Securities Operation & Risk Management (SORM) POLICY

1. INTRODUCTION

Vridhi Capital & Finance Private Limited ("VRIDHI" or "the Company") is a SEBI-registered Stock Broker and Depository Participant.

This Securities Operations & Risk Management ("SORM") Policy is formulated to ensure compliance with the applicable SEBI and Stock Exchange requirements relating to certification of persons associated with securities market activities.

2. REFERENCES

This Policy has been framed with reference to the applicable regulatory requirements, including:

1. SEBI Notification No. **LAD-NRO/GN/2010-11/21/29390** dated December 10, 2010.
2. NSE Circular No. **NSE/INSP/16536** dated December 15, 2010.
3. NSE Circular No. **NSE/INSP/27495** dated September 02, 2014.
4. BSE Notice No. **20101215-19** dated December 15, 2010.
5. BSE Notice No. **20140902-8** dated September 02, 2014.
6. Any subsequent circulars, notifications, directions and amendments issued by SEBI, NSE, BSE, CDSL or any other applicable regulatory authority.

3. OBJECTIVE

The objective of this Policy is to ensure that persons associated with the Company who are engaged in activities having a bearing on securities operations, investor protection, internal control, risk management or operational risk possess the requisite knowledge and competency as prescribed by the applicable regulatory framework.

Where applicable, such persons shall obtain and maintain a valid **NISM Series VII – Securities Operations and Risk Management (SORM)** certification.

4. APPLICABILITY

This Policy shall apply to employees, officials and other associated persons of the Company who are engaged in or deal with:

a. Assets or funds of investors/clients;
b. Redressal of investor grievances;
c. Internal control or risk management; and
d. Activities having a bearing on operational risk.

The Company shall identify such personnel based on their roles, responsibilities and actual functions performed.

5. DEFINITION OF ASSOCIATED PERSON

"Associated Person" shall have the meaning prescribed under the applicable SEBI regulations and shall include a principal or employee of an intermediary, agent, distributor or other natural person engaged in securities business, as applicable.

6. SORM CERTIFICATION REQUIREMENT

All persons covered under this Policy and falling within the prescribed category shall obtain and maintain a valid **NISM Series VII – Securities Operations and Risk Management (SORM)** certification, or such other certification as may be prescribed by SEBI or the relevant Stock Exchange from time to time.
The Company shall ensure that:

1. Relevant personnel possess the required certification within the prescribed regulatory timeline.
2. Certification remains valid and is renewed within the applicable validity period.
3. Records of certification, renewal and expiry dates are maintained.
4. No person requiring mandatory certification is assigned such responsibilities without meeting the applicable certification requirement, except where specifically permitted under the regulatory framework.
5. Supervisors and function heads monitor compliance with this requirement.

7. EXEMPTION FOR BASIC / CLERICAL FUNCTIONS

Persons performing only basic, elementary or clerical activities in the specified areas may be exempt from obtaining SORM certification, where such exemption is permitted under applicable regulations/circulars. The following activities may generally be considered basic or clerical in nature, subject to the nature of actual duties performed:

7.1 Internal Control / Risk Management

1. Inwarding of collateral, cheques or documents.
2. Performing routine data or market entries under supervision.
3. Maker-level data entry.
4. Photocopying, printing and scanning of documents.
5. Preparation of routine MIS.
6. Dispatching routine letters/reports to clients, Exchanges or regulators.
7. Attending routine client calls or providing administrative assistance.

7.2 Redressal of Investor Grievances

1. Inwarding and recording complaints.
2. Seeking supporting documents from clients.
3. Maker-level data entry.
4. Updating databases under supervision.
5. Photocopying, printing and scanning of documents.
6. Preparation of routine MIS.
7. Routine uploading/updating of grievance-related information on prescribed systems, including SCORES, under supervision.
8. Dispatching routine communications.
9. Attending routine calls and providing administrative assistance.

7.3 Activities Relating to Client Assets/Funds and Operational Risk

1. Maker-level entries.
2. Routine database updation.
3. Preparation of routine MIS.

4. Generation of routine reports/files.
5. Photocopying, printing and scanning of documents.
6. Dispatching documents to clients.
7. Sending routine letters/reports to clients, Exchanges or regulators.
8. Attending routine calls and providing administrative assistance.

8. SUPERVISION OF EXEMPTED PERSONNEL

Where a person performing basic or clerical functions is exempted from obtaining SORM certification, such person shall work under the supervision and control of an appropriately qualified/suitably certified supervisor, wherever required under the applicable regulatory framework.

The supervisor shall remain responsible for ensuring that the activities are carried out in accordance with the Company's internal controls and applicable regulatory requirements.

If the responsibilities of an exempted employee change and involve decision-making, independent handling of client assets/funds, grievance resolution, risk management, internal control or other activities requiring certification, the Company shall reassess the certification requirement immediately.

9. RESPONSIBILITY

The **Compliance Officer / designated function head** shall be responsible for monitoring compliance with this Policy.
The Company shall maintain appropriate records of:

- Employee/associated person details;
- Job responsibilities;
- Applicable certification requirements;
- NISM certification certificates;
- Certification validity and expiry dates;
- Renewals and re-certifications; and
- Any exemption/supervision arrangements.

The concerned department heads shall promptly inform Compliance of any change in an employee's role that may affect the applicability of the certification requirement.

10. NON-COMPLIANCE

Any person required to hold a valid certification but failing to obtain, renew or maintain the same shall not be permitted to perform activities requiring such certification, subject to applicable regulatory requirements.
Any instance of non-compliance shall be appropriately reported to the Compliance Officer and corrective action shall be initiated.

11. APPROVAL AUTHORITY AND REVIEW

This Policy shall be approved by the **Board of Directors of Vridhi Capital & Finance Private Limited**.
The Policy shall be reviewed periodically and whenever there is:

- Any change in applicable SEBI/Exchange regulations or circulars;

- A change in the Company's business or operating structure;
- A change in the roles and responsibilities of relevant personnel; or
- Any other requirement necessitating modification of the Policy.

12. POLICY COMMUNICATION

A copy of this Policy shall be made available to all relevant personnel, including the Compliance Officer, department heads, function heads and other employees/associated persons to whom the Policy applies.

The Policy shall also be made available/displayed on the Company's website wherever required under applicable regulatory requirements.

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