

**CODE OF CONDUCT FOR THE DIRECTORS AND SENIOR
MANAGEMENT**

PURETROP FRUITS LIMITED (formely known as
Freshtrop Fruits Limited)

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PURETROP FRUITS LIMITED

(formerly known as Freshtrop Fruits Limited)

CODE OF CONDUCT FOR THE DIRECTORS AND SENIOR MANAGEMENT

Applicability of the Code

This Code of conduct for the directors and senior management (Code) applies to

- 1) Board of Directors
- 2) Chief Financial Officer
- 3) Company Secretary
- 4) Senior Management of the company as defined in SEBI (LODR) Regulations, 2015
- 5) Directors and Officers of Puretrop Fruits Limited.

Guidelines For Conduct

Every Director and Senior Management personnel of the Company must act honestly, fairly, ethically, and responsibly. They should be loyal to the Company and act with integrity and in good faith. Each director and member of senior management team of the Company should seek to use due care in the performance of his/her duties in the best interests of the company as a whole. They should act with competence and diligence, without allowing their independent judgment to be subordinated. Every member of Board of Directors and Senior Management Team of the Company has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and of the principles of this Code.

Every member of Board of Directors of the Company should

- Use reasonable efforts to attend Board and Committee meetings regularly.
- Dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision-making by reviewing in advance any materials distributed and making reasonable inquiries.
- Act in the best interests of, and fulfil their fiduciary obligations to Company's shareholders.
- Disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the Director has or may have a conflict of interest.
- Make available to and share with fellow Directors information as may be appropriate to ensure proper conduct and sound operation of the Company and its Board of Directors.
- A Director who has a material personal interest in a matter should notify the other Directors of the interest and must not vote on the matter.
- A Director must bring an open and independent mind to Board or Committee meetings and should not make a decision about a matter before attending and participating in the deliberations of the meeting.
- While Directors must treat each other with courtesy and observe the other rules in this Code, Directors should be able to engage in vigorous debate on matters of principle.
- Where a decision is not unanimous, a dissenting Director may disclose the fact that he/she dissented.

Every member of Board of Directors of the Company and Senior Management of the Company should

- Seek to comply with all Corporate Policies.



- Conduct themselves in a professional, courteous and respectful manner.
- Comply with all applicable laws, rules and regulations.
- Act in a manner to enhance and maintain the reputation of the Company.
- Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service except when authorized or legally required to disclose such information.
- Not use confidential information acquired in the course of their service for their personal advantage.

Corporate Business Opportunities

A corporate business opportunity is an opportunity in the Company's line of business or proposed expansion or diversification, which the Company is financially able to undertake and which may be of interest to the Company.

A director or member of senior management of the Company, who learns of such a corporate business opportunity and who wishes to participate in it should disclose the opportunity to the Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in the opportunity, then, and only then, may the director or member of senior management of the Company participate in it, provided that the director/member of senior management of the Company has not wrongfully utilized the Company's resources in order to acquire the opportunity.

Directors/members of senior management of the Company owe a duty to the Company to advance the Company's interests when the opportunity to do so arises. Directors/members of senior management of the Company may not: (a) take for themselves opportunities that are discovered through the use of Company property or information or through the director's position; (b) use the Company's property or information or the director's position for personal gain; or (c) compete with the Company, directly or indirectly, for business opportunities that the Company is pursuing.

Conflicts Of Interest

Directors and members of senior management of the Company are expected to dedicate their best efforts to advancing the Company's interests and to make decisions that affect the Company based on the Company's best interests and independent of outside influences.

A conflict of interest occurs when a director's/member's of senior management team private interest interferes in any way, or even appears to interfere, with the interest of the Company as a whole.

Directors and members of senior management of the Company should avoid conflicts of interest with the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company shall be disclosed promptly to the Chairman of the Board.

Confidentiality of information

All Directors and Officers must maintain the confidentiality of confidential information entrusted to them by the company. The use of such information for his or her own advantage or profit is prohibited. Such information shall not be disclosed to any third party, except when the company authorizes disclosure or when such disclosure is needed under any legal requirement.

Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed.



Acceptance of Gifts

Directors and members of senior management of the Company and their immediate families may not accept gifts from persons or firms who deal with the Company where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest

Company property

Directors and members of senior management have a responsibility to safeguard and properly use Company assets and resources, as well as assets of other organizations that have been entrusted to the Company. Except as specifically authorized, Company assets, including Company equipment, materials, resources and proprietary information, must be used for Company business purposes only.

Fair dealing

Directors and members of senior management should deal fairly with the Company's Customers, Suppliers, Competitors and Employees.

Compliance with laws and regulations

The Directors and members of senior management are committed to comply with all those acts, rules and regulations that govern the conduct of Company.

Insider Trading

Non-public information, which may influence the market price of the company shares, shall be kept in strict confidence until publicly released in accordance with applicable legal requirements and stock exchange regulations. The Directors and Officers shall not derive personal benefit or assist others to derive benefit from the access to and possession of information about the company not in public domain and which can constitute insider information.

The company is committed in complying with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Directors and Officers shall refer to the Policy on Insider Trading issued by the company in this regard for further information on pre-clearance of securities, reporting of securities and matters concerning dealing in securities of the company to reduce the risk or appearance of insider trading.

Actions for violation of the code

Suspected violations of this Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations would be appropriately investigated.

The company will take appropriate action including disciplinary actions against any Officer. Disciplinary actions may include immediate termination of employment or business relationship at the company's sole discretion. Where the company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. The Board of Directors are empowered to give waiver of the conditions of the code in special circumstances.



Disclosure

The members of the Board and the senior management personnel shall affirm the compliance with the code on annual basis i.e. as on 31st March every year. Such affirmation should be made available to the Compliance officer from the close of each of the financial year. In case of an officer leaving the organization at any point of time during the year, he shall give such affirmation at the time of leaving.

Amendments to the code

The company is committed to continuously reviewing and updating the policies and procedures from time to time and accordingly, this Code can be modified, amended or waived of any of the provisions thereof. However, any such modification, alteration, replacement or waiver may be affected only by way of passing a resolution at the meeting of the Board of Directors of the Company and the details of the same shall be put on the website immediately upon such amendment.

