a business decision shall be disclosed to the appropriate authority.

11. OUTSIDE ACTIVITIES AND BUSINESS INTERESTS

Employees and officers shall disclose any outside employment, consultancy, directorship, partnership, investment or business interest that may conflict with their responsibilities towards the Company.

The Company may require the concerned person to discontinue or appropriately manage such activity where it creates a material conflict.

12. RELATED PARTY AND PERSONAL RELATIONSHIPS

Where a person covered under this Policy has a personal or family relationship with an individual or entity involved in a business transaction of the Company, the relationship shall be disclosed where it may influence, or appear to influence, the person's professional judgment.

The concerned person may be required to recuse themselves from the relevant decision-making process.

13. INFORMATION BARRIERS

Where appropriate, the Company may establish information barriers ("Chinese Walls") between departments, teams or individuals to prevent the improper flow or use of confidential information.

Access to sensitive information shall be restricted to persons who have a legitimate business requirement to access such information.

14. ROLE OF COMPLIANCE OFFICER

The Compliance Officer shall:

- Monitor implementation of this Policy.
- Advise employees and directors regarding conflict-of-interest situations.
- Review disclosures made under this Policy.
- Recommend appropriate mitigation measures.
- Maintain appropriate records of conflict disclosures.
- Escalate material conflicts to the appropriate management authority or Board, wherever required.
- Monitor compliance with applicable regulatory requirements.

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15. RECORD KEEPING

The Company shall maintain appropriate records of:

- Conflict-of-interest disclosures;
- Decisions taken regarding disclosed conflicts;
- Mitigation measures adopted;
- Relevant approvals; and
- Any disclosures made to clients or regulatory authorities, where applicable.

Such records shall be maintained in accordance with the Company's record-retention requirements and applicable laws.

16. REPORTING OF VIOLATIONS

Any person who becomes aware of a violation of this Policy shall report the matter to the Compliance Officer or appropriate management authority.

The Company shall take appropriate action against any person who deliberately fails to disclose a material conflict or misuses confidential information.

17. NON-COMPLIANCE

Failure to comply with this Policy may result in appropriate disciplinary or other action in accordance with the Company's applicable policies, employment terms and regulatory requirements.

Where required, material violations may also be reported to the relevant regulatory authority.

18. REVIEW OF POLICY

This Policy shall be reviewed periodically and whenever there is a material change in applicable laws, regulations, business activities or organisational structure.

Any amendment to this Policy shall be subject to approval by the Board of Directors or such authority as may be authorised by the Board.

19. APPROVAL

This Policy has been approved by the Board of Directors of **Sobhagya Capital Options Private Limited** and shall come into effect from the Effective Date mentioned above.

For Sobhagya Capital Options Private Limited

SHWETA JAIN

Digitally signed by SHWETA JAIN
Date: 2026.08.26 12:21:20 +05'30'

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Authorized Signatory / Compliance Officer

Sobhagya Capital Options Pvt. Ltd.
New Delhi

Date: 21.08.2026