

**THE GREAT EASTERN SHIPPING COMPANY LIMITED**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

**INTRODUCTION**

This Code of Business Conduct and Ethics ("the Code") is in line with the Company's philosophy on Code of Governance, which is based on openness, credibility and accountability, which is an essence for the Company's long term success.

This Code provides the ethical guidelines and expectations for conducting business on behalf of the Company and summarises the standards that must guide actions. This Code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability.

Our commitment to the highest level of ethical conduct should be reflected in all of the Company's business activities including, but not limited to, relationships with officers, customers, suppliers, creditors, competitors, the government, the public, the shareholders and any other stakeholders. We should recognize that our actions are the foundation of our reputation and adhering to this Code and applicable law is imperative.

It is understood that some words and phrases in this Code are subject to varying interpretations and that any ethical principle may conflict with other ethical principles in specific situations. Questions related to ethical conflicts can best be answered by thoughtful consideration of fundamental principles. In case of conflict and questions arising/relating to interpretations, the decision of the Executive Directors and the Compliance Officer shall be final.

**A. APPLICABILITY**

This Code applies to all employees including the floating staff. It also applies to individuals who serve the Company on contract, sub-contract, retainer, consultant or any such basis. This Code will not apply to Directors and members of Senior Management who are governed by a separate code.

The Company Secretary will be the Compliance Officer for the purposes of this Code.

All employees must conduct themselves according to the letter and spirit of this Code. Every employee must not only comply with applicable laws, rules and regulations but should also promote honest and ethical conduct of the business.

This Code is intended to establish and clarify the standards of behavior in the organization. However, no Code can cover all situations that an employee may encounter. Thus the following principles need to be utilized where specific rules cannot be established:

- a. Decisions made and actions taken by an employee must be consistent with Company values and Company objectives
- b. The Company is focused on delivering long term value to its' employees, stakeholders and society. It is expected that all employees will do what is right to support the long term goals of the Company

- c. The Company competes to win but only within the framework of integrity, transparency and compliance with all applicable laws and regulations
- d. If an employee is ever in doubt about a decision, it should be escalated to a his/her Head of Department for broader consideration
- e. Should an employee see a deviation from the above principles, it is expected of the employee to utilize appropriate channels to report the violation

**B. DUTIES AND OBLIGATIONS UNDER THE CODE:**

**1) HONEST AND ETHICAL CONDUCT**

An employee shall, at all time:

- a) act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct while working on the Company's premises, on Company's vessels, at offsite locations where the Company's business is being conducted, at Company sponsored business and social events, or any other place where the employee is representing the Company;
- b) act and conduct themselves that is free from fraud and deception;
- c) conform to the best-accepted professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- d) maintain independence and impartiality in discharging responsibilities in the Company;
- e) do nothing, which is unbecoming of his/her conduct as an employee of the Company;
- f) not commit any act which is illegal or considered unethical or induce his/her colleagues and/or subordinates to do so.
- g) abide by all service rules framed by the HR Department and various codes and policies framed by the Company from time to time.
- h) not possess, consume or distribute prohibited drugs or substances whether at the workplace or otherwise.
- i) follow the applicable safety norms.

## **2) CORPORATE OPPORTUNITIES**

All employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees are expressly prohibited from:

- a) taking for themselves personally, opportunities that emanate through the use of Company's property, information, or position;
- b) competing with the business of the Company or with any business that the Company is considering.
- c) promoting or allowing the above through family members or relatives without express written approval from the Compliance Officer.

## **3) CONFLICTS OF INTEREST**

All decisions and actions in the course of your employment with the Company should be based on what is in the best interests of the Company and not on personal relationships or benefits. Each of us has a responsibility to the Company and its stakeholders. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that we avoid situations where a conflict of interest might occur or appear to occur and our ability to exercise independent judgment in the Company's best interest is compromised. The Company is subject to scrutiny from many different individuals and organizations. We should always strive to avoid even the appearance of impropriety.

- a) All employees should avoid situations that present a potential or actual conflict between their interest and the interest of the Company and not enter into situations, which affects ability to exercise sound judgement and is likely to lead to conflict of interest.

Personal involvement with a competitor, supplier, customers or their employees which impairs an employee's ability to exercise good judgement on behalf of the Company, creates an actual or potential conflict of interest.

Dating or physical relationship between employees which negatively impacts workplace environment, also creates an actual or potential conflict of interest.

- b) Conflict of Interest when occurs:
  - i. A "conflict of interest" occurs when an employee's private interest interferes in any way, or even appears to interfere, with the interest of the Company, including its subsidiaries and affiliates.
  - ii. A conflict of interest can arise when an employee takes an action or has an interest that may make it difficult for him to perform his or her work objectively and effectively.
  - iii. Conflicts of interest may also arise when an employee receives improper personal benefits (which includes physical relationships) as a result of the Officer's position in the Company.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations, which may constitute a conflict of interest:

- a. Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company.
- b. The receipt of gifts above INR 10,000/- or any favours or excessive entertainment from any person/company with which the Company has current or prospective business dealings.
- c. Any ownership interest in any supplier, customer, development partner or competitor of the Company.
- d. Any direct or indirect, consulting or employment relationship, with any supplier, customer, business associate or competitor of the Company.
- e. Competing with the Company for the purchase or sale of property, products, services or other interests.
- f. Directing business to an entity owned or managed by, or which employs, a relative or friend or batchmate:

Batchmate will include classmate or someone who was in the same year in the same school, college or institute as the Employee concerned.

Where any business deal is being discussed with any such entity, the employee concerned should refrain from participating in decision making process, unless he has made complete prior disclosure.

- g. Unauthorized use or disclosure of information about our customers or business partners for personal advantage
- h. Outside Employment- In consideration of the employment with the Company, employees are expected to devote their full attention to the business interests of the Company. Employees are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company. Employees are prohibited from accepting simultaneous employment, contractual, part time or otherwise, with any other company or business entity. Employees are also prohibited from taking part in any activity that enhances or supports a competitor's position. This prohibition includes performing services as a director, employee, agent or contractor for a customer, supplier or any other entity that has a business relationship with the Company, except as approved by the Company.
- i. Dating or physical relationship between employees whether having a direct or indirect reporting relationship or otherwise with each other.

The employees should be scrupulous in avoiding 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Compliance Officer who will report the same to the Executive Directors. Prior written approval should be obtained in all such cases. Failure to disclose facts shall constitute grounds for disciplinary action, upto and including termination.

#### **4) FAIR DEALING**

- a) Employees should endeavour to deal fairly with customers, suppliers, competitors, the public and one another at all times and in accordance with ethical business practices.
- b) They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair practices.
- c) They should not restrict the freedom of choice and free competition in any manner while designing, promoting and selling the services of the Company.
- d) No payment in any form shall be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or obtaining any other favourable action.
- e) Occasional business gifts to and entertainment of non-employees in connection with business discussions or the development of business relationships are generally deemed appropriate in the conduct of the Company's business.
- f) Employees generally may accept unsolicited gifts or other business courtesies provided they are not of material value and are not given with the purpose of influencing one's judgment. It is never appropriate to solicit gifts or other courtesies directly or indirectly. If an employee is offered a gift of more than INR 10,000/-or other business courtesy of material value from an individual, firm, or representative of a firm who has or seeks a business relationship with the Company, the employee must demonstrate that the gift could not be construed as an attempt by the offering party to secure favorable treatment. Additionally, the employee must obtain written approval from the Compliance Officer. Gifts or entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be accepted. Employees are advised not to accept gifts of cash or cash equivalents.
- g) All employees shall ensure that he/she, any of their relatives or any firm, company or association in which the relative is associated in any significant role, shall not enter into any transaction with the Company.

Relatives shall include:

Members of HUF, Spouse, Father (including step-father), Mother (including step-mother), Son (including step-son), Son's wife, Daughter, Daughter's husband, Brother (including step-brother), Sister (including step-sister).

If such a related party transaction is unavoidable, they must fully disclose the nature of the related party transaction to the Compliance Officer for consideration and take prior permission. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to that party.

- h) Employees dealing with vendors/suppliers, shall ensure that all vendors/suppliers are made aware of the Vendor Code of Conduct of the Company which lays down the Company's Code of Conduct principles as regards ethical standards and

adherence to all applicable laws by the vendor/supplier. Employees shall ensure that all vendors/suppliers understand and sign the Company's Vendors Code of Conduct. In the event any vendor/supplier has any reservations with the Code of Conduct, the employee shall escalate it to his/her Head of Department for consideration and given the facts and circumstances of the case, the Company (Executive Directors in consultation with the Compliance Officer) may decide whether or not to deal with such vendor/supplier.

## **5) TRADING ON INSIDE INFORMATION**

- a) In the normal course of business, employees may become aware of significant, price sensitive information. This information is the property of the Company. Using non-public information to trade in securities, or providing a family member, friend or any other person with a "tip" is illegal. All non-public information should be considered inside information and should never be used for personal gain.
- b) Employees should comply with the Company's Insider Trading Code, follow the pre-clearance procedures for trading and trade only when the trading window is open. Insider trading rules are strictly enforced, even in instances when the financial transactions seem small. Employees are expected to read the Company's Insider Trading Code carefully, paying particular attention to the specific policies and the potential criminal and civil liability and/or disciplinary action for insider trading violations.

## **6) ANTI-CORRUPTION**

The Company conducts its business free from the influence of corruption and bribery. Employees are expected to be aware of and follow anti- corruption, anti-money laundering and anti- bribery laws including but not limited to Foreign Corrupt Practices Act of 1977 (FCPA), United Kingdom Bribery Act 2010 (UKBA), Prevention of Corruption Act, 1988 etc, which prohibit bribery to public and private officials. Employees must be careful to avoid even the appearance of offering or accepting an improper payment, bribe or kickback. Control over third parties who are acting on behalf of the Company is important. Employees must exercise due diligence to ensure that their reputation, background and abilities are appropriate and meet the Company's ethical standards. We must never do anything through a third party that we are not allowed to do ourselves.

## **7) PROTECTION OF CONFIDENTIAL PROPRIETARY INFORMATION**

Confidential proprietary information generated and gathered in our business is a valuable asset. Protecting this information plays a vital role in our continued growth and ability to compete, and all proprietary information should be maintained in strict confidence, except when disclosure is authorised by the Company or required by law. This obligation also extends to confidential information of third parties, which the Company has rightfully received under Non- Disclosure Agreements.

Proprietary information includes all non-public information that might be useful to competitors or that could be harmful to the Company or its customers if disclosed. Unauthorised use or distribution of proprietary information violates the Company's

policy and could be illegal. Such use or distribution could expose the Company to legal problems. Hence, Employees dealing with such matters have to be extremely vigilant and careful.

Employees are also prohibited from transferring proprietary information to personal drives or email ids.

Any instance of leakage, loss, theft or destruction of any confidential proprietary information should be promptly reported to the Compliance Officer.

### **Handling Confidential Information of Others**

The Company has many kinds of business relationships with many companies and individuals. Every employee must maintain the confidentiality of information entrusted to them by the Company or by its' customers, suppliers or vendors, except when disclosure is expressly authorized or legally required. Once a third party's Confidential information has been disclosed to the Company, employees have an obligation to abide by the terms of the relevant non-disclosure agreement and limit its use for the specific purpose for which it was disclosed. In case of loss, theft or destruction of any confidential information or Intellectual property and data of the Company or that of any third party should promptly report to the Compliance Officer.

## **8) ACCURACY OF BUSINESS RECORDS**

Honest and accurate recording of information is extremely important. Stakeholders count on the Company to provide accurate information about itself and its' affiliates and to make responsible business decisions based on reliable records. Appropriate members of management must properly authorize all payments and transactions. All financial books, records and accounts must be correctly maintained to accurately reflect transactions and events, and conform both to generally accepted accounting principles and to the Company's system of internal controls. Undisclosed or unrecorded funds or assets are not allowed. No entry may be made that intentionally hides or disguises the true nature of any transaction.

Almost all business records may become subject to public disclosure in the course of litigation or governmental investigations. Records are also often obtained by outside parties or the media. Employees should therefore attempt to be as clear, concise, truthful and accurate as possible while disseminating any information. Avoid exaggeration, colorful language, guesswork, legal conclusions, and derogatory characterizations of people and their motives.

All covered personnel shall maintain business records including email communications and files in the computer systems. Deletion/destruction of documents (physical and electronic copies), email correspondences etc are strictly prohibited. Any transfer or deletion of data from computers should comply with the IT policy of the company.

## **9) PAYMENT PRACTICES**

### **a) Accounting Practices**

The Company's responsibilities to its stakeholders and the investing public require that all transactions be fully and accurately recorded in the Company's books and

records in compliance with all applicable laws. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate Company policy and the law. Any willful material misrepresentation of and/or misinformation of the financial accounts and reports shall be regarded as a violation of the Code apart from inviting appropriate civil or criminal action under the relevant laws.

**b) Political Contributions**

The Company reserves the right to communicate its position on important issues to elected representatives and other government officials. It is the Company's policy to comply fully with all central, local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. The Company's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior approval of the Board of Directors.

**c) Prohibition of Inducements**

Under no circumstances may any employee make payment, promises to pay, or issue authorization to pay any money, gift, or anything of value to customers, vendors, consultants, government employees, etc. that is perceived as intended, directly or indirectly, to improperly induce any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud.

**10) POLITICAL INVOLVEMENT/LOBBYING**

The Company respects the rights of employees who voluntarily participate in the political process. However, due to complex requirements, there are specific guidelines that must be followed before campaigning for and holding public office. Employees must always make it clear that their views and actions are their own and not those of the Company and employees must never use Company resources to support their personal choice of political parties, causes or candidates. Employees cannot commit the Company to any corporate political spending, donating products, services, transportation, etc.

Employees shall not pressure another employee, customer, vendor to contribute to, support or oppose any political group or candidate. Any employee campaigning for political office must not create or appear to create a conflict of their duties to the Company.

**11) COMMUNICATING WITH THE PUBLIC**

The Company is committed to transparency in its disclosures and public communications. If an employee receives an inquiry regarding the Company's activities, results, plans or its' position on public issues and is not specifically authorized to respond, should refer the request to the Corporate Communications Department. No employee other than members of the Corporate Communications Department and selected persons who are authorized to speak for the Company should communicate any non-public information regarding the Company with media, analyst, investors or anyone outside the Company. It is critical that no one responds to any inquiries themselves because any inappropriate or inaccurate response, even a denial or disclaimer of information, may result in adverse publicity and could otherwise gravely

affect the Company's legal position.

If an employee becomes aware of any unauthorized employee contact with media or analysts, on record or off record basis, the employee must immediately inform the Compliance Officer of the same. Employees must notify and seek prior approval from the Compliance Officer for any such political activity which conflicts with the interest of the Company.

## **12) USE OF COMPANY'S ASSETS**

Protecting the Company's asset is a key responsibility of every employee. Care should be taken to ensure that assets are efficiently used and are not misappropriated, loaned to others or sold or donated without appropriate authorization. Employees are responsible for proper use of Company asset and must safeguard such asset against loss, damage, misuse or theft. Employees who violate any aspect of this policy or who demonstrate poor judgment in the manner in which they use any Company asset may be subject to disciplinary action upto and including termination of employment at the Company's sole discretion. Company assets should not be used for personal use nor should any other person be allowed to use Company assets. Any suspected incident of fraud or theft should be reported for investigation immediately to the Compliance Officer.

### **Computer and other Equipment**

The Company strives to furnish employees with the equipment necessary to perform duties efficiently and effectively. Employees must use the equipments responsibly and use it only for Company business purposes. If an equipment is used at home or at an offsite, precautions must be taken to protect it from theft or damage. Prior to leaving the services of the Company, all Company equipment must be immediately returned. While computers and other electronic devices are made accessible to employees to assist to perform their jobs and to promote the Company's interest, all such computers and electronic devices must remain fully accessible to the Company and to the maximum extent permitted by law, will be the sole and exclusive property of the Company.

Employees should not maintain any expectation of privacy with respect to information transmitted over, received by or stored in any electronic communications device owned, leased or operated in whole or in part by or on behalf of the Company. To the extent permitted by applicable law, the Company retains the right to gain access to any information received by, transmitted by or stored in any such electronic communications device by and through its employees at any time, either with or without the employee's knowledge, consent or approval.

### **Software**

All software used by the employees to conduct Company business must be appropriately licensed. It is prohibited to use illegal or unauthorized copies of software, whether in office, at home or on road since doing so may constitute copyright infringement and may expose the employee and the Company to potential civil and criminal liability. In addition, use of illegal or unauthorized copies of software, may subject the employee to disciplinary action upto and including termination.

## **Electronic Usage**

Employees must utilize electronic communication devices in a legal, ethical and appropriate manner. This policy addresses the Company's responsibilities and concerns regarding the fair and proper use of all electronic communications devices within the organisation including computers, e-mail, connections to internet, intranet video conferencing, facsimiles and telephones. Posting or discussing information concerning the Company's services or business on the internet without appropriate authority is prohibited.

### **13) COMPLIANCE WITH LAWS, RULES, AND REGULATIONS**

- a) Employees shall comply with all applicable laws, rules, and regulations.
- b) Employees who are unfamiliar or uncertain about the legal rules involving Company business conducted by him/her should consult the Compliance Officer before taking any action that may jeopardize the interest of the Company or that individual.
- c) The Company shall contribute to public finances by timely and complete payment of all applicable taxes in accordance with laws and regulations governing such payments.

### **14) HUMAN RIGHTS**

The Company recognizes the role of business enterprises as organs of society, required to respect human rights. The Company seeks to protect the human rights of all stakeholders impacted by its business, if any. Wherever it is observed that the Company is causing, contributing or otherwise linked to adverse human rights impacts, appropriate actions shall be taken for its prevention, mitigation and, where appropriate, remediation.

The Company also supports freedom of association and right to collective bargaining by its employees. The Company believes in creating equal opportunity workplace for them. The Company is against any form of forced or compulsory labour or child labour.

### **15) ADVOCACY POSITIONS**

Employees shall, when engaging in influencing public and regulatory policy, do so in a manner that is responsible and transparent. In case of matters having industry or broader implications and to the extent possible, policy advocacy shall be undertaken through trade and industry chambers and associations. The Company's policy advocacy positions should promote fair competition and respect for human rights.

## **C. COMPLIANCE WITH THE CODE**

All Employees are expected to comply with all the provisions of this Code. It is important for every officer to adhere to the principles expressed in this Code.

Every employee shall make a half yearly declaration affirming compliance with the Code to the Compliance Officer.

The Compliance Officer shall be responsible for the proper implementation of the Code.

#### **D. VIOLATION OF THE CODE**

- a) The Code will be strictly enforced and violations will be dealt with immediately, including subjecting persons to corrective and/or disciplinary action. Disciplinary action by the Company may include wage freeze, suspension, termination, recovery, etc.
- b) Violations of laws, regulations, rules and regulatory orders will subject the employees to individual criminal or civil liability, apart from disciplinary action by the Company.
- c) Such individual violations may also subject the Company to civil or criminal liability or the loss of business. The Company shall have the right to claim damages from the violating employee(s) and take disciplinary action which may include termination of employment at the Company's sole discretion.
- d) The corrective and/or disciplinary action under this Code shall be determined by the Compliance Officer in consultation with the Management.
- e) If any employee knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same in accordance with the Whistle Blower Policy of the Company. Such reports shall be investigated as per the Whistle Blower Policy of the Company, the provisions of which shall mutatis mutandis apply.

The Company may also investigate such suspected violations suo moto as per the process prescribed under the Whistle Blower Policy of the Company.

#### **E. HARASSMENT FREE WORKPLACE**

The Company is committed to maintaining a workplace where each employee's personal dignity is respected and protected from offensive or threatening or violent behavior including violence. The Company believes that everyone has the right to work in an environment that is free from intimidation, harassment (including sexual harassment) and abuse.

The Company understands that harassment and abuse undermines the integrity of employment relationships and can cause serious harm to the productivity, efficiency and a harmonious workplace. For these reasons, the Company does not tolerate verbal or physical conduct by any employee that harasses another, disrupts another's work performance or creates an intimidating, offensive, abusive (sexual or otherwise) or hostile work environment.

The Company does not tolerate-

- Threatening remarks, obscene phone calls, stalking or other form of harassment
- causing physical injury to another
- appraisal bias or favoritism
- intentionally damaging someone else's property or acting aggressively in a manner that causes someone to fear injury

- threatening, intimidating or coercing other employees on or off the premises at any time, for any purpose
- carrying weapons in the workplace
- discrimination on the basis of race, colour, religion, disability, gender, national origin, age, etc.

If any employee becomes aware of conduct relating to sexual harassment, they must raise a concern with the Prevention of Sexual Harassment Internal Complaints Committee formed by the Company under the Prevention of Sexual Harassment at Workplace Act, 2013.

#### **F. REVIEW OF THE CODE**

The adequacy of the Code and its working shall be reviewed from time to time by the Board of Directors of the Company, as they deem fit.

#### **G. WAIVERS AND AMENDMENTS**

This Code is subject to continuous review and updation in line with any changes in law, changes in company's philosophy, vision, business plans or otherwise as may be deemed necessary by the Board.

Any waivers (including any implicit waivers) of the provisions in this Code for any Employee will be granted by the Executive Directors.

The revised version of the Code of Conduct will be displayed on the Company's website.

Amendments to this Code must be approved by the Executive Directors.