DRIV DRISHT LLP

HANDBOOK – CODE OF CONDUCT FOR DEALING TEAM

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1. **Need for the Handbook**

This Handbook consolidates the policies and procedures that guide the dealing and execution of securities by Driv Drisht LLP.

Integrity and transparency are the pillars of our business, and creating an environment of trust across all stakeholders is essential to our growth and success.

Our constant endeavor is to conduct all dealing activities in a professional, ethical, and compliant manner, exercising due skill, care, and diligence to prevent any legal or regulatory violations.

The objective of this Handbook is to provide clarity on the expected conduct of personnel involved in trade execution, ensure proper oversight, maintain accurate documentation, and promote fair and ethical dealing practices.

This Handbook is designed to help achieve these objectives and may be supplemented by additional policies and principles issued by the management from time to time. The LLP reserves the right to amend this Handbook as needed.

2. **Definitions**

2.1 **"Compliance Officer"** is the person appointed to ensure compliance with the applicable SEBI Regulations and internal policies.

2.2 **"Dealer"** is an individual who is part of the Dealing Team and is authorized to execute trades strictly as per instructions of the Principal Officer. Dealers do not make investment decisions related to fund management.

2.3 **"Dealing Team"** includes the Principal Officer or any other authorized personnel appointed by the Portfolio Manager who will be responsible for order placement and execution of all orders in accordance with the Portfolio Manager's policies.

2.4 **"Portfolio manager"** shall have the same meaning as prescribed under Regulation 2(o) of the SEBI PMS Regulations.

2.5 **"Principal officer"** shall have the same meaning as prescribed under Regulation 2(p) of the SEBI PMS Regulations.

2.6 **"SEBI"** means the Securities and Exchange Board of India

2.7 **"SEBI PMS Regulations"** means the SEBI (Portfolio Managers) Regulations, 2020 as amended from time to time.

2.8 **"UPSI (Unpublished Price Sensitive Information)" UPSI** shall have the same meaning as prescribed under Regulation 2(n) of the SEBI (Prohibition of Insider Trading) Regulations, 2015

2.9 **"Authorized Personnel"** includes a Dealer, the Principal Officer, or any other personnel appointed under Section 7(2)(e) of the SEBI PMS Regulations.

3. **Implementation**

The Compliance Officer is responsible for implementing, maintaining and enforcing these policies and procedures. The Compliance Officer will also work with the personnel concerned to institute, implement, maintain and enforce these policies and procedures and to coordinate education and training. **This handbook is applicable to the dealing team of the LLP.**

Reporting and Compliance Procedures

Every Dealer and Principal Officer has the responsibility to ask questions, seek guidance and report suspected violations. Any person who knows or believes that any Dealer has engaged or is engaging in conduct that violates the principles and procedures stated in this Handbook should report such information to his or her supervisor or to the Compliance Officer.

You may report such conduct openly or anonymously without fear of retaliation. The LLP will not discriminate against or retaliate against any person who reports such conduct in good faith, whether such information is ultimately proven to be correct, or who cooperates in any investigation or inquiry regarding such conduct. Any supervisor who receives a report of a violation of this Code must immediately inform the Compliance Officer.

You may report violations of this Code, on a confidential or anonymous basis, by contacting the Compliance Officer at his/her mail id cs@dhanvesttor.com.

The LLP shall determine whether violations have occurred and, if so, shall determine the disciplinary measures to be taken against any person responsible for the violation.

Failure to comply with the principles and procedures outlined in this Handbook will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in/ withholding of salary and bonus, termination of employment. Certain violations may require the LLP to refer the matter to the appropriate governmental or regulating authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of principles and procedures outlined in this Handbook or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including termination of employment.

4. Dissemination and Amendment

This Handbook shall be distributed to each Dealer, and each such person shall certify that he or she has received, read and understood principles and procedures outlined in this Handbook and has complied with its terms.
LLP reserves the right to amend, alter or terminate this Code at any time for any reason.

5. Access to Dealing Room

i. Access to the Dealing Room shall be strictly restricted to Authorized Personnel and permitted during trading hours only. Access to the Dealing room will be restricted by way of biometric entry. The Dealers should always keep the door closed. They **should not** give access to other unauthorized employees. In case of exceptional/emergency situations they should seek approval of the Compliance Officer. Access to internet facilities on computer inside the dealing room should be restricted and should only be used for activities related to trade execution.

ii. Access to IT or administration personnel entering the dealing room during trading hours should always be in company of one authorized personnel.

iii. Usage of Communication devices in Dealing Room

a) As Dealers have access to information, which is confidential in nature, hence mobile phones or any other communication devices is strictly prohibited in the Dealing room. The Dealer should ensure that before entering the Dealing room, he will need to surrender his mobile phones or any other communication devices to the Compliance Officer.

b) All conversations of the Dealing Team shall be conducted only through dedicated recorded telephone lines or through authorized email ID.

c) Any non-adherence to the above compliances will be liable to strict action as decided by Senior Management.

d) Sharing of information through any mode of communication is **PROHIBITED**, except to the extent necessary for the purpose of trade execution.

iv. Surveillance & Physical Infrastructure Controls

a) The Dealing Room shall be set up in an opaque manner to prevent any external visibility of trading screens and activities.

b) CCTV cameras should be installed to enable monitoring of activities within the Dealing Room, including entry to and exit from the Dealing Room.

c) CCTV recordings may be carried out during trading hours only.

d) The CCTV recordings shall be preserved for a period of not less than **three (3) financial years.**

e) Such recordings shall be stored on a separate hard drive, and backup of such data shall be taken on a weekly or monthly basis.

f) IT officer should ensure all electronic logs, including but not limited to emails, recorded telephone conversations, and system-generated audit trails relating to trade execution and dealing activities, shall be preserved for a period of **not less than eight (8) years.**

g) Such records shall be securely stored and shall be made available for internal audit, regulatory review, or inspection as and when required.

6. Governing Principles

The basic duties of a Dealer while executing trades on behalf of the LLP are as follows:

a) Integrity
b) Confidentiality
c) Conflicts of interest
d) Compliance with Rules and Regulations

a) Integrity

Dealers must execute all trades honestly, ethically, and in accordance with the instructions of the Principal Officer. Dealers must not take any unfair advantage through manipulation, concealment, or misuse of confidential information.

b) Confidentiality

As a dealer, you may have access to non-public information regarded as Confidential information from internal or external sources or proprietary (created by the LLP). As a dealer, one would make best effort to ensure that confidential or proprietary information must not be used for your personal benefit or shared with others for their personal gain. Unauthorized disclosure of any confidential information is prohibited. This prohibition applies particularly to inquiries concerning the LLP from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders.

All responses to inquiries regarding dealing and trade execution on behalf of LLP must be made only by the LLP's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor or one of the LLP's authorized spokespersons.

To ensure that LLP's policies regarding confidentiality are implemented you should

i. not buy, sell or recommend security while you have knowledge of or are in possession of unpublished material confidential or proprietary information regarding the security or its issuer

ii. not disclose confidential or proprietary information, except to persons who have a "need to know" the information to serve the business purposes of the LLP.

iii. treat as confidential all non-public information provided directly or indirectly by any employee/ intern/ intermediary or any third party who can have a reasonable expectation that the information will be kept confidential.

iv. use confidential or proprietary information only for specific business purposes for which the information was given, created or obtained.

v. avoid discussions of sensitive information in the presence of others who do not have a need to know such information.

vi. exercise extreme caution when discussing sensitive information in social gatherings or public places.

vii. exercise care to avoid placing documents containing sensitive information in areas where they may be read by unauthorized persons and to store such documents in secure locations when they are not in use.

viii. As a dealer, one would make best efforts to ensure to avoid using speakerphones in circumstances where confidential information may be overheard and be aware that mobile telephones must be used with great care because they are not secure and conversations may be overheard.

ix. avoid sending confidential information by facsimile transmission unless the intended recipient confirms that (i) he is present to receive it personally and later (ii) he has received the message.

x. In case Dealer has come across information pertaining to buying and selling of a particular scrip by the LLP ("PMS"), the dealer should keep this information confidential.

c) **Conflicts of Interest**

Dealers must always act in the best interests of the LLP. Dealers must refrain from engaging in any activity or having a personal interest that **presents a conflict of interest.**

A conflict of interest occurs when a personal interest **interferes, or appears to interfere, with the interests of the LLP.**

d) **Compliance with Laws and Regulations**

All dealing activities shall comply with applicable laws and regulations, including but not limited to:

- **SEBI (Portfolio Managers) Regulations, 2020**
- **SEBI Master Circulars for Portfolio Managers**
- **SEBI (Prohibition of Insider Trading) Regulations, 2015**
- **SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003**
- **Applicable stock exchange rules**

Dealers should note that their conduct is a critical factor in determining compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003. Accordingly, Dealers shall ensure that their actions do not result in market abuse or any activity that may be considered unfair, fraudulent, or manipulative in nature.

Insider Trading and Front Running is strictly prohibited:

Insider Trading: (i) Trading in securities, either on one's own behalf or on behalf of any other person, while in possession of Unpublished Price Sensitive Information (UPSI) relating to such securities, the issuer company, or the LLP's PMS portfolios; or (ii) Communicating, counselling, procuring, or allowing access to UPSI, directly or indirectly, to any person who may use such information for trading in securities; or

Front Running: (i)Using confidential information about clients' transactions for prior execution of transactions for dealer's own account; and (ii) All trades must be executed only after instructions from the Principal Officer, preventing any unfair advantage or conflict with the LLP's interests

For the avoidance of doubt, Dealers shall not trade in any security for personal account or on behalf of any third party while in possession of UPSI, nor shall they use knowledge of pending or proposed trades of the LLP's PMS portfolios to derive any direct or indirect benefit.

Any **suspected breach of applicable laws, SEBI regulations, or internal policies** must be **immediately reported to the Compliance Officer**.

7. **Trading Guidelines**

a) All trades shall be placed by the Dealer strictly on the basis of instructions received from the Principal Officer, which shall be provided in writing (duly time-stamped) to the Dealer, with a corresponding communication also being sent via Email.

b) Dealers are not permitted to initiate, modify, or cancel any trade without prior authorization from the Principal Officer.

c) All trade instructions shall be communicated to the Broker via dedicated recorded telephone lines or authorized email IDs (Ph no.: 033 22800151, email Id: pms@dhanvesttor.com).

d) Dealers must not accept trade instructions through personal devices, messaging applications, or any other unapproved communication channels.

e) Dealers shall instruct trades accurately in terms of quantity, price, and timing, ensuring best execution for the LLP and its PMS portfolios.

f) Dealers shall lock/sign out the terminal while leaving his seat during market hours and strictly will not allow any person to enter Dealing room.

g) Use of mobile phones in the Dealing Room is strictly prohibited. Dealers must **surrender personal mobile phones to the Compliance Officer** before entering the Dealing Room.

h) After receiving the contract note from the broker, the Principal Officer shall prepare the trade allocation sheet.

i) Principal Officer will further forward the final allocation sheet to Compliance Officer for reviewing the end client custody code of the clients and then Compliance Officer shall forward it to **custody team and Fund Accountant team of custodian** using the authorized email IDs:

- pms@dhanvesttor.com or
- cs@dhanvesttor.com or
- ishandaga@dhanvesttor.com

j) Dealers shall not engage in any transaction that is not recorded in the books and systems of LLP.

k) If a Dealer commits any error in communicating the order details to the broker, he/she shall immediately bring this to the notice of his/her supervisor/Principal Officer/Compliance Officer and shall ensure that the trades are taken to house account, after obtaining necessary approvals.

l) Dealers shall under no circumstances, without prior approval of the Compliance Officer, switch off any voice recording machine and if machine is not in working condition, dealers shall immediately bring this to the notice of the Compliance Officer.

m) If a Dealer is availing leave, he/she should give necessary handover to the Principal Officer. The Dealer should intimate his/her travel plan, if any, and his/her contact details.

n) In the event that the designated Dealer is unavailable due to leave, absence, or any unforeseen circumstances, and execution of trades is considered urgent and cannot be deferred, a specific employee may be authorized to execute trades **only for that particular trading day**.

Such authorization shall be granted jointly by the Principal Officer and the Compliance Officer, prior to execution of trades, by obtaining an undertaking from the specifically authorized employee in the prescribed format set out in **Annexure A.**

8. Penalty

The Dealing Policy must be **followed in its true spirit**. Based on **surveillance systems, internal monitoring, or inspections**, if it is found that a Dealer has violated the Code of Conduct or any provisions of this Handbook, the **Compliance Officer will issue show cause notice** to the concerned Dealer to explain their actions.

If the reply is found **to be unsatisfactory**, the Compliance Officer, in consultation with the Promoters or Principal Officer, will **recommend appropriate action to the Management**.

The Management may take suitable action, including but not limited to:

- **Reprimands or warnings**
- **Probation or suspension**
- **Termination of association with the LLP**

All actions shall be **documented and consistent with SEBI regulations and internal LLP procedures.**

Annexure- A

DRIV DRISHT LLP

TEMPORARY DEALING AUTHORIZATION & CONFIDENTIALITY UNDERTAKING

Date: _____

This is to authorize **Mr./Ms. _____ (Name of Employee)**, to carry out dealing activities on behalf of Driv Drisht LLP **for the trading day dated _____ only**, in the absence of the designated Dealer (hereinafter referred to as **Temporary Dealer**)

This authorization is granted jointly by the Principal Officer and the Compliance Officer for the limited purpose of execution of trades for the above-mentioned day and shall automatically lapse thereafter.

Terms of Authorization

The Temporary Dealer agrees to adhere to the following conditions during the period of authorization:

1. Scope of Role
    - Communicate trade instructions received from the Principal Officer to the broker accurately and promptly.
    - No independent decision-making or modification of instructions is permitted.
2. Authorized Communication Only
    - All trade communications shall be carried out only through official recorded lines or authorized email IDs.
    - Use of personal mobile phones or any other communication devices in the Dealing Room is strictly prohibited. The Temporary Dealer shall surrender all sort of communication devices to the Compliance Officer before entering the Dealing Room.
    - Sharing of information through any mode of communication is **PROHIBITED**, except to the extent necessary for the purpose of trade execution.
3. Confidentiality
    - Maintain strict confidentiality of all information relating to trades, portfolios, and internal processes.
    - No sharing or discussion of such information with any unauthorized person.
4. Prohibited Conduct
    - No personal trading or third-party trading based on any information accessed.
    - No misuse of confidential or unpublished information.
    - No communication of trade instructions outside official systems or records.
5. System & Infrastructure Controls
    - Access only designated dealing systems.
    - Ensure terminals are secured when unattended.

- Do not allow unauthorized access to the dealing room.

6. Error Reporting

   - Any error or discrepancy in communication of trade instructions must be immediately reported to the Principal Officer / Compliance Officer.

Further, any material provision of the Dealing Policy omitted from this Undertaking due to inadvertence or clerical error shall, to the extent relevant and applicable, be deemed incorporated herein and shall apply with full force and effect

This document serves as a limited, temporary authorization for the specified trading day only.

Accepted and Agreed:

Signature:_____
Name:_____
Designation: _____

Authorized By:

Principal Officer

Signature: _____

Compliance Officer

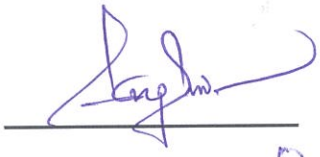
Signature: _____

Date: 09/04/2026

9. **Declaration**

I hereby agree that I have read and understood all the terms and conditions of the Dealing Policy and I shall abide by it till my association with the organisation.

For Driv Drisht LLP



Name of Employee- PANCHU GOPAL SINGHA
Designation of Employee- Sr. Research Analyst.

Authorized By:

Principal Officer

Signature: Ishan Dagga

Compliance Officer

Signature: Neha Verma

IT Officer

Signature: Rajarshi Chakraborty

Date: 09/04/2026

9. **Declaration**

I hereby agree that I have read and understood all the terms and conditions of the Dealing Policy and I shall abide by it till my association with the organisation.

For Driv Drisht LLP

Name of Employee- PANCHU GOPAL SINGHA
Designation of Employee- Sr. Research Analyst.

Authorized By:

Principal Officer

Signature: Ishan Dagli

Compliance Officer

Signature: Neha Verma

IT Officer

Signature: Rajarshi Chakraborty
Sudip Khamrui
20.09.2026