

CODE OF CONDUCT

Introduction:

This Code of Conduct (hereinafter referred to as “the code”) shall be called “The Code of Conduct for Board Members and Senior Management Personnel” of Tricom Fruit Products Limited (hereinafter referred to as “the Company”).

The Code is in alignment with the Company’s Vision and Values to achieve the Mission and objectives and aims at enhancing ethical transparent process in managing the affairs of the Company.

Applicability:

The Code is applicable to the Board of Directors (hereinafter referred to as “Board Members”) and the Senior Management Personnel, immediately one level below the Board Members.

Definition & Interpretation:

Board Members - Board Members shall mean the members on the Board of Directors of the Company.

Senior Management Personnel - Senior Management Personnel means -

- All executives one level below the Board
- All Functional Heads
- Any other person who Board may include within the definition of Senior Management Personnel.

Family: - Family shall mean the dependent family member

Key Requirements:

The Board Members and Senior Management Personnel must act within the authority conferred upon them and in the best interests of the Company and observe the following code of conduct:

A. Honesty & Integrity –

All Directors and Senior Managers shall conduct their activities with honesty, integrity and fairness. All Directors and Senior Managers shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors shall act in the best interests of the Company and fulfill the fiduciary obligations.

B. Conflict of Interest –

Directors on the Board of the Company and Senior Managers shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company.

CODE OF CONDUCT

In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Board of Directors and the approval of the Board is required to be obtained.

C. Other Directorships –

The Company feels that serving on the Board of Directors of other Competitor Companies may raise substantial concerns about potential conflict of interest and therefore, all Directors must report / disclose such relationships to the Board on an annual basis.

D. Confidentiality of Information –

Any information concerning the Company's business, its customers, suppliers etc., which is not in the public domain and to which the Director or Senior Manager has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law.

E. Protection of Assets –

Directors and Senior Managers must protect the company's assets and Information and may not use these for personal use, unless approved by the Board.

F. Periodic Review –

Once in a every year or upon revision of this Code, every Director must accord consent to comply and the Senior Manager must give an undertaking for compliance of the same.

New Directors to accord consent while joining the Board and New Senior Managers will give an undertaking at the time when their employment begins.

G. No Payments or gifts from others –

Under no circumstances, the Board Members and Senior Management Personnel shall accept or receive, directly or indirectly, any gift, payments or favour, in whatsoever form, from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company or which may influence any business decisions.

H. Transactions in Shares of the Company and prevention of Insider Trading

–

The Board Members and Senior Management personnel of the Company shall not indulge in trading in Company's Securities on the basis of unpublished price sensitive

CODE OF CONDUCT

information. All Board Members and Senior Management Personnel will comply with the prevention of insider trading guidelines as issued by SEBI.

I. Related parties -

The Board members and Senior Management Personnel before conducting business of the Company with the Related Party or a Relative and/ or with a business in which relative is associated in any significant in which a relative is associated in any significant role, shall promptly disclose their interest to the Board of Directors of the Company.

Enforcement of Code of Conduct

Each Board Member and Senior Management Personnel shall be accountable for complying with this code.

Penalty for breach of this code by the Board Members and Senior Management Personnel shall be determined by the Board.

Duties of Independent Directors

In addition to the requirements of complying with the 'Standards of ethical conduct', the Independent directors shall:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company;
- where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- keep themselves well informed about the company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

CODE OF CONDUCT

- report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by the Board or required by law.

Waiver and Amendments of the code

Any Amendment of the provision of this code as well as waiver of any provision of this code must be approved by the Board of Directors of the Company and it must be publicly disclosed as required by any applicable law or regulation and also on the Company's website, if any, together with details about the nature of the amendment or waiver.
