POLICY AND PROCEDURE ON CONFLICT OF INTEREST

Introduction

Vridhi Capital & Finance Private Limited ("**VRIDHI**") is a SEBI-registered Stock Broker and Depository Participant. This Policy has been formulated to establish a framework for identifying, preventing, managing, and disclosing conflicts of interest in accordance with applicable SEBI regulations and circulars, including SEBI Circular No. CIR/MIRSD/5/2013 dated August 27, 2013, as amended from time to time.

Objective

The objective of this Policy is to ensure that the personal, financial, or business interests of VRIDHI, its directors, employees, authorised persons, and associated persons do not conflict with their duties towards clients. The interests of clients shall always take precedence in all investment advice, execution of transactions, and other services provided by the Company. Wherever a potential or actual conflict of interest exists, appropriate disclosures shall be made and suitable measures shall be adopted to manage such conflicts in a fair and transparent manner.

Guiding Principles

VRIDHI is committed to conducting its business with honesty, integrity, fairness, and transparency. No director, employee, authorised person, or associated person shall derive any personal benefit or gain, directly or indirectly, by virtue of their position if such benefit conflicts with the interests of clients. All clients shall be treated fairly and equitably without discrimination. Any actual or potential conflict of interest shall be promptly identified, appropriately managed, and disclosed wherever required. Employees and associated persons shall not deal in securities while in possession of unpublished price sensitive information or any other confidential information received during the course of their employment. Confidential client information shall be used strictly for legitimate business purposes and shall not be shared with any person except where required under law, regulatory directions, or with the client's consent.

Conflict Management Measures

To effectively prevent and manage conflicts of interest, VRIDHI shall implement appropriate internal controls and procedures, including maintaining adequate segregation of duties and information barriers between departments where necessary. Appropriate restrictions shall be imposed on trading or transactions in securities whenever the Company is handling assignments, mandates, or services relating to such securities to avoid any conflict. Employees and associated persons shall not misuse confidential or unpublished information for personal benefit or for the benefit of any other person. The Company shall continuously monitor transactions and activities to detect and prevent market manipulation, unfair trade practices, or any conduct that may influence the demand, supply, or price of securities. Incentive structures shall be designed in a manner that promotes fair dealing and does not encourage the sale of products or services that are unsuitable for the client's financial objectives or risk profile.

Roles and Responsibilities

The Board of Directors shall have overall responsibility for approving this Policy and ensuring an effective governance framework for managing conflicts of interest. The management shall implement the Policy and ensure that appropriate systems, controls, and procedures are in place. The Compliance Officer shall oversee compliance with this Policy, provide necessary guidance and awareness to employees, monitor adherence, and report significant instances of conflict of interest to the management or the Board, wherever applicable. All employees, authorised persons, and associated persons shall comply with this Policy and immediately disclose any actual or potential conflict of interest.

Policy Review

This Policy has been approved by the Board of Directors of Vridhi Capital & Finance Private Limited. It shall be reviewed periodically or whenever required due to amendments in applicable laws, SEBI regulations, circulars, or changes in the Company's business operations.

Policy Communication

A copy of this Policy shall be communicated to all relevant directors, employees, Compliance Officer, departmental heads, authorised persons, and associated persons. The Policy shall also be hosted on the Company's official website to ensure transparency and easy accessibility for clients and other stakeholders.

Last Reviewed on	Reviewed By	Approved By
02-04-2026	Compliance Officer	Management