



Freshtrop Fruits Limited

Registered Office : A - 603, Shapath IV, S. G. Road, Ahmedabad-380 015, Gujarat, INDIA.

Tel. : +91-79-40307050 - 59 www.freshtrop.com info@freshtrop.com

CIN : L15400GJ1992PLC018365

FRESHTROP FRUITS LIMITED

POLICY ON PROHIBITION OF INSIDER TRADING



Unit-I

Gat No. 171, Vill. Jaulke,
Mumbai-Agra Rd.
Post Ozar, Tal. Dindori,
Dist. Nasik-422 207, Maharashtra, INDIA
Tel. : +91-2557-279 172

Unit-II

Survey No. 1366,
Savlaj-Wayfale Rd.
Post Siddhewadi,
Tal. Tasgaon, Dist. Sangli-416 311,
Maharashtra, INDIA

Unit-IV

Gat No. 598/1, Vill. Janori,
Tal. Dindori, Dist. Nasik-422 206
Maharashtra, INDIA
Tel. : +91-70289 16091
+91-2550-667 800



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INTRODUCTION

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) under the powers conferred on it under the SEBI Act, 1992.

SEBI vide its Circular No. LD-NRO / GN / 2014-15 / 21 185, dated 15th January 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, to be effective from 15th May 2015 and the same have been made applicable to all companies whose shares were listed on Indian stock exchanges.

As per Regulation 9 of the newly introduced SEBI (Prohibition of Insider Trading) Regulations, 2015 contains new provisions and requires a listed company to formulate a “Code of Conduct” accordingly to regulate, monitor and report trading by employees and other connected persons in adherence with the minimum standard set as set out in amended code of conduct.

The Company endeavors to prepare the formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards as set out in the regulations, without diluting the provisions of these regulations in any manner.

In compliance with the above requirements and Regulations, Freshtrop Fruits Limited (“the Company”) has adopted this policy and code based as per the said Regulations. The Company endeavors to ensure timely and adequate disclosure of price sensitive information.

OBJECTIVE

The Policy is required for the Company to prevent the misuse and ensure timely and adequate disclosure of Unpublished Price Sensitive Information (‘UPS’) and to maintain the uniformity, transparency and fairness in dealing with the stakeholders.

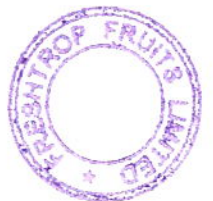
DEFINITIONS

- **Act**

Act means the Securities and Exchange Board of India Act, 1992 and amendments thereto including any statutory modification(s) or re-enactment thereof for the time being in force.

- **Board**

Board means the Board of Directors of the Company.



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- **Code**

Code means this Code of Conduct for Prevention of Insider Trading including modifications made therein from time-to-time by the Company.

- **Company**

Company means Freshtrop Fruits Limited.

- **Compliance Officer**

Compliance Officer shall be the person holding the position of the Company Secretary of the Company, from time to time.

- **Connected Person**

any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established

- a) an immediate relative of connected persons specified or
- b) a holding company or associate company or subsidiary company; or
- c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- d) an investment company, trustee company, asset management company or an employee or director thereof; or
- e) an official of a stock exchange or of clearing house or corporation; or
- f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- i) a banker of the company; or



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j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

- **Designated Employees**

Designated Person(s) means the following Connected Persons and Employees of the Company designated on the basis of their functional role:

- a) Directors and KMPs;
- b) Chief Executive Officer (CEO);
- c) Chief Financial Officer (CFO);
- d) Vice President or any such equivalent position;
- e) General Manager or any such equivalent position;
- f) Executive Assistants and Executive Secretaries of those mentioned in (a) to (e)
- g) Assistant Manager and above in Finance & Accounts Department, Legal & Secretarial Department; and the relevant employees of holding and subsidiary Companies;
- h) Managers and above employees in all other functional areas;
- i) Such other persons as may be notified by the Compliance Officer from time to time on the basis of their functional role;
- j) Immediate Relatives of all the above

- **Director**

Director means a member of the Board of Directors of the Company.

- **Generally Available Information**

Generally Available Information means information that is accessible to the Public on a nondiscriminatory basis.

- **Insider**

An "Insider" means any person who is:

- a) a Connected Person or
- b) in possession of or having access to UPSI.

- **Immediate Relative**

Immediate Relative means a spouse of an insider and includes parent, sibling, and child of such insider or of the spouse, any of whom is either dependent financially on such insider or consults such insider in taking decisions relating to trading in securities.



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