SURVEILLANCE POLICY

STOCK BROKING AND DEPOSITARY PARTICIPANT OPERATIONS

Applicability:

The policy is applicable to the stock broking operations and depository participant (DP) operations w.e.f. 01.08.2021 of **GOODWILL WEALTH MANAGEMENT PRIVATE LIMITED.**
The policy is approved in the meeting of Board of Directors of the Company dated 3rd Jan 2023

The policy is framed in accordance with the provisions of SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2021/22 dated 01.03.2021, NSE Circular No. NSE/SURV/48818 dated 01.07.2021 and CDSL communique No. CDSL/OPS/DP/SYSTM/2021/309 dated 15.07.2021 and other authorities.

1. SURVEILLANCE POLICY FOR STOCK BROKING:

The Stock Exchanges viz. NSE, BSE, MCX, MSEI and CDSL has provides few alerts based on predefined criteria through their portals. The details as below:

- Significantly increase in client activity
- Sudden trading activity in dormant account
- Clients / Group of Client(s) dealing in common scrips
- Clients / Group of Client(s) is concentrated in a few illiquid scrips
- Clients / Group of Client(s) dealing in scrip in minimum lot size
- Clients / Group of Client(s) Concentration in a scrip
- Circular Trading
- Pump and Dump
- Reversal of Trades
- Front Running
- Concentrated position in the Open Interest / High Turnover concentration
- Order book spoofing i.e. large orders away from market

As per applicable Circulars, the Company shall review these alerts and accordingly take appropriate actions after carrying out due diligence viz. either disposing off alerts with appropriate reasons/findings recorded or filing Suspicious Transaction Report (STR) with FIU-India in accordance with provisions of PMLA (Maintenance of records) Rules,2005.

In addition to the abovementioned, the Company has framed formulate few Surveillance measure for effective implementation of the circular. The details are as below:

a) Trading activity in a single day by one client or group of clients who have contributed more than 25% in a single scrip or a single derivative contract.

b) A client or a group of clients who are either new client/ clients or who have reactivated their trading account after significant time gap and who have contributed more than 50% of the total trading volume of a single scrip or derivative contract in a single day.

c) Client or a group of clients dealing frequently in small quantities in a scrip.

d) Trading activity of a client found to be disproportionate considering a reported income range details or networth.

e) A client who has submitted modification request for changes in his/her/its demographic details of address, email id, mobile number, bank details etc. at least twice in a month.

f) A client or a group of clients who have been found to have direct or indirect connection with a listed company and who have executed any transactions prior to any dissemination of any price sensitive information by such listed company.

g) A client or group of clients having more than 20% volume of any scrip listed in for 'information list' or 'current watch list'.

h) A client or group of clients which persistently earn or incur high amount of loss through their trading activities or clients who appear to have executed trades with the objective of transfer of profits or losses.

i) A client who is holding more than 5% of paid up capital of a listed company and has pledged 100% of his/her/it's such holding for margin purpose and who has also significant trading volume in the same scrip which he/she/it holds.

j) In case of a client or a group of clients who have been identified as per any of the above 9 criteria and whose orders are placed through a dealing office which is far from such client's address as per his/her/its KYC.

k) A client having demat account with the Company and who has holding in a scrip of more than 5% of paid up capital of a listed company which has received the same shares though off-market transfer.

l) A client who has received shares of a listed company through multiple off-market transfer and has pledged such shares.

m) Identification of IP addresses of clients to identify multiple client codes trading from same IP address.

n) Clients who are connected with each other as per key KYC parameters of the clients as updated by respective client.

o) The stock broking operation shall review the alerts provided by Stock Exchanges on an ongoing basis and shall ensure to process the same as early as possible. In any case, these alerts will be processed within 45 days from the date of generation of the alert by the Stock Exchanges.

p) In case of any delay in disposing off any alerts, reasons for the same shall be recorded.

q) The stock broking operation shall identify suspicious/ manipulative activities undertaken by any client through monitoring of order(s) and trade(s).

r) The stock broking operation of the Company shall evaluate whether any further action including suspension of the trading activity of the suspect client(s) required, accordingly the Company shall take any action and report to Stock Exchanges/SEBI/FIU and/or other Regulatory Authorities.

s) The stock broking operation shall maintain records for such period as is prescribed under PMLA (Maintenance of Records) Rules, 2005, and Securities Contracts (Regulation) Rules, 1957 and any other directions as may be issued by SEBI/ Stock Exchanges from time to time.

SURVEILLANCE POLICY FOR OPERATIONS AS DEPOSITORY PARTICIPANT

a) CDSL is providing transactional alerts on biweekly basis based on threshold defined by CDSL to the all the Depository Participants through CDSL report download utility. As per applicable Communiques, the Company is reviewing these alerts and taking appropriate actions after carrying out due diligence viz. either disposing off alerts with appropriate reasons/findings recorded or filing Suspicious Transaction Report (STR) with FIU-India in accordance with provisions of PMLA (Maintenance of records) Rules,2005.

b) In addition to the same, the Company has framed its Surveillance Policy for Depository Participant operations to generate alerts as per guidance provided in CDSL Communique CDSL/OPS/DP/SYSTM/2021/309 dated 15.07.2021 based on following criteria:

c) Multiple Demat accounts opened with same PAN/mobile number/ email ID/ bank account details/ address. While reviewing BO account details, the details of existing BO shall also be considered.

d) Email/ letters sent to clients on their registered email ID/address which bounces/ returns undelivered.

e) A BO who has submitted modification request for changes in his/her/its demographic details of address, email id, mobile number, bank details, POA holder, Authorised Signatory etc. at least twice in a month.

f) Frequent off-market transfer of securities more than twice in a month without genuine reasons.

g) Off-market transactions not commensurate with the income/networth of the BO.

h) Pledge transactions not commensurate with the income/networth of the BO.

i) High value off-market transfer immediately after modification of either email ID/mobile number/ address without genuine reason.

j) Review of reasons for off-market transfer provided by the BO which appears non-genuine based on either profile of the BO or on account of reason codes, including frequent off-market transfer with reason code gift/donation to unrelated parties and/or with reason code off-market sales.

k) Sudden increase in transaction activity in a newly opened account in a short span of time. An account in which securities balance suddenly reduces to zero and an active account with regular transaction suddenly becomes dormant.

l) DP shall register all alerts generated.

m) With respect to the transactional alerts provided by Depository, DP shall ensure that all alerts are reviewed, and status thereof (Verified & Closed / Verified & Reported to Depository) including action taken is updated within 30 days.

n) With respect to the alerts generated at the DP end, DP shall report instances with adverse observation, along with details of action taken, to CDSL within 7 days of the date of identification of adverse observation.

o) In case of any delay in disposing off any alerts, reasons for the same shall be recorded.

p) The DP shall, in case of reporting of any transaction as STR to FIU-India, shall evaluate whether any further action including disassociating with the suspect client (s) and reporting to CDSL/SEBI and/or other Regulatory Authorities.

q) The DP shall maintain records for such period as is prescribed under PMLA (Maintenance of Records) Rules, 2005, and Securities Contracts (Regulation) Rules, 1957, SEBI (Depository and Participants) Regulations,1996, DP Operating Instructions and any other directions as may be issued by SEBI/ Stock Exchanges from time to time.

2. PROCESS OF DISPOSAL OF ALERTS AND ACTION

a) The designated officials who are tasked to review the alerts on daily basis shall review the same.

b) If the designated official finds after review and due diligence that the alert is required to be closed, the official shall close the same with appropriate remarks.

c) If the designated official after due diligence and making such inquiry as such official finds necessary comes to a conclusion that the alert warrants an action, the official will forward the same with his/her views to the Compliance Officer for his/her approval.

d) The Compliance Officer, after review of the alerts along with the submitted comments of the designated official, decides to close the alert, he/she shall close it with appropriate remarks. If the Compliance Officer finds that action in respect of such alert is warranted, he/she shall take such actions including filing STR with FIU-India, informing to Stock Exchanges and CDSL and/or discontinue the relationship with the client.

e) The report of such instances along with adverse observations and details of actions taken shall be submitted to the Stock Exchanges/ CDSL within 7 day from date of identification of such instances.

f) The records of alerts generated, disposed of as closed and details of action taken wherever applicable shall be maintained with such security measures as would make such records temper proof and the access is available on to designated officials under the supervision of the Compliance Officer.

3. OBLIGATIONS OF COMPLIANCE OFFICER/ DESIGNATED DIRECTOR OF THE STOCK BROKING BUSINESS AND DEPOSITORY PARTICIPANT OPERATIONS

a) The surveillance activities of the stock broking operations and that of DP operations shall be conducted under overall supervision of the Compliance Officer of the Company. The policy implemented by the Company in accordance with the provisions of Prevention of Money Laundering Act, 2002 and rules made thereunder as Reporting Entity.

b) A quarterly MIS shall be put up by the Compliance Officer to the board and the Designated Director giving number of alerts generated during the quarter, number of alerts closed, number of alerts on which action taken with details of action taken and number of alerts pending at the end of the quarter along with reasons for pendency and action plan for closure. The Board as well as the Designated Director shall be appraised of any exception noticed during the disposal of the alerts.

c) The Designated Director shall be responsible for all surveillance activities carried out by the trading member.

SCHEDULE OF THE IMPLEMENTATION OF THE POLICY

a) The policy shall be implemented by stock broking operations with effect from 01.08.2021. As per the circular the Obligation of Quarterly reporting of status of the alerts generated by the Trading member is within 15 days from the end of the quarter, accordingly the Company shall report to the respective exchanges.

b) The policy shall be implemented by DP operations with effect from 01.10.2021. As per the circular the Obligation of Quarterly reporting of status of the alerts generated by the Depository Participant is within 15 days from the end of the quarter, accordingly the Company shall report to the respective Depository.

4. REVIEW OF POLICY

The Surveillance Policy shall be reviewed on periodic basis and at least once a year by the Compliance Officer to ensure that the same is updated in line with market trends, updated regulations and practices.

This Surveillance Policy is prepared by Compliance Officer Mr. A. Arivumani Reviewed by our Principal Officer and Designated Director.

This Policy was placed before the board in the Board of Directors meeting held on 5th Jan, 2026 at our Head office and was approved on 5th Jan, 2026