

The logo for TruNorth, featuring the word "tru" in lowercase, "north" in lowercase, and a stylized "Q" symbol to the right. The background consists of overlapping triangles in shades of orange and blue.

tru
north^Q

CODE OF CONDUCT
ON TRADING IN
SECURITIES

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1. PURPOSE OF THE CODE

The Code of Conduct on Trading in Securities (the “Code”) is the code of conduct formulated to regulate, monitor and report trading by individuals associated with the entities listed in **Annexure A** (collectively, the “True North Group” or the “Group”) and, where relevant, the dependent relatives and related trusts of such individuals as required under:

- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (the “Regulations”) and
- The Group’s contractual commitments to its investors in connection with avoiding conflicts of interest.

The Code is intended to reinforce the reputation of the True North Group for integrity by avoiding even the appearance of impropriety in the conduct of the Group’s business.



The True North Group is not a listed company, so why has it adopted a Code of Conduct on Trading in Securities?

The True North Group has adopted this Code since:

- Entities in the True North Group are market intermediaries that are mandated by SEBI to have such a code
- The True North Group wishes to avoid even the appearance of an impropriety in the conduct of its business, and
- The True North Group has contractual commitments to its investors to avoid conflicts of interest.





2. DEFINITIONS

For the purpose of this Code, the following capitalized expressions will have the meanings specified below:

- **“Advisor”** means an individual who is part of the True North Group’s board of advisors.
- **“Dependent Relative”** of a person means: (a) such person’s spouse, and (b) any other Relative of a person that is dependent financially on such person or consults such person in taking decisions relating to trading in Securities.
- **“Designated Partner”** means an individual designated as designated partner of any entity within the True North Group which is a limited liability partnership under the Limited Liability Partnership Act, 2008.
- **“Designated Person”** means: (a) all employees of the True North Group and (b) any other person who is designated by the Compliance Officer (in consultation with the Managing Director-Finance and Risk) as a Designated Person, provided that any management trainee who is an employee of the True North Group but has been seconded to an Investee Company shall be governed by the policies of such investee company and not by this Code
- **“Director”** means an individual appointed as director under the Companies Act, 2013, of any entity in the True North Group which is a company.
- **“Informant”** means any TN Personnel who is an ‘informant’ as defined in the Regulations.
- **“Insider”** in relation to a company, means any person who:
 - (a) is a ‘connected person’ (which has the meaning given to it in the Regulations) of such company and includes any person who is or has during the previous 6 months been associated with such company

directly or indirectly, in any capacity, that allows such person, directly or indirectly, access to UPSI of such company or is reasonably expected to allow such access, or

(b) is in possession of or having access to UPSI of such company

- **“Investee Company”** means a company in which any fund in the True North Group holds any Securities.
- **“Material Financial Relationship”** means a relationship in which a person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person in the preceding 12 months, equivalent to at least 25% of such Designated Person’s annual income but excludes relationships in which payment is based on arm’s length transactions.
- **“Relative” of a person means:**
 - (a) Spouse, parents, siblings and children of such person, and
 - (b) Parents, siblings and children of the spouse of such person.
- **“Related Trust”** means, in relation to any person, a private trust in which that person or that person’s Dependent Relatives are trustees or beneficiaries.
- **“SEBI”** means the Securities and Exchange Board of India.
- **“Securities”** has the meaning given to it in the Securities Contracts (Regulation) Act, 1956 but excludes mutual fund units. Under the Securities Contracts (Regulation) Act, 1956, ‘securities’ is defined to include:
 - Shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or a pooled investment vehicle or¹ other body corporate
 - Derivative
 - Units or any other instrument issued by any collective investment

scheme to the investors in such schemes;

- Security receipt as defined in clause (zg) of section 2 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002;
 - Units or any other such instrument issued to the investors under any mutual fund scheme excluding any unit linked insurance policy or scrips or any such instrument or unit, by whatever name called, which provides a combined benefit, risk on the life of the persons and of investment by such persons issued by specified insurers.
 - Units or any other instrument issued by any pooled investment vehicle²
 - Any certificate or instrument (by whatever name called), issued to an investor by any issuer being a special purpose distinct entity which possesses any debt or receivable, including mortgage debt, assigned to such entity, and acknowledging beneficial interest of such investor in such debt or receivable, including mortgage debt, as the case maybe;
 - Government securities;
 - Such other instruments as may be declared by the Central Government to be securities; and
 - Rights or interest in securities.
- **"Specified Person"** means: (a) any consultants engaged by the True North Group, and (b) employees/ officers of vendors engaged by the True North Group who are working from any premises of the True North Group and/ or with access to information systems of the True North Group that contain UPSI.
 - **"TN Personnel"** means a Designated Person, Designated Partner, Specified Person, or Director.

¹ Amended in line with the amendment to the Securities Contracts (Regulation) Act, 1956 with effect from 1 April 2021

² Ibid

- **"Trustee"** means an individual designated as trustee of any entity in the True North Group which is a private trust.
- **"Unpublished Price Sensitive Information" or "UPS I"** means any information, relating to a company or its securities that is not generally available, which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily include but not be restricted to, information relating to the following:
 - Financial results;
 - Dividends;
 - Change in capital structure;
 - Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - Changes in key managerial personnel.





3. APPLICABILITY OF THE CODE

This Code covers the personal trading activities in Securities and communication of Unpublished Price Sensitive Information by:

- All Designated Persons, Designated Partners, Specified Persons, Trustees, Directors and Advisors, and
- The Dependent Relatives and Related Trusts of Designated Persons and Designated Partners,

during the tenure of their relationship with the Group and for a period of 6 months thereafter.

To clarify, the term 'trading' under this Code is intended to cover dealing in Securities in general, including pledging and de-pledging, and is not limited to buying, selling, redeeming, switching or subscribing alone.



I am a trustee of a public charitable trust set by my family to promote education for the poor. Would this fall within the definition of a 'Related Trust'?

No. A Related Trust means a private trust in which you or your Dependent Relatives are trustees or beneficiaries.

My brother is financially independent, and does not rely on me for any financial advice. Would he fall within the definition of my 'Dependent Relatives'?

No. Your 'Dependent Relatives' means your spouse, and any other Relative of yours who is: (a) dependent financially on you, or (b) consults you in taking decisions relating to trading in Securities. Though your brother is a Relative as per the Code, since your brother is financially independent and does not consult you for any financial advice, he would not fall within the definition of 'Dependent Relatives'.

4. GENERAL PROVISIONS

Do not communicate UPSI other than on a need-to-know basis or without an NDA:

In view of the small size of the True North Group, no Chinese Wall procedures or processes for permitting Designated Persons to 'cross the wall' or processes for how and when people are brought 'inside' on sensitive transactions are being prescribed. However, all Designated Persons and Specified Persons should maintain confidentiality of all discussions in relation to the Investee Companies of the Group and proposed investments of, and exits by, the Group. All such information should be handled within the True North Group on a need-to-know basis. No Designated Person or Specified Person should communicate, provide or allow access to UPSI relating to a company or Securities listed or proposed to be listed, to any person (including their Relatives or Related Trusts) except where such communication is in furtherance of:

- Legitimate purposes,
- Performance of duties or
- Discharge of legal obligations.

The term 'legitimate purposes' includes sharing of UPSI in the ordinary course of business with Designated Partners, Specified Persons, Trustees, Directors, Advisors, co-investors, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants in the ordinary course of the True North Group's business, provided that:

- Such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations,
- Such person has executed a contract (i.e. NDA) with an entity of the True North Group agreeing to maintain confidentiality of

UPSI received from the True North Group in compliance with the Regulations,

- Upon receipt of a request from the Compliance Officer, such person provides necessary confirmations to confirm compliance with the Regulations in respect of UPSI received from the True North Group, and
- A list of such persons with whom UPSI is shared is maintained by the True North Group.



I track the prices of certain listed securities for my own interest, and have prepared a chart showing their prices on the stock market over the past two years. Can I share the chart with my friends, or would this be considered UPSI?

No, your chart would not be considered UPSI, as it is based on the prices of securities on the stock market, which is generally available information. UPSI, or 'Unpublished Price Sensitive Information' means any information, relating to a company or its securities that is not generally available, which upon becoming generally available, is likely to materially affect the price of the securities. UPSI ordinarily includes, but is not restricted to, information relating to the following:

- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- Changes in key managerial personnel.

For avoidance of doubt, sharing of information in relation to any potential sale of the True North Group's stake in an Investee Company within the Group, with Specified Persons, and with the Group's transaction advisors, on a need-to-know basis, is a legitimate purpose.

As per the SEBI Regulations, any person who is in receipt of UPSI of a company will be considered an Insider in relation to such company. Merely having access to UPSI is also sufficient to classify a person as an Insider.

Do not ask for or obtain UPSI in relation to any company until an NDA has been executed:

In connection with potential investments by any entity in the True North Group, no UPSI should be obtained or reviewed by or on behalf of the True North Group until the relevant True North Group entity has executed a non-disclosure agreement ("**NDA**") in respect of such target.

Do not leave documents open to unauthorized access:

Designated Persons and Specified Persons must not leave any document containing confidential information, including Unpublished Price Sensitive Information, about any company in copiers or meeting rooms or on whiteboards or in view on their desk unless access to the desk is controlled or regulated in any other manner such that the information can only be accessed by persons authorized to have such information.

Do not leave electronic devices open to unauthorized access:

Files containing confidential information shall be kept secure. When not in use by the Designated Person or Specified Person, their personal computers, laptops, tablets and phones must be secured so that no unauthorized person can gain access to any information on those devices and on networks/ servers to which such devices have access.

Dispose documents securely:

Disposal of confidential documents must be done using secure means.

Do not trade in Securities without pre-clearance and do not seek pre-clearance for trading in Securities about which you have UPSI:

No Designated Person or their Dependent Relatives or Related Trusts should trade in Securities that are: (a) listed or proposed to be listed on a stock exchange or (b) issued by Investee Companies without obtaining pre-clearance for such trade as per Section 7 of this Code. No such pre-clearance should be sought when such Designated Person is personally in possession of UPSI relating to such Securities.

**5. COMPLIANCE OFFICER**

The Compliance Officer shall be a senior officer of the Group and designated as the Compliance Officer. Such Compliance Officer shall be financially literate, report to the Managing Partner and be capable of appreciating compliance requirements. The Compliance Officer shall be responsible for:

- Administering this Code and other requirements under the Regulations;
- Compliance with the Regulations under the overall supervision of the Managing Partner;
- Providing reports to the Designated Partners at the frequency stipulated by the Managing Partner but not less than once in a year; and
- Confidentially maintaining the Restricted List (as explained in Section 6 of this Code).

Any question with respect to the acts of the Compliance Officer may be referred to the Managing Partner for examination in accordance with the Regulations and the facts of the case.

**6. RESTRICTED LIST** 

The Compliance Officer shall confidentially prepare, maintain and update from time to time a list of Securities designated as the **“Restricted List”**. Generally speaking, the Restricted List will include the names of:

- All Investee Companies, and
- Listed and to-be-listed companies about whom, in the determination of the Compliance Officer, one or more Designated Persons can reasonably be expected to have UPSI.

The Restricted List shall form the basis for approving or rejecting applications for pre-clearance of any transactions in Securities by Designated Persons, their Dependent Relatives or their Related Trusts.

All Designated Persons should comply with the rules specified in **Annexure B** in order to facilitate maintenance of the Restricted List.



7. TRADING RESTRICTIONS

TRADING WHEN IN POSSESSION OF UPSI

Designated Persons, their Dependent Relatives and their Related Trusts must not trade in Securities when any True North Group entity is in possession of UPSI regarding such Securities. However, this restriction shall not apply to the following:

- *Exercise of stock options by a Dependent Relative of a Designated Person* where exercise price is pre-determined as per applicable regulations. However, the sale of shares obtained by a Dependent Relative of a Designated Person after exercise of stock options is not covered under this exception.
- *Participation in bonus issues, stock splits or other similar corporate actions to all existing holders of such Securities on an involuntary, uniform *pari passu* basis*, However, participation in rights issues or other voluntary trades are not covered by this exception.
- *Trading with special pre-clearance from Compliance Officer* who may grant special pre-clearance for trading in a Security on the Restricted List for reasons recorded in writing (e.g. Designated Person needs funds to meet a personal financial emergency, trade is specified in trading plan).

I do not understand how the stock market works, and so I have engaged a discretionary portfolio manager to trade securities on my behalf. The portfolio manager can make decisions on my portfolio without consulting me. Do I need pre-clearance for trades done by my discretionary portfolio manager?

Yes. You must obtain pre-clearance for trades done on your behalf by your discretionary portfolio manager.



Note: No value threshold is being specified for seeking pre-clearance since: (a) the True North Group and its Designated Persons are deemed ‘connected persons’ (and therefore Insiders) in respect of entities whose UPSI is in the possession of the True North Group, and (b) the law will cast an onus on the Designated Person to demonstrate that UPSI was not in their possession at the time of the trade.

Trading in securities of Investee Companies

Designated Persons and their Dependent Relatives and their Related Trusts, and Specified Persons, must not trade in Securities of any Investee Company. However, this restriction shall not apply to sale of Securities of an Investee Company after obtaining pre-clearance as per this Code. Such pre-clearance may be granted by the Compliance Officer if the True North Group does not have UPSI on such Investee Company.

Trading in Securities of Companies in the Deal Pipeline

In order to avoid conflict of interest, trading will be restricted in Securities of: (a) targets in which investment is being considered by any True North Group entity even where no UPSI is obtained (and therefore no NDA is executed) and (b) their listed affiliates and shareholders that meet certain criteria as specified in Annexure B.

Pre-clearance requirement

It is mandatory for all Designated Persons to obtain pre-clearance of the Compliance Officer (and in the absence of the Compliance Officer, of the Managing Director – Finance and Risk) before they or their respective Dependent Relatives or Related Trusts carry out any transactions in Securities including for investment or sale or dealing otherwise in Securities in any other manner whatsoever.

For transactions by the Compliance Officer and their Dependent Relatives or Related Trusts, the Compliance Officer should obtain pre-clearance from the Managing Director – Finance and Risk.

Pre-clearance will be granted by e-mail or by using such other electronic or physical form/ system as may be intimated to the Designated Person from time to time.



My elder sibling wants to gift me some shares of listed companies for my birthday. Do I need pre-clearance to receive these shares as a gift?

Yes. The term 'trading' is defined very broadly under the relevant regulations, and you should seek pre-clearance before accepting any Securities as a gift.

My work at True North does not involve any direct interaction with any of its portfolio companies, but I would like to invest in some of them, since I trust the judgment of True North's management. Do I need pre-clearance for trading in shares of True North's portfolio companies even though I have no interaction with them?

Yes. You must obtain pre-clearance to trade in shares of True North's portfolio companies. Please also see Section 7.2 of this Code in relation to trading in Securities of Investee Companies.

I am in need of funds for some personal requirements, and plan to obtain these funds by pledging some shares I have owned for a long time. Do I need pre-clearance to do this?

Yes. The term 'trading' is defined very broadly under the relevant regulations, and you should seek pre-clearance for creation of pledge on any Securities.

I do not trade in Securities directly, but wish to invest some of my money in the stock market through mutual funds. Do I need pre-clearance for mutual fund investments?

No. Mutual fund units are excluded from the definition of 'Securities' under this Code, and you do not need pre-clearance for mutual fund investments.



I plan to invest some money in an upcoming IPO of a company that I have been following closely for some months. Do I need pre-clearance to apply for shares in the IPO?

Yes. The restrictions on trading in Securities under this Code apply to trading in Securities that are 'proposed to be listed on a stock exchange'. Therefore, you must obtain pre-clearance to apply for shares in an IPO.



I am interested in investing in a new ETF that has just been launched. Do I need pre-clearance to invest in ETFs?

No. Like mutual fund units, ETF units are excluded from the definition of ‘Securities’ under this Code, and you do not need pre-clearance for investments in ETFs.

I understand that insider trading is not fair; however, I only trade in very small numbers of shares, which cannot possibly affect the price of the shares traded. Do I still need to obtain pre-clearance under the Code for trading in listed securities if I am only trading such small amounts?

Yes. No value threshold is prescribed under the Code for seeking pre-clearances. You must therefore obtain pre-clearance for all transactions in listed securities, no matter how small the value of the transaction.

Seek pre-clearance:

Prior to undertaking a transaction in Securities, the Designated Person should fill up the pre-clearance form as per **Annexure 1** to the Code and send it, by e-mail or by using such other electronic or physical form/ system that may be intimated to the Designated Person from time to time, to the Compliance Officer for pre-clearance. For their own trades, the Compliance Officer shall send such form to the Managing Director – Finance and Risk for pre-clearance. Pre-clearance will be granted by e-mail or by using such other electronic or physical form/ system as may be intimated to the Designated Person from time to time.

Validity period of pre-clearance:

If pre-clearance is granted to a Designated Person for undertaking a transaction in Securities, such pre-clearance will ordinarily be valid for 7 trading days (including the date on which pre-clearance is granted) from the date on which pre-clearance is granted. Such Designated Person or their Dependent Relative or Related Trust may carry out such pre-cleared transaction at any time during this validity period unless the Compliance Officer has notified the Designated Person that the pre-clearance is no longer valid at any time during this period. In case a pre-cleared transaction is not carried out during this validity period by a Designated Person or their Dependent Relative or Related Trust, fresh pre-clearance should be obtained before carrying out such transaction thereafter.

Intimation to Dependent Relatives and Related Trusts

Each Designated Person should intimate their Dependent Relatives and Related Trusts that they may carry out any transactions in Securities (including for investment or sale or dealing otherwise in Securities in any other manner whatsoever) only after the Designated Person obtains pre-clearance for such transaction as per this Code.

Pre-clearance process

The process for obtaining pre-clearance and undertaking a transaction on the basis of such pre-clearance is as follows:



I have received a pre-clearance for a transaction in certain listed securities, but became very busy with work, and could not complete the transaction for three days after obtaining the pre-clearance. For how long is the pre-clearance valid?

A pre-clearance is ordinarily valid for 7 trading days (including the date on which it is granted). You must obtain a fresh pre-clearance if you want to carry out this transaction after the expiry of this period.

Contra trades:

A Designated Person, their Dependent Relatives and their Related Trusts must not execute contra trades (i.e. purchase first and sell the same Security or vice-versa i.e. sell and purchase the same Security) in listed or to-be-listed Securities within 6 months of the original trade, *if the original trade was undertaken by any of them with special pre-clearance*. However, the Compliance Officer may grant relaxation by way of a special pre-clearance from strict application of this restriction for reasons recorded in writing if the pre-clearance request includes a written explanation for why it is necessary to carry out such transaction and so long as such relaxation does not violate the Regulations. The foregoing contra trade restriction will not apply to trades pursuant to exercise of stock options, buyback offers, open offers, rights issues, follow-on public offers, bonus offers and exit offers.

If a Designated Person or their Dependent Relative or Related Trust executes a contra trade within six months of the original trade without seeking prior approval of the Compliance Officer, the profit from such trade shall be liable to be disgorged for remittance to SEBI to the credit of the Investor Protection and Education Fund administered by them.

8. REPORTING AND RECORDS

All Designated Persons and other persons mentioned below shall promptly make the disclosures and provide the confirmations set out under this Section 8 of the Code.

At joining by all Designated Persons:

Within 10 calendar days of joining the Group, each Designated Person must provide:

- A list of their Relatives, identifying those who are Dependent Relatives, and Related Trusts in the form at **Annexure 2**;
- Identity and contact details of their Dependent Relatives and Related Trusts, if any, in the form at **Annexure 2**;
- Identity and contact details of persons with whom such Designated Person shares a Material Financial Relationship, if any, in the form at **Annexure 2**; and
- The statement of their holdings, and the holdings of their Dependent Relatives and Related Trusts, in Securities as on the date of joining the Group in the form at **Annexure 3**;

to the Compliance Officer by e-mail or by using such other electronic or physical form/system that may be intimated to the Designated Person from time to time. The Designated Person will also need to confirm to the Compliance Officer that they have read and will comply with this Code during such Designated Person's engagement with the Group.

This information will be maintained by the True North Group in a structured digital database with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Details of educational institutions from which Designated Persons have graduated and past employers of the Designated Person will also be populated based on details available with the True North Group's HR team.



I recently gave a small loan to my driver. The amount was less than 10% of my annual income. Do I need to disclose my driver as a Material Financial Relationship?

No, you do not need to disclose your driver as a Material Financial Relationship, since the loan amount was less than 25% of your annual income. You will need to disclose any person to whom you have made any kind of payment (e.g. by way of interest-free loan or gift) equivalent to at least 25% of your annual income in the preceding 12 months.

However, you can exclude relationships in which such payment is based on arm's length transactions.

My siblings and in-laws are hesitant to have their details added to the True North PST system. Do I need to provide their details in the PST system if they are not dependent financially on me?

You will have to provide their basic details, but not the details of their PAN or Holdings in Securities. This is because your siblings and in-laws are included within the definition of the term 'Relatives'. Since the prohibition on sharing UPSI include a prohibition on sharing UPSI with your Relatives, applicable law requires that you submit their basic details. However, you will not need to provide details of your siblings' or in-laws' Holdings in Securities or PAN numbers unless they are (a) dependent financially on you, or (b) consult you in taking decisions relating to trading in Securities.

Trades carried out between	Final date to disclose details of the relevant transaction in Securities
January to March (or such part thereof for which the Designated Person was engaged with the Group)	April 30
April to June (or such part thereof for which the Designated Person was engaged with the Group)	July 31
July to September (or such part thereof for which the Designated Person was engaged with the Group)	October 31
October to December (or such part thereof for which the Designated Person was engaged with the Group)	January 31
For the period between the date of their last declaration under this Code and the last date of their employment or other association with the True North Group	On the last date of their employment or other association with the True North Group

Quarterly reporting of transactions by all Designated Persons:

Each Designated Person should disclose details of relevant transactions in Securities undertaken by them and their Dependent Relatives and Related Trusts in the form at **Annexure 4** to the Code on a quarterly basis as provided in the table ahead.

Such disclosure should be submitted to the Compliance Officer by e-mail or by using such other electronic or physical form/ system that may be intimated to the Designated Person from time to time.

I have been trying to submit my declaration on the PST system for some time, but am having trouble submitting it. What should I do?

Please contact the Compliance Officer, who will guide you on the steps you need to take.



My spouse is a successful professional, and earns more than me. As such, they are not financially dependent on me. Do I need to disclose his/ her holdings and trades?

Yes, even though they are not financially dependent on you, your spouse is included within the definition of your 'Dependent Relatives' under this Code in view of applicable law, and so, you must disclose their holdings and trades.

Quarterly Confirmation by all Designated Persons of Personal Details and Holdings:

Each Designated Person should review, update and confirm the following details by each 30th April (as of 31st March of that year), by each January 31st (as of December 31st of the previous year), by each October 30th (as of September 30th of that year), by each 31st of July (as of 30th June of that year), and on the last date of their employment or other association with the True North Group:

- The list of their Relatives, Dependent Relatives and Related Trusts in the form at **Annexure 2**;
- Identity and contact details of their Dependent Relatives and Related Trusts in the form at **Annexure 2**;
- Identity and contact details of persons with whom such Designated Person shares a Material Financial Relationship in the form at **Annexure 2**; and
- The statement of their holdings, and the holdings of their Dependent Relatives and Related Trusts, in Securities, in the form at **Annexure 3**,

to the Compliance Officer by e-mail or by using such other electronic or physical form/ system that may be intimated to the Designated Person from time to time and simultaneously confirm to the Compliance Officer that they have read and complied with this Code and will comply with this Code during such Designated Person's engagement with the Group.

Whenever information changes by all Designated Persons:

Within 30 days of any change in the following details of a Designated Person, such Designated Person should update:

- Identity and contact details of their Dependent Relatives and Related Trusts in the form at **Annexure 2**; and
- Identity and contact details of persons with whom such Designated Person shares a Material Financial Relationship in the form at **Annexure 2**;

to the Compliance Officer by e-mail or by using such other electronic or physical form/ system that may be intimated to the Designated Person from time to time.

By all Designated Persons, Designated Partners, Trustees, Directors and Advisors at the request of the Compliance Officer:

At any time during or after their respective engagement with the Group, at the specific request of the Compliance Officer, each Designated Person, Designated Partner, Director, Trustee and Advisor should confirm to the Compliance Officer in the form at **Annexure 5** that they have complied with this Code during their engagement with the Group.

At joining and annually by all Designated Partners:

Within 30 calendar days of becoming a Designated Partner or Specified Person and annually by 30th of April every year during such Designated Partner's or Specified Person's engagement with the Group, each Designated Partner and Specified Person must provide a declaration that:

- He/ she has read and understood this Code;
- He/ she, their spouse and lineal descendants and their respective Related Trusts have not acquired, invested in or hold, any Securities of Investee Companies;
- He/ she has not communicated UPSI obtained on account of their association with the True North Group to any person other than for legitimate purposes as specified in this Code;
- He/ she has not traded in Securities when in possession of UPSI received on account of their association with the True North Group in violation of this Code;

to the Compliance Officer by e-mail or by using such other electronic or physical form/ system that may be intimated to the Designated Partner from time to time.

At joining and annually by all Trustees, Directors and Advisors of the True North Group:

Within 30 calendar days of becoming a Trustee, Advisor or Director and annually by 30th of April every year during their engagement with the Group, each Trustee, Advisor and Director must provide a declaration that:

- He/ she has read and understood this Code;
- He/ she has not communicated UPSI obtained on account of their association with the True North Group to any person other than for legitimate purposes as specified in this Code;

- He/ she has not traded in Securities when in possession of UPSI received on account of their association with the True North Group in violation of this Code;

To the Compliance Officer by e-mail or by using such other electronic or physical form/ system that may be intimated to them from time to time.

Preservation of records:

All pre-clearances, rejections, disclosures and other submissions under this Code should be preserved by the Designated Person and the Compliance Officer for a period of 5 years from the date of such pre-clearance, rejection, disclosure or other submission for any regulatory, statutory or other audit purpose.

If a Designated Person, Designated Partner, Specified Person, Trustee, Director or Advisor does not provide:

- **Any requisite disclosure within the specified timelines, it will be deemed that such person does not have anything relevant to disclose on the matter, and**
- **Any requisite declaration/ confirmation within the specified timelines, appropriate action may be taken against them by the Group.**

Upon Resignation/ Termination by All Designated Persons

All Designated Persons shall, for a period of 12 months from the last date of their employment or other association with the True North Group, provide their updated address and contact details to the Compliance Officer.



I have decided to explore other professional opportunities, and will be leaving True North in a month. Do I have any obligations under this Code in connection with my resignation/ termination of my engagement/ employment with True North?

Yes. You have several obligations in this regard. These are: (a) reporting transactions until the last date of your association with the True North Group (see Section 8.2), (b) confirmation of your personal details and holdings as on the last date of your association with the True North Group, (see Section 8.3), and (c) the requirement to provide your updated address and contact details for a period of 12 months from the last date of your employment or other association with the True North Group under Section 8.9.



9. AUDIT

In addition to periodic audits that may be conducted by the regulator, regular audits will be carried out by the statutory or internal auditor of the Group or by any other external entity that may be appointed by the Group to monitor compliance with the Code by the Designated Persons, Designated Partners, Specified Persons, Trustees, Advisors and Directors.

Each Designated Person, Designated Partner, Specified Person, Trustee, Advisor and Director and the Group must co-operate with such regulator, auditor or other entities and provide all the information and documents that may be reasonably required by them.

10. INFORMANT PROTECTION

The True North Group will not directly or indirectly discharge or terminate the employment of, or demote, suspend, threaten, harass, or discriminate against any Informant solely on the basis of the following grounds:

- filing a Voluntary Information Disclosure Form under the Regulations;
- testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
- breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement or of this Code which prevents them from cooperating with SEBI in any manner.

An Informant will not be denied the protection mentioned under this Section 10 based on the following factors:

- whether SEBI has taken any enforcement action in furtherance of information provided by such person; or
- whether the information provided fulfils the criteria for being considered 'Original Information' under the Regulations.

No confidentiality agreement, provisions of any terms and conditions of employment or engagement executed between any TN Personnel on the one hand, and any entity in the True North Group on the other hand, or this Code is intended to: (1) prevent any TN Personnel from submitting to SEBI, information relating to the violation of any securities laws that has occurred, is occurring or which the TN Personnel has a reasonable belief that it would occur; or (2) require any TN Personnel to notify the True North Group of any Voluntary Information Disclosure Form filed with SEBI or to seek the True North Group's prior permission or consent or guidance before or after such filing.



prescribed by SEBI which includes inter alia the details of such Designated Person and their Relatives in respect of whom such violation has been observed, the nature of the violation and other details, as applicable. Further, the True North Group shall maintain a database of violations of the Code by Designated Persons and their Relatives that involves initiation of actions against them under this Code.

All Designated Persons, Designated Partners, Specified Persons, Trustees, Directors and Advisors of the Group are advised to read and understand the provisions of the Code. For any query or clarification, please contact the Compliance Officer.



11. PENALTY FOR CONTRAVENTION OF CODE

Any Designated Person or other person covered by this Code who trades in Securities or communicates any information or counsels any person trading in Securities, in contravention of this Code may be penalised and appropriate action (that may include, wage freeze, suspension, termination from employment etc., in the case of Designated Persons) may be taken against them by the Group.



12. INFORMATION TO SEBI

If it is observed by the governing body of any True North Group entity that there has been a violation of the Regulations or this Code, they shall inform SEBI promptly in the standardized reporting form

13. ANNEXURE A: TRUE NORTH GROUP

- True North Corporate Private Limited
- True North Managers LLP
- True North Enterprise Private Limited

Any other entity which is:

- (a) an affiliate of any of the foregoing, or
- (b) sponsored, or managed by, any of the foregoing or any of their affiliates.

14. ANNEXURE B

Potential Investments

- **No UPSI in relation to a potential investment target should be obtained or reviewed by or on behalf of TN until:**
 - A TN entity has executed an NDA in respect of such target, and
 - 1 working day after such NDA/ target details have been updated in the TN deal pipeline
- **If any TN entity executes an NDA in respect of any potential investment target**, a copy of the NDA along with NDA Signed Date, NDA Expiry Date and names of Related Listed Entities (i.e. listed and to-be-listed affiliates and major shareholders of the target, where potential target contributes at least 10% of assets or turnover of such affiliate/ shareholder) should be sent to the Compliance Officer.
- A separate NDA should be executed by TN in relation to each potential investment target, even if it is with the same investment banker.
- **Even though no UPSI is obtained in relation to some potential investment targets and therefore no NDA is executed in relation**

to such targets, details of such targets should be intimated to the Compliance Officer pipeline at least 1 working day before active consideration of such targets by the investment team.

- **If a potential investment target is being 'Passed' in the TN deal pipeline**, please intimate the Compliance Officer immediately by email

Potential Sales

- **No UPSI in relation to potential sale of TN's stake in an Investee Company should be provided to a third party until:**
 - A TN entity has executed an NDA with the third party in respect of such information, and
 - 1 working day after such NDA's details (NDA Start Date, NDA Expiry Date) and names of Related Listed Entities of the third party (i.e. listed and to-be-listed affiliates and major shareholders of the third party, where the third party contributes at least 10% of assets or turnover of such affiliate/ shareholder) are provided to the Compliance Officer.
- A separate NDA should be executed by TN in relation to each potential sale, even if it is with the same investment banker or third party.
- If discussions regarding the potential sale to a third party with whom an NDA has been executed fall through, the date of such falling through should be immediately notified by email to the Compliance Officer.

Potential Co-Investments

- **If any TN entity executes an NDA in respect of any potential co-investment**, such NDA should be immediately sent to the Compliance Officer, together with the following:
 - Details of the NDA i.e. NDA Signed Date, NDA Expiry Date,

- Names of Related Listed Entities i.e. listed and to-be-listed affiliates and major shareholders of the target, where potential target/ co-investor contributes at least 10% of assets or turnover of such affiliate/ shareholder
- A separate NDA should be executed by TN in relation to each potential co-investment, even if it is with the same investment banker or third party.
- If discussions with a co-investor with whom an NDA has been executed fall through, the date of such falling through should be immediately notified by email to the Compliance Officer.

UPSI Received in Other Situations

- **If UPSI is received in relation to any entity without an NDA having been executed**, the recipient of such UPSI should notify the Compliance Officer immediately and not review/ process such UPSI until the earlier of:
 - 1 working day after such entity's details (including names of Related Listed Entities i.e. listed and to-be-listed affiliates and major shareholders of such entity, where such entity contributes at least 10% of assets or turnover of such affiliate/ shareholder) have been intimated to the Compliance Officer, and
 - If required by the Compliance Officer, execution of an NDA in relation to such entity and 1 working day after providing details of such NDA to the Compliance Officer (as per 6b. above).



15. ANNEXURE 1: PRE-CLEARANCE FORM

Date:

Section 1 – To be completed when seeking ordinary pre-clearance for a trade

Name of Designated Person seeking Pre-Clearance	Scrip Name/ Scrip Code	Buy/ Sell

I hereby declare and confirm that I do not have any access to, and have not received, any Unpublished Price Sensitive Information in relation to the abovementioned entity, up to the time of signing this requisition.

I also hereby confirm that if, after signing this requisition but before the execution of the proposed transaction in Securities of the entity mentioned above, I gain access to or receive Unpublished Price Sensitive Information in relation to the entity, I shall inform the Compliance Officer and I shall completely refrain from (and requi my

Dependent Relatives and Related Trusts to completely refrain from) dealing in the securities of the entity until at least 48 hours after the time such information becomes public/ generally available.

I have not contravened, and will not (by completing the proposed transaction in Securities of the abovementioned entity) contravene, the True North Group’s Code of Conduct on Trading in Securities.

The information furnished above is complete and true to my knowledge and belief.

Section 2 – To be completed when seeking special pre-clearance for a trade for which ordinary pre-clearance was denied

Name of the Designated Person seeking pre-clearance	Scrip Name/ Scrip Code	Buy/ Sale	Number of Securities OR Value of Securities	Type of Securities (Equity/ Others – please specify)

I am seeking special pre-clearance for the above-mentioned **buy trade** since: *[pick the appropriate checkbox]*

- I am already a shareholder in the abovementioned entity and this trade is merely participation in a *pari passu* allotment with other existing shareholders.
- This trade is an exercise of stock options by my Dependent Relative in the abovementioned entity where the exercise price is pre-determined as per applicable regulations.

I am seeking special pre-clearance for the above-mentioned **sell trade** since execution of this trade is necessary for me or my Dependent Relative or Related Trust to meet a personal financial emergency, details of which are specified below:

I hereby declare and confirm that I do not have any access to, and have not received, any Unpublished Price Sensitive Information in relation to the abovementioned entity, up to the time of signing this requisition.

I also hereby confirm that if, after signing this requisition but before the execution of the proposed transaction in Securities of the entity mentioned above, I gain access to or receive Unpublished Price Sensitive Information in relation to the entity, I shall inform the Compliance Officer and I shall completely refrain from (and require

my Dependent Relatives and Related Trusts to completely refrain from) dealing in the securities of the entity until at least 48 hours after the time such information becomes public/ generally available.

I have not contravened, and will not (by completing the proposed transaction in Securities of the abovementioned entity) contravene, the True North Group's Code of Conduct on Trading in Securities.

The information furnished above is complete and true to my knowledge and belief.

Signature of the Designated Person: _____

Name of the Designated Person: _____

16. ANNEXURE 2: LIST OF RELATIVES, RELATED TRUSTS AND PERSONS WITH MATERIAL FINANCIAL RELATIONSHIP

Name of the Designated Person: *[insert name]*

Details as on: *[insert date]*

Section 1 – List of Relatives

Sr. #	Relation	Name	If Relative, Whether Dependent ¹ (Yes/ No)	Whether Relative shares a Material Financial Relationship with the Designated Person	If Relative is Dependent, PAN and Contact Details (postal address, contact number, mobile number used, email address)
1	Spouse				
2	Son(s)				
3	Daughter(s)				
4	Father				
5	Mother				
6	Sibling(s)				
7	Spouse's father				
8	Spouse's mother				
9	Spouse's sibling(s)				
10	Spouse's son(s)				
11	Spouse's daughter(s)				

¹Dependent' means dependent financially on the Designated Person or consults the Designated Person in taking decisions relating to trading in Securities

Section 2 – List of Related Trusts

Sr. #	Name of Related Trust ²	PAN and Contact Details of Related Trust (postal address, contact number, email address)	Names of Dependent Relatives that are Trustees/ Beneficiaries

Section 3 – List of Persons having Material Financial Relationship

Sr. #	Name of Persons (other than Dependent Relatives and Related Trusts) with whom Designated Person shares a Material Financial Relationship ³⁴	PAN and Contact Details of Persons (other than Dependent Relatives and Related Trusts) with whom Designated Person shares a Material Financial Relationship (postal address, contact number, mobile number used, email address)

I confirm that the information furnished above is complete and true to my knowledge and belief.

²Related Trust' means private trusts in which Designated Person or Dependent Relatives of the Designated Person are trustees or beneficiaries

³Material Financial Relationship' means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person in the preceding 12 months, equivalent to at least 25% of such Designated Person's annual income but excludes relationships in which payment is based on arm's length transactions.

⁴If the person with whom the Designated Person shares a Material Financial Relationship is a minor then the name of both the parents and guardian of such minor in addition to the details of such minor.

Acknowledgment

I have read and understood the True North Group's Code of Conduct on Trading in Securities and will comply in all respects with the rules contained therein.

I confirm that I will provide all information and declarations in accordance with the True North Group's Code of Conduct on Trading in Securities.

Signature of the Designated Person: _____

Name of the Designated Person: _____

17. ANNEXURE 3: DECLARATION OF HOLDING

Name of the Designated Person: *[insert name]*

Holding Statement as on: *[insert date]*

Section 1 - Details of holdings in Securities of Designated Person (either singly or jointly)

Sr. #	Script Name/ Script Code	Type of Securities (Equity/ Others – please specify)

Section 2 - Details of holdings in Securities of Dependent Relatives (either singly or jointly)

Name of the Dependent Relative: *[insert name]* *[Repeat for each Dependent Relative]*

Sr. #	Script Name/ Script Code	Type of Securities (Equity/ Others – please specify)

⁵‘Dependent Relative’ of a person means: (a) such person’s spouse, and (b) any other Relative of a person that is dependent financially on such person or consults such person in taking decisions relating to trading in Securities. ‘Relative’ means spouse, son, daughter, father, mother, sibling(s), spouse’s father, spouse’s mother, spouse’s sibling(s), spouse’s son, spouse’s daughter.

Section 3 - Details of holdings in Securities of Related Trusts (either singly or jointly)

Name of the Related Trust: *[insert name]* *[Repeat for each Related Trust]*

Sr. #	Script Name/ Script Code	Type of Securities (Equity/ Others – please specify)

I confirm that the information furnished above is complete and true to my knowledge and belief.

Acknowledgment

I have read and understood the True North Group’s Code of Conduct on Trading in Securities and will comply in all respects with the rules contained therein.

[I have complied with the True North Group’s Code of Conduct on Trading in Securities.]⁷

I confirm that I will provide complete information and declarations in accordance with the True North Group’s Code of Conduct on Trading in Securities.

Signature of the Designated Person: _____

Name of the Designated Person: _____

⁶‘Related Trust’ means private trusts in which Designated Person or Dependent Relatives of the Designated Person are trustees or beneficiaries.

⁷This confirmation will not be required in the declaration to be provided on the date of joining.

18. ANNEXURE 4: QUARTERLY STATEMENT OF RELEVANT TRANSACTIONS IN SECURITIES

Date: *[insert date]*

Name of the Designated Person: *[insert name]*

Period: _____ to _____

Section 1 - Details of transactions in Securities that were pre-cleared:

Sr. #	Date of Pre-Clearance	Scrip Name/ Scrip Code	Buy/ Sell	Transaction Completed (Yes/ No)	If Transaction Completed, Transaction Date	If Transaction Completed, Name of Investor	If Transaction Completed, Investor Category (Designated Person/ Dependent Relative ⁸ / Related Trust) ⁹	If Special Pre-Clearance, Type of Securities (Equity/ Others – please specify)	If Special Pre-Clearance, Pre-Cleared Number of Securities OR Value of Securities	If Special Pre-Clearance, Traded Number of Securities OR Traded Value of Securities

⁸‘Dependent Relative’ of a person means: (a) such person’s spouse, and (b) any other Relative of a person that is dependent financially on such person or consults such person in taking decisions relating to trading in Securities. ‘Relative’ means spouse, son, daughter, father, mother, sibling(s), spouse’s father, spouse’s mother, spouse’s sibling(s), spouse’s son, spouse’s daughter.

⁹‘Related Trust’ means private trusts in which Designated Person or Dependent Relatives of the Designated Person are trustees or beneficiaries.

Section 2 – Details of transactions in Securities that were not pre-cleared

Sr. #	Scrip Name/ Scrip Code	Buy/ Sell	Transaction Date	Name of Investor	Investor Category (Designated Person/ Dependent Relative ¹⁰ /Related Trust ¹¹)	Reason for not obtaining pre clearance (please specify)

¹⁰‘Dependent Relative’ of a person means: (a) such person’s spouse, and (b) any other Relative of a person that is dependent financially on such person or consults such person in taking decisions relating to trading in Securities. ‘Relative’ means spouse, son, daughter, father, mother, sibling(s), spouse’s father, spouse’s mother, spouse’s sibling(s), spouse’s son, spouse’s daughter.

¹¹‘Related Trust’ means private trusts in which Designated Person or Dependent Relatives of the Designated Person are trustees or beneficiaries.

I confirm that the information furnished above is complete and true to my knowledge and belief and includes all the transactions in Securities carried out by me or by my Dependent Relatives or Related Trusts during the abovementioned period.

The transactions listed above were not undertaken on the basis of:

- any prior knowledge of any transaction or intention of transacting in those Securities by any True North Group entity, or
- any Unpublished Price Sensitive Information to which I have access by virtue of my office.

I have not indulged in front running or self-dealing, either directly or indirectly, whether alone or in concert with another person.

I have read and understood the True North Group’s Code of Conduct on Trading in Securities (the “Code”). I have complied, and will comply, in all respects with the rules contained in the Code including by providing all information and declarations as required under the Code.

Signature of the Designated Person: _____

Name of the Designated Person: _____

19. ANNEXURE 5: CONFIRMATION

I have read and understood the True North Group’s Code of Conduct on Trading in Securities and have complied with the rules contained therein in all respects, as applicable to me in my capacity as a Designated Person/ Designated Partner/ Trustee/ Director/ Advisor during the tenure of my engagement with the True North Group.

Signature: _____

Name: _____

truenorth^Q

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