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Code of Conduct for Prohibition of Insider Trading – Tower Infrastructure Trust	Code Ref No.	
	Code Owner	
	Date of Issue	Version

Tower Infrastructure Trust

Code of Conduct for Prohibition of Insider Trading

1. Preamble

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2. Objective of the Code

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3. Applicability

O Relevant Parties

4. Definitions

“Applicable Law” O

“Assets”

“Board”

“Brookfield Group”

“Code”

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“Compliance Officer”

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“Connected Person”

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“Designated Persons”

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“Director”

“Generally available information”

“Immediate relative”

“Insider”

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“Investment Manager”

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“InvITs”

"Key Managerial Person"

"Legitimate Purpose" O

"Members"

"SEBI PIT Regulations" **"Regulations"** O

"Tower InvIT Committee"

SEBI

"SEBI Act"

"SEBI InvIT Regulations"

"Securities"

"Securities laws"

"Specified Persons" O O
O O

Sponsor **Sponsor Group**

SPVs **Subsidiary Companies"** O O
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Stock Exchange(s)

“Takeover regulations”

“Trading”

“Trading Day”

“Trading Window”

“Trust”

“Unpublished Price Sensitive Information/ UPSI”

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5. Duties of the Compliance Officer

7. Preservation of UPSI

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8. Institutional Mechanism for prevention of insider trading

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9. Dealing in case of suspected leak or leak of UPSI

Inquiry for leakage of UPSI:

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Process for inquiry:

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Powers of investigating officer:

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10. Prohibition on communicating or procuring UPSI

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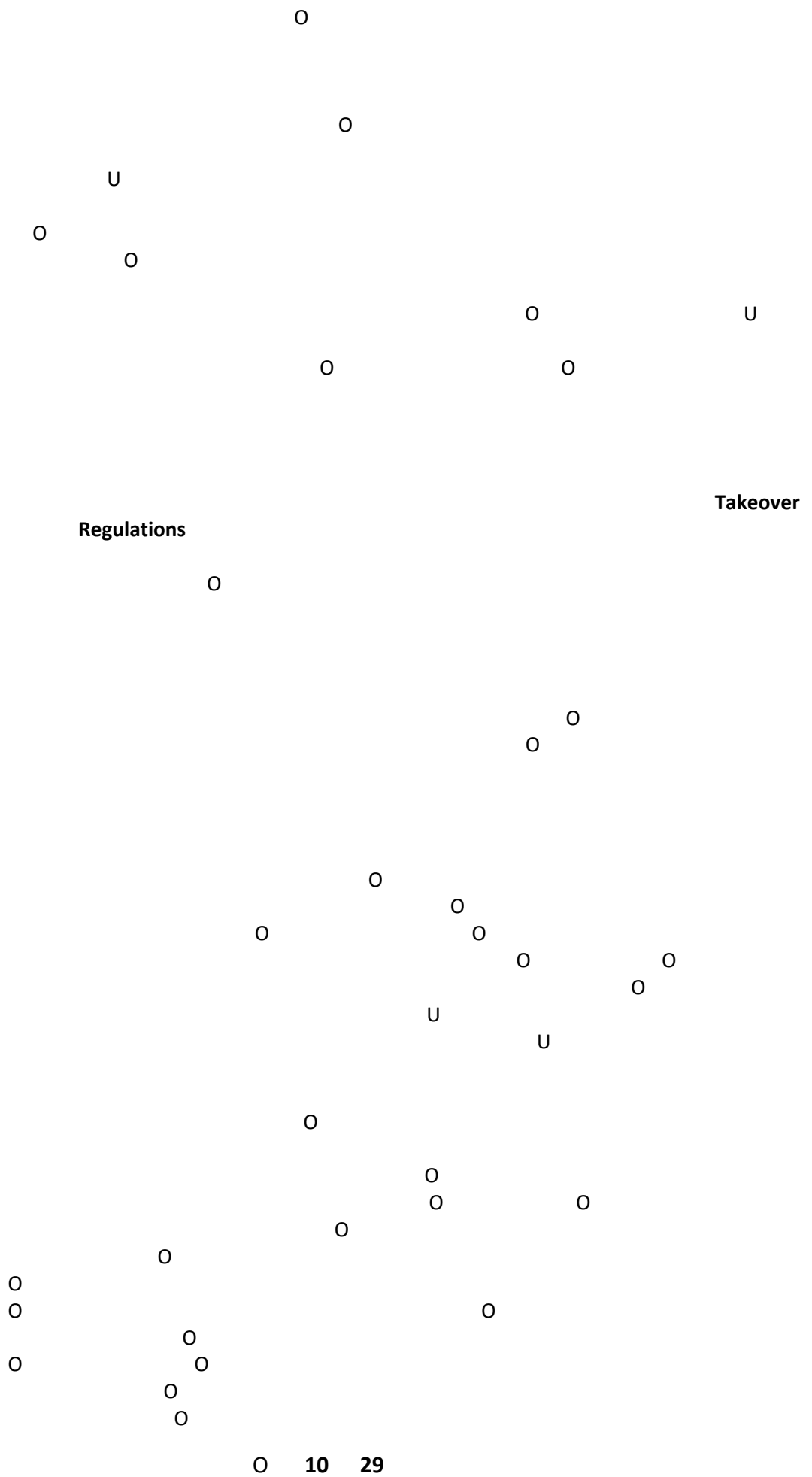
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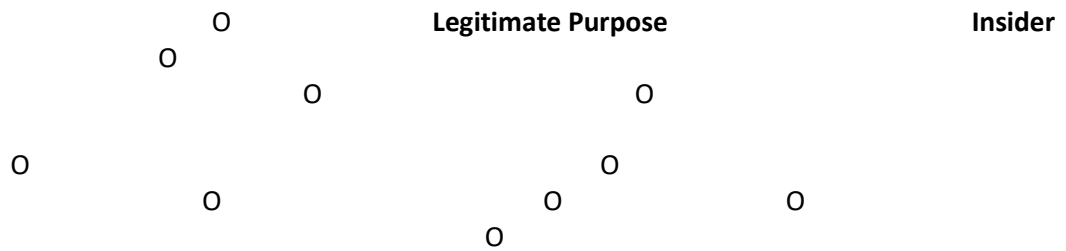


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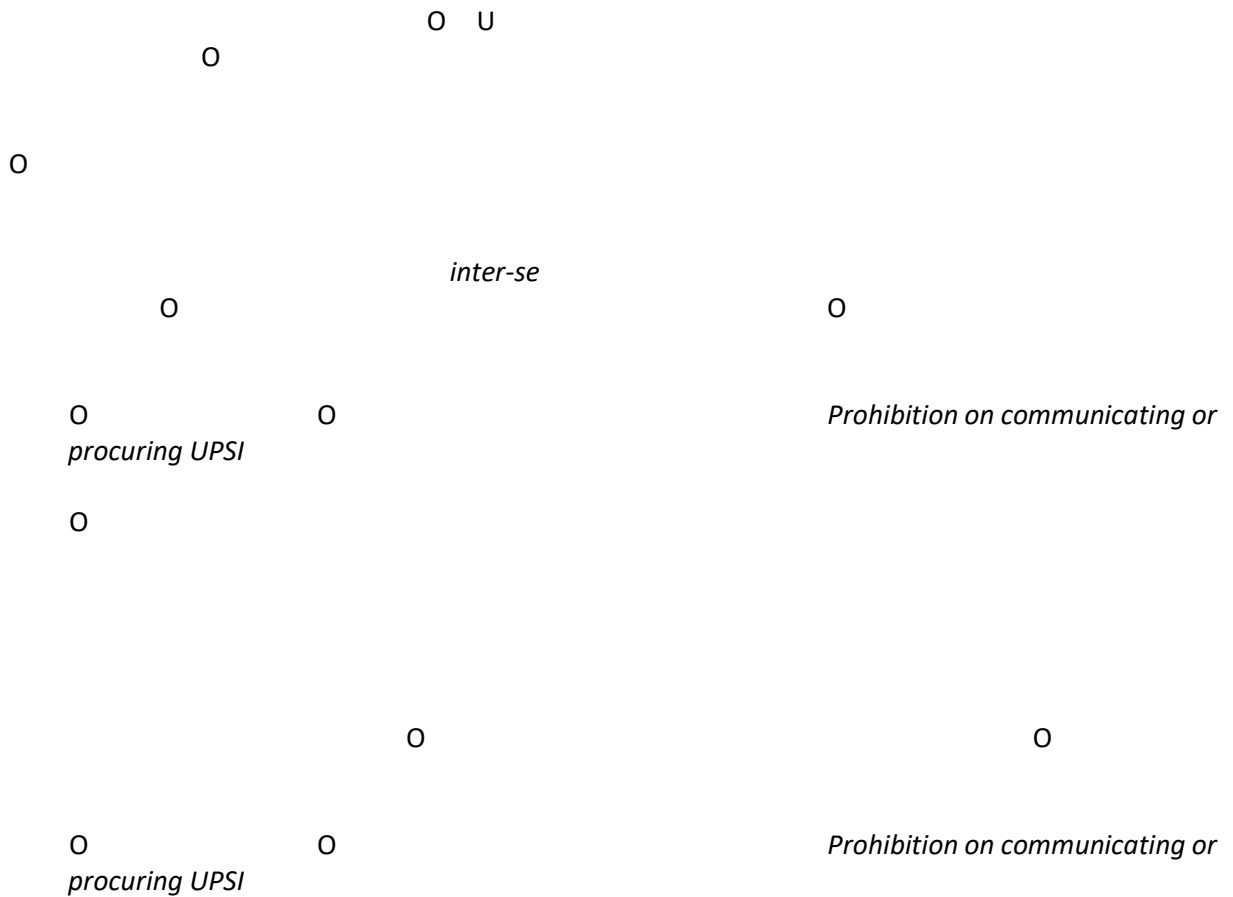
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12. Policy for determination of Legitimate Purpose



13. Trading when in possession of unpublished price sensitive information



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14. Trading by Designated Persons

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15. Pre-clearance of Trades

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Annexure I

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Annexure II

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16. Trading Plans

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“Trading Plan”

Annexure III

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Provided that

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17. Reporting requirements

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Annexure IV

17.3 Initial Disclosures

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Annexure V

17.4 Continual Disclosures

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Annexure VI

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Material financial relationship

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18. Dissemination of Price Sensitive Information

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19. Procedure and Penalty for contravention of this Code

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20. Protection against retaliation and victimisation

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21. General

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22. Review and amendment

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APPLICATION FOR PRE - CLEARANCE OF TRADING

Date:

To,
The Compliance Officer

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Details of Designated Person	
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Preclearance sought for	
<i>If pre-clearance sought for Immediate Relative, then</i>	
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Details of Security held by self/ Immediate Relative for whom the pre-clearance is sought	
Details of Proposed Transaction	
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Details of identified account	
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Details of last trade, if any	
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Date :

Signature:

Signature:

Name:

Designation:

Please provide all the information. Incomplete forms will not be accepted.

PCO No.	Application received date	Approval Date	Approval Granted for	Approval granted for	Pre-clearance valid upto	Compliance Officer's signature
			O			

FORM OF DISCLOSURE OF TRANSACTIONS EXECUTED/NOT EXECUTED

(To be furnished within 2 Trading Days of transaction/dealing in Securities of the Trust or if the transaction is not executed, within 2 Trading days of validity of pre-clearance period)

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O	
If the trade was effected in the name of Immediate Relative	
O	
Details of Pre-clearance approved	
	O
O	
Details of Transaction executed/ not executed	
O	
No. of Securities held prior to the date of transaction	
O	

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APPLICATION FOR TRADING PLAN

Date: _____

To,
The Compliance Officer

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Sr. No.	Nature of transaction (Sale/Purchase/Subscription)	Date of transaction/period/ interval for transaction	Value of trade/ No. of securities transacted	Conditions /Remarks

Undertaking:

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Signature:

Date:

Application recd. date	Approval Date	Approval No.	Compliance signature	Officer's

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FORM D

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7(3) – Transactions by Other connected persons as identified by the Investment Manager]

Details of trading in securities by other connected persons as identified by the Investment Manager

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with Trust	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of Securities specify		Date of intimation to the Investment Manager	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. – Units, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of holding	Type of security (For eg. Units, Warrants, Convertible Debentures, Rights entitlement, etc.)	No	Value	Transaction Type (Purchase/ Sale/ Pledge / Revocation/ Invocation / Others – Please specify)	Type of security (For eg. – Units, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the Trust by other connected persons as identified by the Investment Manager

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name:

Signature:

Date:

Place:

ANNEXURE V**FORM B****SEBI (Prohibition of Insider Trading) Regulations, 2015**

[Regulation 7(1)(b) read with Regulation 6(2) - Disclosure on becoming a Key Managerial Personnel/Director/ Sponsor/Member of the Sponsor group]

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director of the Investment Manager or the SPVs or upon becoming a Sponsor or member of Sponsor Group of the Trust and each of their Immediate Relatives and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (KMP/ Director or Sponsor or member of the Sponsor group / Immediate relative to / Others etc.)	Date of Appointment of KMP/ Director OR date of becoming Sponsor / member of the Sponsor group	Securities held at the time of appointment of KMP/ Director or upon becoming Sponsor or member of the Sponsor group		% of Shareholding
			Type of securities (For eg. – Units, , Convertible Debentures, Rights entitlements, etc.)	No	
(1)	(2)	(3)	(4)	(5)	(6)

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name & Signature:

Designation:

Place:

Date:

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Details of change in holding of Securities of the Sponsor, Member of the Sponsor Group, Designated Person or Director of the SPV, Investment Manager and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2):

Name, PAN, CIN/DIN, & addresses with contact nos	Category of Person (Sponsor s/ member of the Sponsor group/ designated person/ Directors / Immediate relative to / others etc.)	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of securities / disposal of Securities , specify		Date of intimation to Investment Manager	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was execute
		Type of security (For eg. – Units, , Convertible Debentures, Rights entitlements etc.)	No. and % of holding	Type of security (For eg. – Units, Warrants, Convertible Debentures, Rights entitlements etc.)	No	Value	Transaction Type (purchase / Sale/ Pledge / Revocation/ Invocation/ Others- please specify)	Type of security (For eg. – Units, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	From	To			

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the company by Sponsor, member of the sponsor group, designated person or Director of a SPV or the Investment Manager and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2):

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of Securities (contracts * lot size)	Notional Value	Number of Securities (contracts * lot size)	

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

ANNUAL DISCLOSURE FORM

(To be furnished before April 30 each year for the previous year)

	Name			
	PAN (in case of PAN is not available, any other identifier authorized by law)			
	Designation			
	Location			
	Contact Nos.			
	Email Id			
	Educational Institution of Graduation			
	Details of Past Employment (Name of the past employer/ organization)			
	Date of declaration			
10	Details of Securities held in the Trust			
a.	Held by the Designated Person			
	No. of Securities	Type of Security	Folio No(s), if held in physical form:	If held in demat form
				DP ID Client ID
	Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship			
	Name of Immediate Relative			
	Relationship			
	PAN (in case of PAN is not available, any other identifier authorized by law)			
	No. of Securities	Type of Security	Folio No(s), if held in physical form:	If held in demat form
				DP ID Client ID

Notes:

- Immediate Relative includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.
- Material 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 during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction