VEENAVADINI FINCOM PRIVATE LIMITED

REGISTERED OFFICE: UNIT NO. 412A, THE CAPITAL, BEHIND ICICI BANK, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI – 400 051
Email: veenavadinifincom412@gmail.com Tel-: +91 22 4264-8335 CIN: U65990MH2010PTC269224 Website: www.viraaif.com

CODE OF CONDUCT

Name of Company	Veenavadini Fincom Private Limited ("Investment Manager")		
Applicability	VIRA Bharat Opportunities Fund - a scheme launched by VIRA AIF Trust (registered as Category II AIF with SEBI) and managed by the Investment Manager.		
Version	**Approval Date**	**Created by**	**Approved by**
1/2025	29th August 2025	Compliance team	Board of Directors

1. Background

Veenavadini Fincom Private Limited ('Company' or 'VFPL' or 'Investment Manager' or 'Manager'), a company duly incorporated under the Companies Act 2013, has its registered office at Unit No. 412A, 4th Floor, G Block, The Capital, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India – 400051. With a diverse range of expertise and experience, the company is primarily engaged in offering strategic, financial, and business consultancy across various sectors. It is also actively involved in investments in mutual funds, equities, and other financial instruments. In addition, the company participates in the real estate business, focusing on the acquisition, leasing, hiring, and renting of buildings, along with other related infrastructure projects.

It acts as the Manager and Sponsor to **VIRA AIF Trust ('Trust'), a Category II Alternative Investment Fund ('AIF')** registered with the Securities and Exchange Board of India ('SEBI') under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 ('**AIF Regulations'**) bearing registration number **IN/AIF2/24-25/1681**, dated 6th January, 2025.

VIRA Bharat Opportunities Fund ('Fund' or 'Scheme') is the first scheme of the Trust. Orbis Trusteeship Services Private Limited, acting as Trustee of the Trust has appointed VFPL as the Investment Manager of the above-mentioned Fund.

2. Purpose and Scope

As per Regulation 20 of the AIF Regulations, an AIF, key managerial personnel of the AIF, trustee, trustee company, directors of the trustee company, designated partners or directors of the AIF, as the case may be, investment managers and key management personnel of the investment manager are required to abide by the Code of Conduct as specified in Fourth Schedule of the AIF Regulations.

The Code of Conduct as set out under Fourth Schedule of the AIF Regulations is annexed herewith as **Annexure A** and forms an integral part of this Code.

This Code shall be adopted by the Investment Manager in respect of each scheme of the Trust separately. The rights, responsibilities, or liabilities of any Fund shall not be attributed to any other Fund. The Investment manager shall ensure that all parties follow reasonable guidelines and follow the code of conduct laid down.

The Company may from time-to-time revise or update this Code based on regulatory changes or internal governance considerations.

3. **Violations of the Code**

Any breach of this Code shall be reviewed by the Board of Directors of the Investment Manager. Appropriate disciplinary action may be taken, which may include warnings, suspension, removal from office, or dismissal, along with any other remedies available under applicable law.

4. **Review and Amendments**

This Code shall be reviewed periodically and may be amended or updated by the Compliance Team with the approval of the Board of Directors to reflect changes in applicable laws, SEBI regulations, or internal governance practices.

NOTE: ***Terms used herein but not defined, unless the context otherwise requires, shall have the meaning assigned to such terms in the private placement memorandum of the Fund.***

ANNEXURE A

Please see below the Code of Conduct as contained in Fourth Schedule of the AIF Regulations:

A. Code of Conduct for Alternative Investment Funds

An Alternative Investment Fund shall:

(a) carry out its business activities and invest in accordance with the investment objectives stated in the placement memorandum and other fund documents.

(b) be operated and managed in the interest of all investors and not only in the interest of the sponsor, manager, directors or partners of the sponsor and manager or a select class of investors.

(c) ensure the dissemination of adequate, accurate, explicit and timely information in accordance with these Regulations to all investors.

(d) ensure the dissemination of any other information as agreed with the investors.

(e) ensure that an effective risk management process and appropriate internal controls are in place.

(f) have written policies and procedures to identify, monitor and appropriately mitigate any potential conflict of interest through-out the scope of its business.

(g) not use any unethical means to sell, market or induce any investor to buy its units.

(h) have written policies and procedures to comply with anti-money laundering laws.

B. Code of Conduct for the Managers of Alternative Investment Funds and key management personnel of Managers of Alternative Investment Funds

Every Manager of Alternative Investment Funds and key management personnel of the Manager of Alternative Investment Funds shall:

(a) abide by the SEBI Act, 1992, Rules, Regulations, Guidelines and Circulars as applicable to Alternative Investment Funds at all times;

(b) maintain integrity, highest ethical and professional standards in all its dealings;

(c) ensure proper care and exercise due diligence and independent professional judgment in all its decisions;

(d) act in a fiduciary capacity towards investors of the Alternative Investment Fund and ensure that decisions are taken in the interest of the investors;

(e) abide by the policies of the Alternative Investment Fund to identify, monitor and appropriately mitigate any potential conflict of interest throughout the scope of its business;

(f) not make any misleading or inaccurate statement, whether oral or written, either about their qualifications or capability to render investment management services or their achievements;

(g) record in writing, the investment, divestment and other key decisions, together with appropriate justification for such decisions;

(h) provide appropriate and well considered inputs, which are not misleading, as required by the valuer to carry out appropriate valuation of the portfolio;

(i) not enter into arrangements for sale or purchase of securities, where there is no effective change in beneficial interest or where the transfer of beneficial interest is only between parties who are acting in concert or collusion, other than for bona fide and legally valid reasons;

(j) abide by confidentiality agreements with the investors and not make improper use of the details of personal investments and/or other information of investors;

(k) not offer or accept any inducement in connection with the affairs of or business of managing the funds of investors;

(l) document all relevant correspondence and understanding during a deal with counterparties as per the records of the Alternative Investment Fund, if they have committed to the transactions on behalf of the Alternative Investment Fund;

(m) maintain ethical standards of conduct and deal fairly and honestly with investee companies at all times; and

(n) maintain confidentiality of information received from investee companies and companies seeking investments from the Alternative Investment Fund, unless explicit confirmation is received that such information is not subject to any non-disclosure agreement.

C. Code of Conduct for members of the Investment Committee, trustee, trustee company, directors of the trustee company, directors or designated partners of the Alternative Investment Fund

Members of the Investment Committee, trustee, trustee company, directors of the trustee company, directors or designated partners of the Alternative Investment Fund shall:

(a) maintain integrity and the highest ethical and professional standards of conduct;

(b) ensure proper care and exercise due diligence and independent professional judgment in carrying out their roles;

(c) disclose details of any conflict of interest relating to any/all decisions in a timely manner to the Manager of the Alternative Investment Fund, adhere with the policies and procedures of the Alternative Investment Fund with respect to any conflict of interest and wherever necessary, recuse themselves from the decision making process;

(d) maintain confidentiality of information received regarding the Alternative Investment Fund, its investors and investee companies; unless explicit confirmation is received that such information is not subject to any non-disclosure agreement; and

(e) not indulge in any unethical practice or professional misconduct or any act, whether by omission or commission, which tantamount to gross negligence or fraud.

For Veenavadini Fincom Private Limited
Investment Manager to Vira AIF Trust – Vira Bharat Opportunities Fund

RONAK BHUPENDRA HARIA
Digitally signed by RONAK BHUPENDRA HARIA
Date: 2025.08.29 16:04:47 +05'30'

Ronak Bhupendra Haria
Director
DIN: 10780567

KAUSHAL HITENDRA KAMDAR
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Kaushal Hitendra Kamdar
Director
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