

**TRICOM FRUIT PRODUCTS LIMITED**

**INTERNAL CODE OF CONDUCT FOR PREVENTION  
OF INSIDER TRADING**

## INDEX

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1	Title	3
2	Introduction	3
3	The Policy and Obligations	3
4	Important Concepts and definitions	3
5	Compliance Officer	6
6	Preservation of Price Sensitive Information	7
7	Trading when in possession of unpublished price sensitive information	8
8	Prevention of misuse of unpublished price sensitive information	9
9	Trading Window	10
10	Holding Period	11
11	Pre-Clearance of Trade	11
12	Other Restrictions	12
13	Reporting Requirements for Transaction in Securities	12
14	Disclosure by the Company to the Stock Exchange(s)	13
15	Dissemination of Price Sensitive Information	14
16	Penalty for contravention of the Code of Conduct	14

## 1. TITLE

This code shall be called TRICOM FRUIT PRODUCTS LIMITED Code (“TFPL Code”) of Conduct for Prevention of Insider Trading.

## 2. INTRODUCTION

SEBI (Prohibition of Insider Trading) Regulations, 2015 shall come into force on 15<sup>th</sup> May, 2015 in accordance with which this code is amended. This Code shall replace the Old Code and shall be applicable from 15<sup>th</sup> May, 2015.

## 3. THE POLICY AND OBLIGATIONS

TRICOM FRUIT PRODUCTS LIMITED (herein after referred to as "the Company") endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every director, officer, designated employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No director, officer, designated employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, the Company hereby notifies that this code of conduct is to be followed by all directors, officers, designated employees and connected persons.

## 4. IMPORTANT CONCEPT AND DEFINITION:

- 1) In these regulations, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:–
  - a) “**Act**” means the Securities and Exchange Board of India Act, 1992;
  - b) “**Board**” means the Board of Directors of the Company;
  - c) “**Code**” or “**Code of Conduct**” shall mean the Code of Regulating, Monitoring and Reporting of trading by insiders of TRICOM FRUIT PRODUCTS LIMITED as amended from time to time;
  - d) “**Company**” means TRICOM FRUIT PRODUCTS LIMITED;
  - e) “**Compliance Officer**” means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company;

**f) “Connected Person”** means:

- (i) any person who is or has, during the six months prior to the date of this code become effective, been associated with the 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.
- (ii) 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 in clause (i); 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 recognised or authorized by the Board; or
  - (i) a banker of the Company; or
  - (j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

**g) “Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent;

**h) Designated Person(s)** shall include :

An employee of TFPL or any subsidiary or associates company of TFPL, who on account of his/her functional role/position/grade/cadre or nature of duties/function is likely to be in possession of unpublished Price Sensitive Information relating to TFPL securities, or may appear to outsiders to be in possession of unpublished price sensitive information relating to TFPL securities.

The following categories of person are notified as Designated Persons for the purpose of this code:

- (a) Directors of the Tricom Fruit Products Ltd (Managing, Whole-Time, Executive as well as non-executive members of the Board);
- (b) Officer includes CEO, CFO, (If CEO and MD are not one and the same) MD, Manager (as per Companies Act, 2013), Company Secretary and other persons as defined in Sec 2(51) of the Act;
- (c) Employees of the Finance, Accounts, Taxation, Legal, Corporate Communication, and Secretarial Department;
- (d) Members of the Executive Council and Leadership Council ;
- (e) Executive Assistants of the Directors (Board Members);
- (f) Secretaries of the Directors and Officers;
- (g) Permanent invitees to the meetings of the Board of Directors of the Company and to the Management Review Meetings;
- (h) CEO, President & Board of Directors of subsidiaries & associate companies of Tricom Fruit Products Limited;
- (i) Any other employee of Tricom Fruit Products Limited or its subsidiary/associate companies\* who may be notified from time to time as a Designated Person for the purpose of this code.

\*Associate Company means a Company which has control of at least 20% of total paid up share capital of Tricom Fruit Products Limited [TFPL], or of business decisions under an agreement.

Each Designated Person is required to sign and return to the Compliance Officer an Undertaking to comply with the code. The form of the undertaking is attached as **Annexure 2**.

The Board of Directors shall in consultation with the Compliance Officer specify the designated persons to be covered by such code on the basis of their role and function in the organization.

- i)* **"Director"** means a person inducted on the Company's Board as a Director;
- j)* **"Employee"** means every employee of the Company including the Directors in the employment of the Company;
- k)* **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis;
- l)* **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
- m)* **"Insider"** means any person who is:
  - (i) a connected person; or
  - (ii) in possession of or having access to unpublished price sensitive information;
- n)* **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

- o) "Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- p) "Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- q) "Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- r) "Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- s) "Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to information relating to the following: –

  - (i) financial results;
  - (ii) dividends (both interim and final);
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel; and
  - (vi) such other material events in accordance with the listing agreement.
- t) "Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
- 2)** Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

#### **5. COMPLIANCE OFFICER:**

- a)** The Compliance Officer shall be the Company Secretary appointed by the Board of Directors or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated by and report to the Board of Directors.
- b)** The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- c)** The Compliance Officer shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, or to the

Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

- d)** The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct.

**6. PRESERVATION OF "PRICE SENSITIVE INFORMATION":**

- a)** All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

**b) Chinese Wall and Need to Know**

To prevent the misuse of confidential information, TFPL has laid down Chinese Walls procedures which separate those areas of TFPL that routinely have access to confidential information, considered "inside areas" from those which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas".

- (i) The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- (ii) The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI, with an adequate security of login and password, set in place.

All non-public information should be shared on a 'Need to know' basis:

- a. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- b. All non-public information directly received by any employee should immediately be reported to the head of the department.
- c. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

## **7. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

No insider shall trade in securities of TFPL that are listed or proposed to be listed on a stock exchange when in possession of UPSI.

### ***No Trading Period:***

- (i) The trading period during which TFPL's securities can be traded is called trading window. The trading window shall be closed during the time the price sensitive information is unpublished.
- (ii) When the trading window is closed, the Designated Persons (including their immediate relatives) shall not trade in TFPL's securities in such period.
- (iii) The trading window shall be, *inter-alia* closed at the time of:
  - a. Declaration of Financial results
  - b. Declaration of dividends (interim and final)
  - c. Change in capital structure
  - d. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business
  - e. Changes in key managerial personnel
  - f. Material events in accordance with the listing agreement
  - g. Such other time as the compliance officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.
- (iv) Trading Window shall be closed two trading days before the Board Meeting in which above mentioned matters are going to be discussed or considered.
- (v) The trading window shall be opened Two Days after the unpublished price sensitive information becomes generally available.
- (vi) The trading window shall also be applicable to any person having contractual or fiduciary relation with TFPL, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising TFPL.

- (vii) However, subject to the SEBI Act, Rules and Regulations, in case of ESOP's, exercise of options shall be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOP's shall not be allowed when the trading window is closed.

## **8. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION":**

Employees and connected persons designated on the basis of their functional role ("**designated persons**") in the Company shall be governed by an internal code of conduct governing dealing in securities.

### **a)** Trading Plan

An insider shall formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

### **b)** Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
    - a. entail trading for a period of not less than twelve months;
    - b. not entail overlap of any period for which another trading plan is already in existence;
    - c. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
    - d. not entail trading in securities for market abuse.
- c)** The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.
- d)** The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date

of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

- e) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

#### **9. TRADING WINDOW:**

- a) The trading period during which TFPL's securities can be traded is called trading window. The trading window shall be closed during the time the price sensitive information is unpublished.
- b) When the trading window is closed, the Designated Persons (including their immediate relatives) shall not trade in TFPL's securities in such period.
- c) The trading window shall be, *inter-alia* closed at the time of:
  - (i) Declaration of Financial results
  - (ii) Declaration of dividends (interim and final)
  - (iii) Change in capital structure
  - (iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business
  - (v) Changes in key managerial personnel
  - (vi) Material events in accordance with the listing agreement
  - (vii) Such other time as the compliance officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.

The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

- d) The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- e) The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

However, subject to the SEBI Act, Rules and Regulations, in case of ESOP, exercise of options shall be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the trading window is closed.

## 10. HOLDING PERIOD:

- a) The designated persons who are permitted to trade as above shall not enter into a contra trade i.e. sell or buy any number of securities during the next six months following the prior transaction. The designated persons shall also not take positions in derivative transactions in the securities of TFPL at any time. The Compliance Officer may be empowered to grant relaxation from strict application of such restrictions for reasons to be recorded in writing provided that such relaxation does not violate the regulations.
- b) In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the applicable law.

## 11. PRE-CLEARANCE OF TRADE:

- a) All Designated Persons and their dependents, who intend to deal in the securities of the Company (either in their own name or in the names of their immediate relatives) when the trading window is opened and if the value of the proposed trades is in excess of Rs.1,00,00,000/- and above should pre-clear the transaction, by making an application to the Compliance Officer in the format set out in **Annexure 1**

However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed format to the Compliance officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking (**Annexure 2**) shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
  - a. That the employee/director/officer does not have any access or has not received “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
  - b. That in case the Designated Person has access to or receives “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - c. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

- d. That he/she has made a full and true disclosure in the matter.
- (iii) All Designated Persons and their dependents shall execute their order in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given in **Annexure 3**.

The Designated Person shall submit the details of such trade to the Compliance Officer of the Company and the Stock Exchanges as applicable, in the manner prescribed under clause 13(b) of this code.

- (iv) If the order is not executed within seven (7) trading days after the approval is given, the employee/director must pre-clear the transaction again.
- (v) All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

- b)** The Compliance Officer may be empowered to grant relaxation from strict application of such restrictions for reasons to be recorded in writing provided that such relaxation does not violate the regulations.

## **12. OTHER RESTRICTIONS:**

- a)** The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- b)** The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code, provided that trading in derivatives of securities is permitted by any law for the time being in force.
- c)** The disclosures made under this Code shall be maintained for a period of five years.

## **13. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:**

### **a) Initial Disclosure:**

- (i) Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty (30) days of these regulations taking effect,

shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed **Form A**

- (ii) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed **Form B**

**b) Continual Disclosure:**

- (i) Every promoter, employee and director of the Company shall disclose to the Company, the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakhs) disclosure is required to be given to the Company in the prescribed **Form C**

Company shall disclose the particulars of such trading to the stock exchange on which the securities are listed within 2 trading days of the receipt of the disclosure or from becoming aware of such information.

**c) Disclosure by other connected persons:**

- (i) The Compliance Officer may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of TFPL, as and when it is deemed fit in order to monitor compliance with this Code in the prescribed **Form D**.

**d) Reporting to the Board and Maintenance of Disclosures:**

- (i) The Compliance Officer shall place before the Chairman of the Audit Committee on a quarterly basis, details of trading in TFPL Securities by the Designated Persons and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged under this code;
- (ii) The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of five years;
- (iii) The Secretarial Section shall acknowledge receipt of the declaration form received.

**14. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S):**

- a)** Within 2 days of the receipt of intimation under Clause 13(b)(i), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- b)** The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

**15. DISSEMINATION OF PRICE SENSITIVE INFORMATION:**

- a)* No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- b)* Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

**16. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:**

- a)* Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- b)* Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- c)* Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- d)* The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

\*\*\*\*\*

**ANNEXURE 1**  
**SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To,  
The Compliance Officer,  
**TRICOM FRUIT PRODUCTS LIMITED,**  
Mumbai

Dear Sir/Madam,

**Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No. / DP ID / Client ID No.)		
5.	The proposal is for		(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Price at which the transaction is proposed		
9.	Current market price (as on date of application)		
10.	Whether the proposed transaction will be through stock exchange or off-market deal		
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited		

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,  
\_\_\_\_\_  
(Signature of Employee)

**ANNEXURE 2**

**FORMAT OF UNDERTAKING ACCOMPANYING THE APPLICATION FOR PRE-CLEARANCE**

**UNDERTAKING**

To,  
**TRICOM FRUIT PRODUCTS LIMITED,**  
Mumbai

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_ \* shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Signature: \_\_\_\_\_

Date : \_\_\_\_\_

\* Indicate number of shares

**ANNEXURE 3**

**FORMAT FOR PRE- CLEARANCE ORDER**

To,

Name : \_\_\_\_\_

Designation : \_\_\_\_\_

Dear \_\_\_\_\_,

**Sub.: Pre-Clearance approval**

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the prescribed format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary within 2 days from the date of expiry of the approval.

Yours faithfully,

For **TRICOM FRUIT PRODUCTS LIMITED**

**COMPLIANCE OFFICER**

Date: \_\_\_\_\_

**FORM A**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company : \_\_\_\_\_

ISIN of the company : \_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/ DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

Signature : \_\_\_\_\_

Designation : \_\_\_\_\_

Date : \_\_\_\_\_

Place : \_\_\_\_\_

**FORM B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of the company : \_\_\_\_\_

ISIN of the company : \_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/KMP /Directors/ immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	5	6		7	

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

Signature : \_\_\_\_\_

Designation : \_\_\_\_\_

Date : \_\_\_\_\_

Place : \_\_\_\_\_

**FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2)]**

Name of the company : \_\_\_\_\_

ISIN of the company : \_\_\_\_\_

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the securities were executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	

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

Signature : \_\_\_\_\_

Designation : \_\_\_\_\_

Date : \_\_\_\_\_

Place : \_\_\_\_\_

**Form D (Indicative format)**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase /public/rights/preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell			
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	

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

Signature : \_\_\_\_\_

Designation : \_\_\_\_\_

Date : \_\_\_\_\_

Place : \_\_\_\_\_