RELIGARE CAPITAL MARKETS (PTY) LTD
CONFLICT OF INTEREST MANAGEMENT POLICY

TABLE OF CONTENTS

A. INTRODUCTION 3

B. FINANCIAL INTEREST 4

C. MECHANISMS FOR IDENTIFYING COI 4

D. RESOLVING COI 4

E. POTENTIAL COI THAT COULD AFFECT RELIGARE CAPITAL MARKETS (PTY) LTD 5

F. MEASURES TO AVOID COI: 5

G. DISCLOSURE OF COI: 6

H. PROCESSES, PROCEDURES AND INTERNAL CONTROLS TO FACILITATE COMPLIANCE WITH THE POLICY 6

I. CONSEQUENCES OF NON-COMPLIANCE WITH THE POLICY BY THE PROVIDER'S EMPLOYEES AND REPRESENTATIVES 7

J. LIST OF ALL RELIGARE CAPITAL MARKETS (PTY) LTD ASSOCIATES 7

K. NAMES OF ANY THIRD PARTIES IN WHICH THE PROVIDER HOLD AN OWNERSHIP INTEREST 7

L. NAMES OF ANY THIRD PARTIES THAT HOLDS AN OWNERSHIP IN THE PROVIDER 7

M. INCLUDE THE NATURE AND EXTENT OF THE OWNERSHIP INTEREST REFERRED TO IN PARAGRAPHS K AND L 7

ANNEXURE A - FINANCIAL INTEREST 7

ANNEXURE B - GIFTS REGISTRY 9

ANNEXURE C - RELIGARE CAPITAL MARKETS STRUCTURE CHART 10

A. INTRODUCTION

1. This document embodies the Conflict of Interest Management Policy for Religare Capital Markets (Pty) Ltd.

2. "Conflict of interest" means any situation in which Religare Capital Markets (Pty) Ltd or its representatives has an actual or potential interest that may, in rendering a financial service to a client influence the objective performance of his, her or its obligations to that client; or prevent Religare Capital Markets (Pty) Ltd or its representatives from rendering an unbiased and fair financial service to that client, or from acting in the interests of that client, including, but not limited to
    i. a financial interest;
    ii. an ownership interest;
    iii. any relationship with a third party ("third party" means
        a. a product supplier,
        b. another provider,
        c. an associate of a product supplier or a provider;
        d. a distribution channel;
        e. any person who in terms of an agreement or arrangement with a person referred to in paragraphs (a) to (d) above provides a financial interest to a provider or its representatives.)

3. The primary objectives of this Policy are:
    i. To provide guidance on the behaviours expected in accordance with Religare Capital Markets (Pty) Ltd standards;
    ii. To promote transparency and to avoid business-related COI;
    iii. To ensure fairness in the interests of employees and Religare Capital Markets (Pty) Ltd*;*
    iv. To document the process for the disclosure, approval and review of activities that may amount to actual, potential or perceived COI;
    v. To provide a mechanism for the objective review of personal outside interests.

4. Religare Capital Markets (Pty) Ltd is committed to ensuring that all business is conducted in accordance with good business practice. To this end Religare Capital Markets (Pty) Ltd conducts business in an ethical and equitable manner and in a way that safeguards the interests of all stakeholders to minimize and manage all real or potential conflict of interest (COI). Religare Capital Markets (Pty) Ltd and its representative must therefore avoid (or mitigate where avoidance is not possible) any COI between Religare Capital Markets (Pty) Ltd and a client or its representative and a client.

B. FINANCIAL INTEREST

1. Religare Capital Markets (Pty) Ltd or its representatives may only receive or offer financial interest from or to a third party as determined by the Registrar of Financial Services Providers from time to time and as set out in Annexure A hereto.

2. "Financial interest" means any cash, cash equivalent, voucher, gift, service, advantage, benefit, discount, domestic and foreign travel, hospitality, accommodation, sponsorship, other incentive or valuable consideration, other than –
   i. an ownership interest
   ii. training, that is not exclusively available to a selected group of providers or representatives on products and legal matters relating to those products; general financial and industry information; specialized technological systems of a third party necessary for the rendering of a financial service; but excluding travel and accommodation associated with that training.

3. Religare Capital Markets (Pty) Ltd may not offer any financial interest to its representatives for giving preference to the quantity of business secured for the provider to the exclusion of the quality of the service rendered to clients; OR giving preference to a specific product supplier, where a representative may recommend more than one product supplier to a client; OR giving preference to a specific product of a product supplier, where a representative may recommend more than one product supplier to a client.

C. MECHANISMS FOR IDENTIFYING COI

- A Conflicts of Interest Map which sets out the potential conflicts within the firm's business model, how these are mitigated and the enhancements required to improve these controls further.
- A gifts and inducements log registering the solicitation, offer or receipt of certain benefits;
- A policy designed to limit the conflict of interest arising from the giving and receiving of inducements.
- An investment research policy covering the production and dissemination of investment research by the Group;
- A Public Interest Disclosure policy ("whistleblowing") for the Group.

D. RESOLVING COI

1. The first and most important line of defense against COI or commitment must be by the key individuals and representatives themselves.

E. POTENTIAL COI THAT COULD AFFECT RELIGARE CAPITAL MARKETSS (PTY) LTD

1. The following are potential COI that could affect Religare Capital Markets (Pty) Ltd*:*
    i. Directorships or other employment;
    ii. interests in business enterprises or professional practices;
    iii. share ownership;
    iv. beneficial interests in trusts;
    v. personal Account Trading;
    vi. professional associations or relationships with other organizations;
    vii. personal associations with other groups or organizations, or family relationships;
    viii. Front running;
    ix. Rebates;
    x. Kickbacks;
    xi. Commission;
    xii. Where the company carries on the same business as a client;
    xiii. Where the company designs, markets or recommends a product or service without properly considering all our other products and services and the interest of all our clients;
    xiv. Where the company has a financial or other incentive to favour the interest of another client or group of clients over the interests of a client;
    xv. Where the company has an interest in the outcome of a service provided to, or of a transaction carried out on behalf of, a client which is distinct from that client's interest in that outcome;
    xvi. Where the company is likely to make a financial gain or avoid a financial loss at the expense of a client; and
    xvii. Where the company receives, or will receive, from the person other than a client an inducement in relation to the service provided to that client in the form of monies, goods or services, other than the standard commission or fee for that service;

F. MEASURES TO AVOID COI:

- Chinese walls restricting the flow of confidential and inside information within our Group;
- Personal account dealing requirements applicable to all officers, employees and certain associates of our group of companies in relation to their own investments;
- Procedures governing access to electronic data;
- Segregation of duties that may give rise to conflicts of interest if carried on by the same individual;
- A log of all external business interests of directors and employees;
- The prohibition of external business interests conflicting with our interests as far as the Group's officers and employees are concerned, unless board approval has previously been granted;

- The provision of induction and annual refresher training for directors and employees of the Group on their compliance obligations including conflicts of interest management;

G. DISCLOSURE OF COI:

1. At the earliest reasonable opportunity, Religare Capital Markets (Pty) Ltd and its representative must, in writing, disclose to a client any COI in respect of that client including –
   i. Measures taken to avoid or mitigate the conflict;
   ii. Any ownership interest or financial interest that the provider or representative may be or become eligible for;
   iii. The nature of the relationship or arrangements with a third party that gives rise to a COI in sufficient detail to enable the client to understand the exact nature of the COI.

2. At the earliest reasonable opportunity, Religare Capital Markets (Pty) Ltd and its representative must, in writing, inform a client of the Conflict of Interest Management Policy and how it may be accessed.

3. Notification of an actual or potential COI should be made to a person with responsibility for the issue or area, such as the relevant management team, supervisor, and head of the department or key individual.

4. In accordance with an employee's obligation to act in the best interest of his or her employer, it is not permissible for employees to engage in conduct that would amount to a COI with Religare Capital Markets (Pty) Ltd.

5. Staff that fail to disclose a potential or actual COI in accordance with this policy may be liable to disciplinary procedures as governed by relevant industrial awards or agreements.

6. Where a conflict arises Religare Capital Markets (Pty) Ltd will, if it is aware of it, disclose it to a client prior to undertaking investment business for that client or, if the company does not believe that disclosure is appropriate, to manage the conflict, the company may opt not to proceed with the transaction or matter giving rise to the conflict.

H. PROCESSES, PROCEDURES AND INTERNAL CONTROLS TO FACILITATE COMPLIANCE WITH THE POLICY

1. Every staff member must have a copy of the Conflicts of Interest Management Policy.

2. If a potential COI arises, the transaction must first be discussed with management before entering into the transaction.

3. All new staff are required to declare their outside interests when they join the firm.

4. The Legal and Compliance Department conduct periodic telephone monitoring of the recorded telephone lines.

5. All staff maintaining personal trading accounts outside of the company are required to instruct their broker to send copy contract notes and periodic statements to the company for reconciliation purposes.

6. The company Conflict of Interest Policy is located on the website www.religarecm.com and is subject to annual review.

I. CONSEQUENCES OF NON-COMPLIANCE WITH THE POLICY BY THE PROVIDER'S EMPLOYEES AND REPRESENTATIVES

1. Non-compliance with this policy and the procedures described in it may be considered to be misconduct and employees may be subject to disciplinary action that may lead to dismissal.

J. LIST OF ALL RELIGARE CAPITAL MARKETS (PTY) LTD ASSOCIATES

1. The latest structure chart for the Group is attached as Annexure C.

K. NAMES OF ANY THIRD PARTIES IN WHICH THE PROVIDER HOLD AN OWNERSHIP INTEREST

1. Not applicable

L. NAMES OF ANY THIRD PARTIES THAT HOLDS AN OWNERSHIP IN THE PROVIDER

1. Religare Capital Markets plc.

M. INCLUDE THE NATURE AND EXTENT OF THE OWNERSHIP INTEREST REFERRED TO IN PARAGRAPHS K AND L

1. Religare Capital Markets (Pty) Ltd is a 100% owned subsidiary of Religare Capital Markets plc whose ultimate parent is Religare Enterprises Limited, an entity listed on the BSE and NSE Indian Stock Exchanges.

1. ANNEXURE A - FINANCIAL INTEREST

The Registrar of Financial Services Providers issued Board Notice 58 of 2010 (BN 58) under section 15 of the Financial Advisory and Intermediary Services Act, 2002 (FAIS). BN 58 amends the General Code of Conduct for Authorised Financial Services Providers and Representatives under FAIS and determines that a financial services provider or its representatives may only receive or offer financial interest from or to a third party as follows:

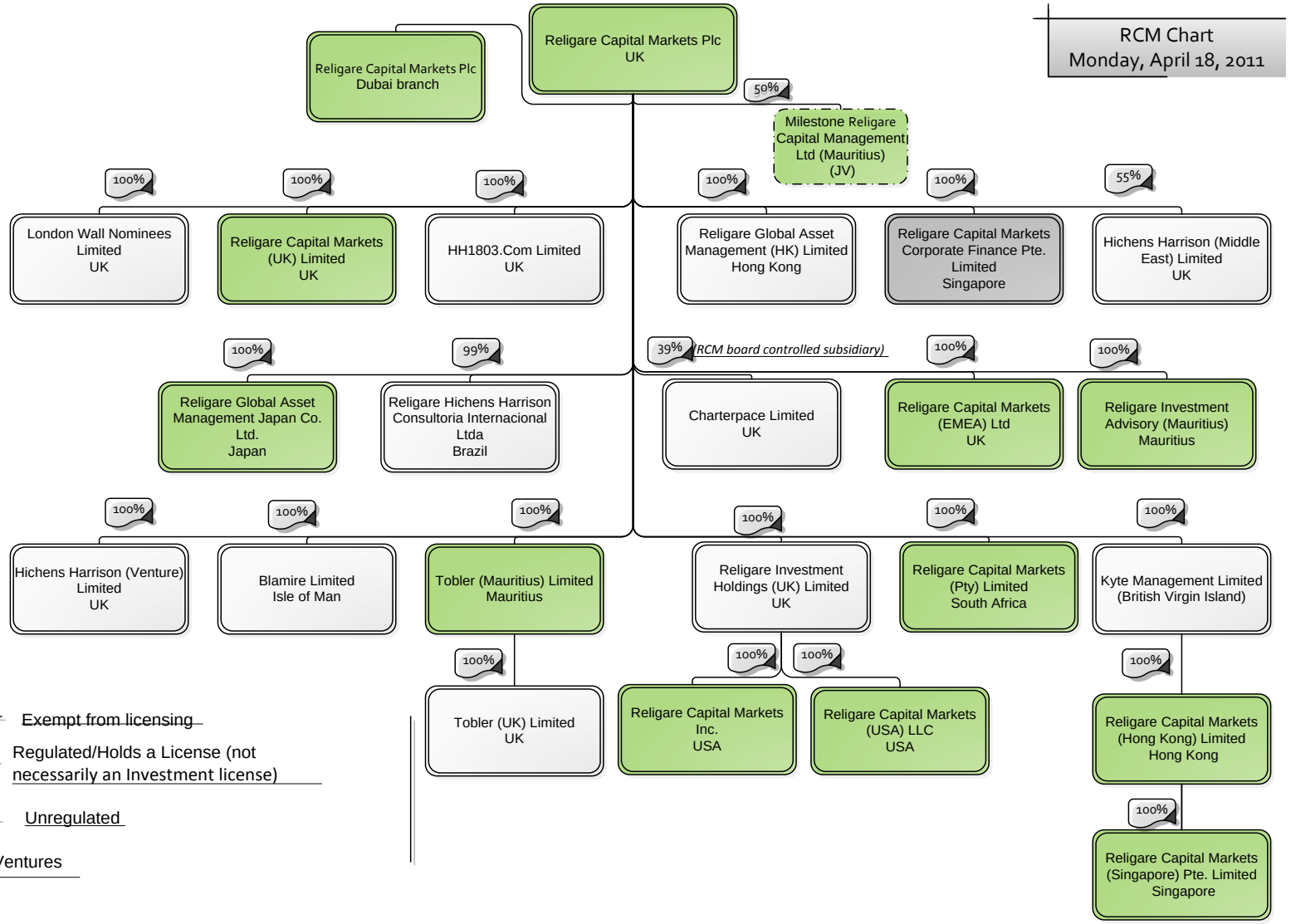
i. Commission authorised under the Long-term Insurance Actor Short-term Insurance Act;
ii. Commission authorised under the Medical Schemes Act;
iii. Fees authorised under the Long-term Insurance Act, the Short-term Insurance Act or the Medical Schemes Act, if those fees are reasonably commensurate to a service being rendered;
iv. Fees for the rendering of a financial service in respect of which commission or fees referred to in sub-paragraph (i), (ii) or (iii) is not paid, if those fees –
    aa. are specifically agreed to by a client in writing; and
    ab. may be stopped at the discretion of that client.
v. fees or remuneration for the rendering of a service to a third party, which fees or remuneration are reasonably commensurate to the service being rendered;
vi. subject to any other law, an immaterial financial interest*; and
vii. a financial interest, not referred to under sub-paragraph (i) to (vi), for which a consideration, fair value or remuneration that is reasonably commensurate to the value of the financial interest, is paid by that provider or representative at the time of receipt thereof.

Note

* “immaterial financial interest” means any financial interest with a determinable monetary value, the aggregate of which does not exceed R1 000 in any calendar year from the same third party in that calendar year received by –

a) a provider who is a sole proprietor; or
b) a representative for that representative’s direct benefit;
c) a provider, who for its benefit or that of some or all of its representatives, aggregates the immaterial financial interest paid to its representatives.

ANNEXURE B - GIFTS REGISTRY

Name of Key Individual / Representative	Date on which gift was received	Source of gift	Type of gift	Value of gift

ANNEXURE C: RELIGARE CAPITAL MARKETS STRUCTURE CHART