CODE OF CONDUCT OF AGRO TECH FOODS LIMITED - INSIDER TRADING

(Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015)

A. PREAMBLE:

The Securities and Exchange Board of India (**SEBI**) issued the SEBI (Prohibition of Insider Trading) Regulation, 1992, and the said regulations are being repealed by SEBI and new SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "**Insider Trading Regulations**") have been formulated vide notification dated January 15, 2015.

The Insider Trading Regulations, *inter-alia*, prohibits Insiders from communicating, providing, or allowing access to any Unpublished Price Sensitive Information, relating to the Company or Securities listed or Trading in Securities, to any person including other Insiders,except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligationsand to prevent misuse of such Unpublished Price Sensitive Information and further to monitor Trading done by such persons/entities.

In pursuance of the 1992 Regulations, the Statement of Policies and Procedures for Prevention of Insider Trading was notified by the Company ("**subsisting code**") which is currently applicable.

In light of the new Insider Trading Regulations, the subsisting code has been revised by the Board in their meeting held on 17th April, 2015 by approving this Code ("**Code**").

B. EFFECTIVE DATE:

This Code shall become effective from May 15, 2015 being the 120th day from January 15, 2015 i.e. the date of notification of the new Insider Trading Regulations. This Code shall be valid until further revised or cancelled or replaced.

The subsisting code shall remain operative till May 14, 2015.

This Code is being formulated to align the Company's subsisting code with the Insider Trading Regulations. Accordingly, declarations/undertakings/reports etc. already made under the subsisting code shall continue to apply and remain valid under this Code and shall continue to be operative in accordance with the terms of this Code to the extent not inconsistent with this Code.

C. SALIENT DEFINITIONS:

Any terms used herein which are not defined in this Code shall have the meaning ascribed to them in the Insider Trading Regulations / Companies Act, 2013/SEBI Act, 1992, as amended from time to time.

The salient terms/definitions used in this Code are provided below:

1.1 <u>Unpublished Price Sensitive Information</u>

Under the Insider Trading Regulations, "Unpublished Price Sensitive Information" means any information, relating to a company or its Securities, directly or indirectly, that is not generally available which upon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:

a. financial results;
b. dividends;
c. change in capital structure;
d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
e. changes in key managerial personnel; and
f. material events in accordance with the listing agreement.

1.2 **Insider**

'Insider' means any person who is:

i. a Connected Person; or
ii. in possession of or having access to Unpublished Price Sensitive Information.

For the purposes of this Code it is clarified that the term Insider includes directors/employees of the Company and anyone else who is a Connected Person or in possession of or having access to Unpublished Price Sensitive Information in respect of Securities of the Company.

1.3 **Connected Person**

Connected Person means:

(i) any person who is or has during the 6 months prior to the concerned act 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 ; or
(b). a holding company or associate company or subsidiary company; or
(c). an intermediary as specified in Section 12 of the SEBI Act, 1992 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 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 SEBI; 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 a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest.

1.4 **Immediate Relative**

Immediate Relative means a spouse of a person and includes parents, siblings and child of such persons 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.

1.5 **Trading**

Trading means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in Securities, and "trade" shall be construed accordingly.

1.6 **Securities**

The term 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.

D. DETAILS:

Keeping in view Schedules A and B of the Insider Trading Regulations, the following two parts (enclosed) shall apply:

PART I: Code of conduct to regulate, monitor and report Trading by Insiders - formulated to align with Schedule B of Insider Trading Regulations.

PART II: Code of practices and procedures for fair disclosure of unpublished price sensitive information- formulated to align with Schedule A of Insider Trading Regulations.

E. PENALTIES FOR CONTRAVENTION OF THE CODE:

a. Any employee/Designated Person, who trades either himself or through his Connected Persons, trades in Securities or communicates any information for Trading in Securities, in contravention of the Code or who violates the provisions of the Code may be penalized and appropriate action may be taken by the Company. Further, for violation of the Code, they shall also be subject to disciplinary action by the Board which may include wage freeze, suspension, ineligibility for future participation in employees stock option plans, etc.

b. If any person violates provisions of this Code/Insider Trading Regulations, he/she shall be liable for appropriate action under sections 11, 11B, 11D, chapter VIA and section 24 of the SEBI Act, 1992.

c. 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, as amended from time to time.

d. In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be promptly informed by the Company.

F. OVERRIDING EFFECT:

Anyamendment in the Insider Trading Regulations shall become automatically applicable to this Code and shall have an overriding effect to the extent the same may be applicable to a particular provision in the Code. Pursuant to such amendment, the Compliance Officer shall carry out the necessary changes to this Code, as may be required.

PART I

CODE OF CONDUCT TO REGUALTE, MONITOR AND REPORT TRADING BY INSIDERS

(Pursuant to Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015)

1. Compliance Officer

1.1 The Secretary of the Company has been designated as the Compliance Officer to the Stock Exchanges and SEBI and he shall report to the Board of the Company and in particular, shall provide reports to the Chairman of the Audit Committee at such frequency as may be stipulated by the Board.

1.2 The Compliance Officer shall be responsible for administering the Code and 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 the Insider Trading Regulations under the overall supervision of the Board.

1.3 The following employees and any Connected Persons designated on the basis of their functional role ("**Designated Persons**") in the organisation and shall be governed by this Code which governs dealing in Securities. In addition to the Connected Persons, the Board has, in consultation with the Compliance Officer, specified the following persons to be considered as Designated Persons:

a) All directors on the board of directors of the Company;
b) President/Chief Executive Officer and Officer(s) of the Company;
c) All employees of the Company in the level B17 and above; and
d) Any employee in Finance, Information Systems, Legal or Secretarial Department of the Company.

1.4 The Compliance Officer shall confidentially maintain the following:

a) a record of the Designated Persons and any changes made in the list of Designated Persons; and
b) a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades;

1.5 The Compliance Officer shall assist all the employees in addressing any clarificationsregarding the Insider Trading Regulations and the Code.

1.6 Notwithstanding the duties of the Compliance Officer under this Code, all the employees and Designated Persons are advised to familiarize themselves with any changes to Insider Trading Regulations from time to time. The Compliance Officer shall endeavor to communicate the changes in the Insider Trading Regulations to the employees and directors at the earliest.

2. Preservation of Unpublished Price Sensitive Information:

2.1 All employees/Designated Personsshall maintain the confidentiality ofall Unpublished Price Sensitive Information. No employee/Designated Personshall directly or indirectly tip UnpublishedPrice Sensitive Information to anyone while in possession of such information and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company. In all internal procedures and processes strict chinese walls shall be observed by all concerned in internal dealings or otherwise, and in the event any employee/Designated Person needs to cross the chinese wall, prior permission of the Compliance Officer shall be obtained in writing for the specific purpose by approaching the Compliance Officer directly.

2.2 Insiders have independent fiduciary duties to the Company and its stockholders not to trade on Unpublished Price Sensitive Information relating to the Company's Securities. All employees/Designated Persons of the Company should consider themselves Insiders with respect to Unpublished Price Sensitive

Information about the business, activities and Securities of the Company. The employees/Designated Persons should not trade in the Securities of the Company while in possession of Unpublished Price Sensitive Information relating to the Company nor tip such information to others.

2.3 It should be noted that Trading by the Immediate Relative(s) of the employees/Designated Persons can be the responsibility of such employees/Designated Persons under certain circumstances and could give rise to legal and Company-imposed sanctions.

Insiders may be liable for communicating or tipping Unpublished Price Sensitive Information to a third party ("**Tippee**"), and insider trading violations are not limited to Trading or tipping by Insiders. Persons other than Insiders also can be liable for insider trading, including Tippees who trade on Unpublished Price Sensitive Information tipped to them or individuals who trade on Unpublished Price Sensitive Information which has been misappropriated.

Tippees inherit an Insider's duties and are liable for Trading on Unpublished Price Sensitive Information illegally tipped to them by an Insider. Similarly, just as Insiders are liable for the insider trading of their Tippees, so are Tippees who pass the information along to others who trade. In other words, a Tippee's liability for insider trading is no different from that of an Insider. Tippees can obtain Unpublished Price Sensitive Information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings.

2.4 The Insider may prove his innocence by demonstrating the circumstances including the following : –

(i) the transaction is an off-market inter-se transfer between promoters who were in possession of the same Unpublished Price Sensitive Information without being in breach of Insider Trading Regulations and both parties had made a conscious and informed trade decision;

(ii) in the case of non-individual Insiders: –

(a) the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking Trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that the Insider TradingRegulations are not violated and no Unpublished Price Sensitive Information was communicated by the individuals possessing the information to the individualstaking Trading decisions and there is no evidence of such arrangements having been breached.

(iii) the trades were pursuant to a Trading plan set up in accordance with the Insider Trading Regulations/ this Code.

In the case of Connected Persons the onus of establishing, that they were not in possession of Unpublished Price Sensitive Information, shall be on such Connected Persons.

2.5 In addition to the above:

(i) No Insider shall communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to the Company or its Securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(ii) No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to the Company or its Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

2.6 The Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

(i) entail an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**"), as amended from time to time, where the Board is of informed opinion that the proposed transaction is in the best interests of the Company.

(ii) not attract the obligation to make an open offer under the SEBI Takeover Regulations but where the Board 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 2 trading days prior to the proposed transaction being effected in such form as the Board may determine.

For the above purpose, the Board 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 purpose of this clause and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

2.7 All Files containing confidential information shall be kept secure and in custody of officer responsible for maintaining such files. Computer files musthave adequate security of login and password etc., and the same should be kept under the custody of such officer.

3. Trading Plan

3.1 An Insider shall formulate a Trading plan and submit 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.

3.2 Such Trading plan shall:

(i) not entail commencement of Trading on behalf of the Insider earlier than 6 months from the public disclosure of such plan;

(ii) not entail Trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the 2nd trading day after the disclosure of such financial results;

(iii) entail Trading for a period of not less than 12 months;

(iv) not entail overlap of any period for which another Trading plan is already in existence;

(v) 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

(vi) not entail Trading in Securities for market abuse.

3.3 The Compliance Officer shall review the Trading plan to assess whether the plan would have any potential for violation of this Code and/or Insider Trading Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of such plan.

3.4 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. The implementation of the Trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of such plan has not become generally available at the time of the commencement of

implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information so as to avoid a violation of clause 2.4.

3.5 Upon approval of the Trading plan, the Compliance Officer shall notify such plan to the stock exchanges on which the Securities are listed.

4. Trading Window

4.1 All employees/Designated Personsshall be subject to Trading restrictionsenumerated below.

Employees/Designated Persons may execute trades subject to compliance with this Code. The Company shall specify a Trading period, to be called "**Trading Window**", for Trading in the Company's Securities. The Trading Window shall be closed during the time the UnpublishedPrice Sensitive Informationis unpublished. The time for commencement of closing and re-opening of Trading Window shall be decided by the Compliance Officer of the Company.

4.2 Additionally, employees/ Designated Persons and their Immediate Relatives shall purchase or sell any security of the Company during a valid Trading Window period and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the period when the Trading Window is closed or during any other period as may be specified by the Company from time to time.

4.3 The Trading Window shall be, *inter alia*, closed at the time of:-

a. Declaration of financial results;
b. Declaration of dividends;
c. Change in capital structure;
d. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
e. Changes in key managerial personnel; and
f. Material events in accordance with the listing agreement.

4.4 No employee/Designated Personsshall purchase or sell any type ofSecurityof the Company while in possession of UnpublishedPrice Sensitive Information relating to the Securitiesof the Company.

4.5 The Compliance Officer shall by advance notice to the employees/ directors prohibit Trading in the Company's Securities until 48 hours after any of the above Unpublished Price Sensitive Information relating to the Company becomes public.

4.6 The Trading Window restrictions 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.

4.7 In the case of ESOPs, exercise of option may be allowed in the period when the Trading Window is closed, under a trading plan. However, sale of Securities allotted on exercise of ESOPs in the market shall not be allowed when Tradingwindow is closed.

4.8 The Trading Window shall openon the 3rd (third)working day following the Company's publicannouncement of financial results (quarterly, half-yearly and annually) and earnings data prepared in accordance with Listing Agreements with the Indian Stock Exchanges or the declaration of dividend (whether interim or final) or such other instances of public disclosure of Unpublished Price Sensitive Information.

4.9 The Trading Window will remain open till the following periods:
a. till 30th June or ;
b. till 30th September or ;

c. till 31st December or ;
d. till 31st March

whichever is applicable or such other period(s) which the Compliance Officer shall notify in advance during which Unpublished Price Sensitive Information is not public. This is subject to change as per changes to the Listing Agreement by SEBI and/or stock exchanges.

5. Disclosure of Interest or holding by certain persons

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.

5.1 Initial Disclosures

5.1.1 Any person who is a promoter, key managerial personnel and director in the Company shall in addition to any disclosures made under the subsisting code, additionally disclose to the Compliance Officer in **Attachment-A(or such other form as may be specified)** his holding of Securities of the Company as on the date of this Code becoming effective (i.e. May 15, 2015), to the Company within 30 days (i.e. by June 15, 2015).

5.1.2 Any person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose to the Compliance Officer in **Attachment-B**his holding of Securities of the Company as on the date of such appointment or upon becoming a promoter, to the company within 7 days of such appointment or becoming a promoter.

5.2 Continual Disclosures

5.2.1 Any promoter, employee and director of the Company shall disclose to the to the Compliance Officer in **Attachment-C**, the number of such Securities acquired or disposed of within 2 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 lakhor such other value as may be specified.

5.2.2 The disclosure of the incremental transactions after any disclosure under clause 5.2 shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause 5.2.1.

5.3 Disclosureby other Connected Persons:

The Company may, at its discretion require any other connected person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the Company in **Annexure-D**on monthly basis or at such frequency as may be determined by the Company in order to monitor compliance with the Insider Trading Regulations.

5.4 Disclosure by Company to Stock Exchanges

The Compliance Officer, within 2 working days of receipt of the information under clause 5.2(Continual Disclosures), shall disclose the information so receivedto all stock exchanges on which the Company's Securities are listed, in the formats specified therein. The disclosures required under this clause may also be made through electronic filing in accordance with the system devised by the stock exchanges.

6. Pre Clearance of Trades

6.1 All Designated Persons and their Immediate Relatives who intend to deal in the Securities of the Company during the valid Trading Window, if the value of the Securities traded whether in one transaction or a series of transactions over any calendar quarter aggregates to a trade values in excess of Rs. 10 lakhs or such other value as may be specified or such thresholds as the Board may stipulate, should get pre-clearance of the transactions by the Compliance Officer as per the pre-dealing procedure described hereunder.

6.2 An application as per **Attachment-E** shall be made to the Compliance Officer indicating the estimated number of Securities that the Designated Person intends to deal in, for pre-clearance of the deals.

6.3 An undertaking as per **Attachment-F** shall be executed in favor of the Company by such Designated Persons.

6.4 No Designated Personshall 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.

6.5 All Designated Personsshall execute their order in respect of Securities of the Company within seven trading days after the approval for pre-clearance is given by the Compliance Officer. If the order is not executed within the notified time, after the approval is given, Designated Personsmust get a fresh pre-clearance of the transaction again.

6.6 All Designated Personswho buy or sell any number of Securities of the Company shall not enter into an opposite/contra transaction i.e., sell or buy any number of Securities during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the Securities of the Company at any time. Should a opposite/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 SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the SEBI Act, 1992.

6.7 In case of subscription in the primary market (follow-on public offer), the Designated Persons shall hold their investments for a minimum period of 30 (thirty) days. The holding period commences when the Securities are actually allotted.

6.8 The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Insider Trading Regulations. In case of sale of Securities under clause 6 is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard.

7. Reporting Requirements

7.1 AllDesignated Persons of the Company shall be required to forward following details of their Securities transactions including the statement of Connected Persons, Immediate Relativesto the Compliance Officer:

a) all holdings in Securities of that Company by Designated Persons at the time of joining the Company;
b) quarterly statement of any transactions in Securities of the Company and reporting the completion of trades where pre-clearance is required within 15 days of the transaction; and
c) annual statement of all holdings in Securities.

7.2 The Compliance Officer shall preserve all the records being maintained under this Code, for a minimum period of 5 (five) years in such form as may be specified.

7.3 The Compliance Officer shall place before the Board, on a monthly basis all the details of the dealing in the Securities by Designated Personsof the Company and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged under this Code.

8. Execution and Return of Certification of Compliance

AllDesignated Personsand all employees identified by the Company from time to time should execute and return to the Compliance Officer, the Certification of Compliance to the Code as per **Attachment-G**, whenever required.

PART II

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015)

The Company has the following obligations under the Insider Trading Regulations:

A. Prompt disclosure of Unpublished Price Sensitive Information

- The Company shall make prompt public disclosures of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

- The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

- The Company shall handle all Unpublished Price Sensitive Information on a need-to-know basis.

- Any amendment to this Code shall be promptly intimated to the Stock exchanges by the Compliance Officer.

B. Responding to market rumours:

- The Company shall appropriately and fairly respond to queries on news reports and requests for verification of market rumours by regulatory authorities.

- The official designated for corporate disclosure shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

C. Medium of disclosure/dissemination:

- The Company has designated a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

- The Company shall promptly disseminate Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

- The Company shall uniformly and universally disseminate Unpublished Price Sensitive Information to avoid selective disclosure.

- The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.

D. Prevention of misuse of the Unpublished Price Sensitive Information

In order to inter alia comply with the above the following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading. Every Designated Person and all employees of the Company are required to follow these procedures.

- **<u>Identifying Unpublished Price Sensitive Information</u>**

Prior to directly or indirectly Trading in any security of the Company, every Designated Person in

particular director and all employees are required to determine whether they are in possession of Unpublished Price Sensitive Information relating to such security. In making such assessment, the explanations of "Unpublished Price Sensitive Information" should be of assistance and the Company's Compliance Officer should be consulted in the event of any uncertainty. If after consulting the Compliance Officer, it is determined that such director or employee is in possession of Unpublished Price Sensitive Information, there shall be no Trading in such security.

- **Information Relating to the Company**

a. Access to Information

Access to Unpublished Price Sensitive Information about the Company, including information with respect to its business, earnings or prospects, should be limited to directors and employees of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances or to anyone within the Company on another than need to know basis.

In communicating UnpublishedPrice Sensitive Information to Employees of the Company, all directors and employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

b. Inquiries From Third Parties

i. Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Chief Executive Officer or Chief Financial Officer or another appropriate person designated by them.

ii. The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analysts etc. will be simultaneously made public at the earliest.

iii. In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives are present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.

iv. The Company will be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.

v. When the Company organizes meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live webcasting of analyst meets.

vi. During the period notified by the Compliance Officer when Trading is prohibited on account of UnpublishedPrice Sensitive Information not having become public, responding to inquiries from such third parties should be avoided.

- **Limitation on Access to the Company Information**

The following procedures are designed to maintain confidentiality with respect to the Company's business operations and activities.

a. All directors and employees should take all steps and precautions necessary to restrict access to, and secure, Unpublished Price Sensitive Information by, among other things:

- Maintaining the confidentiality of Company related transactions;

- Conducting their business and social activities so as not to risk inadvertent disclosure of confidential information. Review of confidential documents in public places should be conducted in a manner which prevents access by unauthorized persons;

- Restricting access to documents and files (including computer files) containing Unpublished Price Sensitive Information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);

- Promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;

- Properly disposing of all confidential documents and other papers, after there is no longer any business or other legally required need;

- Restricting access to areas likely to contain confidential documents orUnpublished Price Sensitive Information; and

- Avoiding the discussion of UnpublishedPrice Sensitive Information in places where the information could be overheard by others such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.

b. Personnel involved with Unpublished Price Sensitive Information, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

Attachment-A

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:

Attachment -B

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:

Attachment -C

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 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

Attachment-D

Form D

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		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 Debent	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentu	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.*

Name:

Signature:

Date:

Place:

Attachment-E

APPLICATION FOR PRE-CLEARANCE

(As required under Clause 6.2 of the Code of Conduct of the Company – Insider Trading)

The Company Secretary,
Agro Tech Foods Limited
31,Sarojini Devi Road
Secunderabad – 500 003.

Dear Sir,

Sub: Request for pre-clearance for Trading in Securities of the Company.

In pursuance of the procedure laid down for the dealing in Securities of the Company, I hereby submit the following for your clearance.

1)	Name of the Employee	
2)	Employee No.	
3)	Designation and Location	
4)	Reason for sale/purchase	
5)	No. of Securities proposed to be sold/purchased in one transaction or a series of transaction over any calendar quarter	
6)	Class of Securities	Equity
7)	Depository Participant ID	
8)	Client ID	

Further, I enclose (have already executed) the Undertaking cum Indemnity Bond as envisaged in the Insider Trading Policy for your records. I confirm that I have read the Company's Insider Trading Code and am not in possession of Unpublished Price Sensitive Information relating to the Company when I am purchasing or selling the above Securities. The above is full and true disclosure in the matter. In the light of the above, please communicate your clearance to enable me to sell/purchase the Securities.

APPROVAL FOR PRE-CLEARANCE

Approval is hereby accorded for you to sell/purchase the Securities covered in your application above based on the declaration furnished therein by you and subject to the condition that the sale/purchase of the Securities would be completed on or before, failing which a fresh pre-clearance would need to be obtained by you, in accordance with the Policy of the Company.

Date:

Compliance Officer:

Attachment-F

UNDERTAKING CUM INDEMNITY BOND

(On a stamp paper of appropriate value)

(As required under Clause 6.3 of the Code of Conduct of the Company – Insider Trading)

This UNDERTAKING CUM INDEMNITY BOND is executed for Trading in Securities of Agro Tech Foods Limited during the valid Trading window.

By S/o / W/o / D/o residing at (hereinafter referred to as employee/Director)

In favor of

Agro Tech Foods Limited, a Company incorporated under the Companies Act,1956 and having its registered office at 31, Sarojini Devi Road, Secunderabad – 500 003. (hereinafterreferred to as the "**Company**").

WHEREAS the Company has, in terms of regulatory requirements, put in place a Codeprohibiting insider trading (hereinafter referred to as the "Code"),

AND WHEREAS, the Policy provides that the Designated Person / Director of the Company must comply with the pre-clearance procedure before dealing in any Securities of the Company.

NOW THIS UNDERTAKING CUM INDEMNITY BOND WITNESSETH AS UNDER:

1. I, _____ Employee No.(Employee/Director) of Agro Tech Foods Limited, do hereby undertake to adhere to the terms, conditions and restrictions contained in the Policy, as are currently in force.

2. I understand that any misrepresentation and/or false undertaking given herein may attract penalties as laid down under the Policy.

3. That, I do not have access to, or have not had access to UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) by virtue of my position or connection in the Company or otherwise, up to the time of signing this Undertaking cum Indemnity Bond.

4. That, I shall obtain the pre-clearance of the Compliance Officer, before dealing in the Securities of the Company.

5. That, I will only sell/purchase the Securities of the Company for the reasons as mentioned in the application and will not buy/sell the Securities of the Company during the period Trading is prohibited.

6. That, in case I have access to or receive or am in possession of UPSI after the signing of the Undertaking cum Indemnity Bond but before the execution of the transaction, I shall inform the Compliance Officer and that I would completely refrain from dealing in the Securities of the Company until 24 hours after such information becomes public.

7. That, I have not contravened the rules and other provisions contained in the Policy currently inforce.

8. That, I have made full and true disclosure in the matter.

9. That, I hereby indemnify the Company as below.

   a) To hold the Company faultless in the event of any investigation against me for insider trading by any regulatory authority.

   b) To make good to the Company all economic losses, fines or penalty if any, imposed on the Company as a result of any investigation by any regulatory authority / authorities into any of the transactions entered into by me in dealing with the Securities of the Company.

   c) To compensate the Company for and towards all legal expenses incurred in defending itself in such investigations, including advocates" fees.

10. That, I shall be liable for punitive action and/or Company imposed sanctions for contravention of the Policy apart from any action that may be taken against me by any regulatory authorities if it is proved that I have violated the amended SEBI (Prohibition of Insider Trading) Regulations, 1992.

11. That, I shall be bound by the laws of India, in respect of this Undertaking cum Indemnity Bond and shall be subject to the jurisdiction of the Courts at Secunderabad only.

IN WITNESS WHEREOF THIS UNDERTAKING CUM INDEMNITY BOND HAS BEEN EXECUTED ON THIS DATE OF_____AND AT _____

Attachment-G

CERTIFICATION OF COMPLIANCE

(As required under Clause 8 of the Code of Conduct of the Company – Insider Trading)

The Company Secretary,
Agro Tech Foods Limited,
31, Sarojini Devi Road
Secunderabad – 500 003.

RE: STATEMENT OF POLICIES AND PROCEDURES OF AGRO TECH FOODS LIMITED GOVERNING PRICE SENSITIVE, NONPUBLIC INFORMATION AND PROHIBITING INSIDER TRADING

I have received, read, and understood the above-referenced Statement of Policies and Procedures and hereby undertake, as a condition to my present and continued affiliation with Agro Tech Foods Limited to comply fully with the policies and procedures contained therein.

_____ _____

SIGNATURE DATE

NAME: EMPLOYEE