

CODE OF CONDUCT FOR BOARD MEMBERS

1. INTRODUCTION

1.1 This Code of Conduct (“this Code”) shall be called "The Code of Conduct for Board Members" of The Shipping Corporation of India Limited hereinafter referred to as “the Company”.

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

2. DEFINITIONS AND INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

2.1 The term “Board / Board of Directors” shall mean the Board of Directors of the Company.

2.2 The term “Board Members” shall mean the Members on the Board of Directors of the Company.

2.3 The term “Relative” shall mean ‘relative’ as defined in Section 2(41) and Section 6 read with Schedule IA of the Companies Act, 1956.

2.4 The term “Conflict of Interest” means where the interests or benefits of one person or entity conflict with the interests or benefits of the company.

In this Code words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

3. APPLICABILITY

This Code shall be applicable to the following persons:

- a) All Whole-time Directors.
- b) All Non Whole-time Directors unless specifically exempted from some provisions of this Code.

This code shall come into force with effect from 31.12.2005

4. KEY REQUIREMENTS

The Board Members shall, in all matters related to the company, act within the authority conferred upon them, keeping the best interests of the Company in view and observe the following:

- i) Shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct.
- ii) Shall act in utmost good faith and fulfill the fiduciary obligations without allowing their independence of judgment to be compromised.
- iii) Shall not involve in taking any decision on a subject matter in which a conflict of interest arises or which in his opinion is likely to arise.

- iv) Shall avoid having any personal and/or financial interest in any business dealings concerning the Company.
- v) Shall avoid any dealing with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision to be made by the Board Members/ Company.
- vi) Shall not hold any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company.
- vii) Shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors of the Company and the Board declines to pursue such opportunity and allow him to avail such opportunity.
- viii) Shall not make any statement which has the effect of adverse criticism of any policy or action of the Company or which is capable of embarrassing the relations between the Company and the public including all the stakeholders.
Provided that nothing in this clause shall apply to any statement made or views expressed by a Board Member, which are purely factual in nature and are not considered as confidential, in his official capacity or in due performance of the duties assigned to him.
- (ix) Shall not commit any offence involving moral turpitude.

5.GIFTS & DONATIONS

The Board Members shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business. However, the Board Members may accept and offer nominal gifts, which are customarily given and are of a commemorative nature, for special events.

6.COMPLIANCE OF LAW

The Board Members shall comply with all laws, rules and regulations which arises on account of their being on the Board of the company.

7.OTHER DIRECTORSHIPS

The Directors should disclose their engagements, either as Director or in any other capacity to the Company in accordance with the provisions of the Companies Act. The Board Members who are Whole-time Directors shall not accept any appointment or post, whether advisory or administrative, in any company or firm, whether Indian or Foreign, having competitive nature of business within two years from the date of cessation of Directorship/service of the Company unless approved by the Government.

8. PREVENTION OF INSIDER TRADING

The Board Members shall also comply with the existing Code of Insider Trading (and the changes made therein from time to time) and the Conduct for prevention of Insider Trading in dealing with securities of the Company.

9.PROTECTION OF ASSETS

The Board Members shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.

10. AMENDMENTS TO THE CODE

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein.

11. PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Clause 49 of the Listing Agreement, this Code and any amendment thereto shall be hosted on the website of the Company.

12. ANNUAL COMPLIANCE REPORTING

In terms of Clause 49 of the Listing Agreement, all Board Members shall affirm compliance of this Code within 30 days of close of every financial year. The Annual Report of the company shall contain a declaration to this effect signed by the Chairman & Managing Director. The Annual Compliance Report shall be forwarded to the Company Secretary. If any Director leaves the Company any time during a financial year, he shall send a communication to Company Secretary affirming compliance of the Code till the date of his association with SCI.

13. ENFORCEMENT OF CODE OF CONDUCT

Each Board Member shall be accountable for fully complying with this Code.

14. CONSEQUENCES OF NON- COMPLIANCE OF THIS CODE

In case of breach of this Code by the Non Whole-time Directors, the same shall be considered by the Board of Directors for initiating appropriate action, as deemed necessary.

In case of breach of this Code by the Whole-time Directors, the same can be dealt with in accordance with the Conduct, Discipline & Appeal Rules (CDA Rules) of the Company in addition to the actions that may be taken by the Board of Directors.

15. ACKNOWLEDGEMENT OF RECEIPT OF THE CODE

All Board Members shall acknowledge receipt of this Code or any modification(s) thereto, in the acknowledgement form and forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with this code.

CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONNEL

1. INTRODUCTION

1.1 This Code of Conduct (“this Code”) shall be called “The Code of Conduct for Senior Management Personnel” of The Shipping Corporation of India Limited hereinafter referred to as “the Company”.

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

1.3 The Company currently has Conduct, Discipline & Appeal Rules (“CDA Rules”) 1992, which govern the conduct of all employees from the level of Junior Officers and above. This Code for Senior Management Personnel has now been framed specifically in compliance with the provisions of Clause 49 of the Listing Agreements entered into by the Company with the Stock Exchanges. This Code is to be read in conjunction with the CDA Rules.

2. DEFINITIONS AND INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

2.1 The term “Board / Board of Directors” shall mean the Board of Directors of the Company.

2.2 The term “Senior Management Personnel” shall mean employees of the Company who are in the level of Group General Managers, General Managers or are Head of Department/Division.

2.3 The term “Conflict of Interest” means where the interests or benefits of one person or entity conflict with the interests or benefits of the company.

In this Code words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

3. APPLICABILITY

This Code shall be applicable to the following persons :

- Senior Management Personnel as defined in clause 2.2 of this Code.

This code shall come into force with effect from 31.12.2005.

4. KEY REQUIREMENTS

The Senior Management Personnel shall, in all matters related to the company, act within the authority conferred upon them, keeping the best interests of the Company in view and observe the following:

- i) Shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct.
- ii) Shall act in utmost good faith and fulfill the fiduciary obligations without allowing their independence of judgment to be compromised.
- iii) Shall not involve in taking any decision on a subject matter in which a conflict of interest arises or which in his opinion is likely to arise.

Shall make disclosures to the Chairman & Managing Director relating to all material financial and commercial transactions, if any, where they have personal interest, that may have a potential conflict with the interest of the company at large

- iv) Shall avoid having any personal and/or financial interest in any business dealings concerning the Company.
- v) Shall avoid any dealing with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision to be made by the Board Members/ Company.
- vi) Shall not hold any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company.
- vii) Shall not make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public including all the stakeholders.

Provided that nothing in this clause shall apply to any statement made or views expressed by Senior Management Personnel, which are purely factual in nature and are not considered as confidential, in his official capacity or in due performance of the duties assigned to him.

- viii) Shall not commit any offence involving moral turpitude.

5.GIFTS & DONATIONS

SCI and its employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business. However, SCI and its employees may accept and offer nominal gifts, which are customarily given and are of a commemorative nature, for special events. The CDA Rules for employees which came into force from 7.2.1992 shall be applicable parallelly with over-riding effect.

6.COMPLIANCE OF LAW

The Senior Management Personnel shall comply with all laws, rules and regulations relating to the business of the Company.

7.OTHER DIRECTORSHIPS

Unless specifically permitted by the Chairman & Managing Director, the Senior Management Personnel shall not serve as Director of any other Company or as Partner of a Firm that is engaged in a business competing with the Company or with which the Company has business relations.

Senior Management Personnel shall obtain prior approval of the Chairman & Managing Director of the Company for accepting Directorship of any other company or partnership of a firm.

8. PREVENTION OF INSIDER TRADING

The Senior Management Personnel shall also comply with the existing Code of Insider Trading (and the changes made therein from time to time) and the Conduct for prevention of Insider Trading in dealing with securities of the Company.

9.PROTECTION OF ASSETS

The Senior Management Personnel shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.

10. AMENDMENTS TO THE CODE

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein.

11. PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Clause 49 of the Listing Agreement, this Code and any amendment thereto shall be hosted on the website of the Company.

12.ANNUAL COMPLIANCE REPORTING

In terms of Clause 49 of the Listing Agreement, all Senior Management Personnel shall affirm compliance of this Code within 30 days of close of every financial year. The Annual Report of the company shall contain a declaration to this effect signed by the Chairman & Managing Director. The Annual Compliance Report shall be forwarded to the Company Secretary. If any Senior Management Personnel leaves the Company any time during a financial year, he shall send a communication to Company Secretary affirming compliance of the Code till the date of his association with SCI.

13.ENFORCEMENT OF CODE OF CONDUCT

Each Senior Management Personnel shall be accountable for fully complying with this Code.

14.CONSEQUENCES OF NON- COMPLIANCE OF THIS CODE

In case of breach of this Code by the Senior Management Personnel, the same shall be dealt with in accordance with the CDA Rules of the Company.

15.ACKNOWLEDGEMENT OF RECEIPT OF THE CODE

All Senior Management Personnel shall acknowledge receipt of this Code or any modification(s) thereto, in the acknowledgement form and forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with this code.