

CODE OF BUSINESS CONDUCT & ETHICS FOR BOARD MEMBERS

1. INTRODUCTION

1.1 This Code shall be called “The Code of Business Conduct & Ethics for Board Members of ‘The Inland and Coastal Shipping Limited’ (hereinafter referred to as “the Company”)

1.2 The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company.

1.3 This Code for Board Members has been framed specially in compliance of the Guidelines of DPE.

1.4 It shall come into force with effect from 31.03.2017.

2. DEFINITIONS AND INTERPRETATIONS:

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

“Board” or *“Board of Directors”* or *“Board Members”* shall mean the directors on the Board of the Company.

The term *“Whole-time Directors”* or *“Functional Directors”* shall be the Directors on the Board of Directors of the Company who are in whole-time employment of the Company.

The term *“Part-time Directors”* shall mean Directors on the Board of Directors of the Company who are not in whole time employment of the Company.

The term *“Relative”* shall have the same meaning as defined in Section 2(77) of the Companies Act, 2013 read with rule 4 of the Companies (Specification of definitions details) Rules, 2014.

The term *“The Company”* shall mean ‘The Inland and Coastal Shipping Limited’.

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

3. APPLICABILITY

This code shall be applicable to the following personnel:

- a) All Whole-time Directors including the Chairman & Managing Director of the Company.
- b) All Part-time Directors including Independent Directors under the provisions of law.

The Whole-time Directors should continue to comply with other applicable/to be applicable policies, rules and procedures of the Company.

4. CONTENTS OF CODE

Part I : General Moral Imperatives

Part II : Specific Professional Responsibilities

This code is intended to serve as a basis for ethical decision making in the conduct of professional work. It may also serve as a basis for judging the merit of a formal complaint pertaining to violation of professional ethical standards.

It is understood that some words and phrases in the code of ethics and conduct document are subject to varying interpretations. In case of any conflict, the decision of the Board shall be final.

5. Part I :

GENERAL MORAL IMPERATIVES

Board Member shall

5.1 Make others aware of, both a legal and a moral responsibility for the safety and the protection of human life and environment. Board members who are accountable for the design, development, manufacture and promotion of Company's services, must also be alert such responsibility,

5.2 Act in accordance with highest standards of personal and professional integrity, honesty and ethical conduct, while conducting business of the Company.

5.3 Not discriminate, on the basis of race, sex, religion, caste, age, disability, national origins or other such factors, which shall be an explicit violation of this Code.

5.4 Respect all obligations of confidentiality to all stakeholders unless discharged from such obligations by requirements of the law or other principles of this Code. Therefore, board shall maintain the confidentiality of all confidential unpublished information about business and affairs of the Company.

5.5 Board member shall pledge & practice

- To strive continuously to bring about integrity and transparency in all spheres of the activities.
- Work unstintingly for eradication of corruption in all spheres of life.
- Remain vigilant and work towards growth and reputation of the Company.
- Bring pride to the organization and provide value-based services to Company's stakeholders.

Do duty conscientiously and without fear or favour.

6. PART II

Specific Professional Responsibilities:

Board Member shall

6.1 Live the Vision, Mission and Values of the Company each day.

Vision

To emerge as a team of inspired performers in the field of inland and coastal shipping in the Indian maritime sector

Mission

To serve India's inland and coastal shipping trade and be an important player in the field of Indian maritime logistics with focus on:

- Establishing significant presence in the various sectors of inland & coastal shipping business in India.
- Evolving a reliable and cost – effective business models to exploit emerging opportunities in maritime and allied industries.
- Achieving excellence in quality, occupational health, safety and environmental management systems.

Values

- Zeal to excel and zest for change
- Integrity and fairness in all matters
- Respect for dignity and potential of individuals
- Strict adherence to commitments
- Ensure speed of response
- Foster learning, creativity and team-work
- Loyalty and pride in the CPSE

6.2 Strive to achieve the highest quality, effectiveness and dignity of professional work in both the processes and services of the Company.

6.3 Acquire and maintain professional competence – (i) by participating in setting standards for appropriate levels of competence and (ii) strive to achieve those standards.

6.4 Comply with applicable laws in force and the policies, procedures, rules and regulations relating to business of the Company.

6.5 Seek peer review whenever required and utilize the same appropriately as well as providing critical review of the work of theirs, whenever asked for.

6.6 Ensure human dignity of all employees through encouragement and support for professional development of the employees via necessary assistance and cooperation and thus enhancing the quality of working.

6.7 Restrain from soliciting any personal fee, commission or other form of remuneration arising out of transactions involving Company either directly or indirectly.

6.8 Maintain free flow of communication within the board while arriving at any decision where the individual members shall respect the differing opinions and appreciate the overall consensus arrived at by the Board.

6.9 Conduct themselves, both on and off duty, in a manner that reflects credit to the Company.

6.10 Keep in mind at all times that they are accountable to Company's stakeholders viz. shareholders, employees, vendors and society.

6.11 Comply with the code of internal procedures and conduct for prevention of insider trading in dealing with securities of the Company.

6.12 Follow the Risk Management Framework of the Company to identify the business risks that surround function or area of operation of the Company and to assist in the Company-wide process of managing such risks, so that Company may achieve its wider business objectives.

6.13 Protect the assets including physical assets, information and intellectual rights of the Company and shall not use the same for personal gains.

6.14 Undertake to actively participate in the meetings of the Board and Committees on which they serve.

6.15 Undertake to disclose – (i) interest in other bodies corporate as laid down under section 184 of the Companies Act, 2013 and (ii) other events/ circumstances / conditions that may interfere with their ability to perform Board/ Board Committee duties or may impact the judgement of the Board .

6.16 Uphold and promote the principles of this Code and treat violations of this code as inconsistent association with the organization.

7. Consequences of Non-Compliance of the Code

In case of non-compliance of the code, the matter would be reviewed by the Board and its decision shall be final. The Company reserves the right to take appropriate action against the defaulter.

8. Continual updation of Code

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 and all such amendments / modifications shall take effect prospectively from the date stated therein.

**ACKNOWLEDGEMENT OF RECEIPT OF
CODE OF BUSINESS CONDUCT AND ETHICS FOR
BOARD MEMBERS**

I have received and read the code of Business Conduct and Ethics for Board Members of ‘The Inland and Coastal Shipping Limited’.

I understand the standards and policies contained in the said Code of Business Conduct and Ethics and understand that there may be additional policies or laws specific to my job.

I further agree to comply with the said Code of Business Conduct and Ethics.

If I have questions concerning the meaning or application of the said Code of Business Conduct and Ethics, any policies of the CPSE or the legal and regulatory requirements applicable to my job, I know I can consult Director or Company Secretary concerned the Company knowing that my questions or reports will be maintained in confidence.

Further, I undertake to provide following Affirmation on an Annual basis to the Company within 30 days from the end of 31st March every year.

AFFIRMATION

(By Board Members of the Company on Annual basis by 30th April of every year)

I,.....(name),.....(designation), having read and understood the Code of Business Conduct and Ethics for Board Members, hereby solemnly affirm that I have complied with and has not violated any of the provisions of the Code during the year ended 31st March _____.

Signature

Name

Designation

Place:

Employment Number

Telephone No.

Date: