

# Company Policy

As a company, we are committed to:

- Provide efficient sea-transportation services worldwide in a safe and environmentally responsible manner.
- Conduct business in a socially and economically responsible manner which promotes sound and ethical ship operation practices.
- Meet and surpass the expectations of the customer constantly and maintain the best industry practices.
- Ensure a business model to achieve profitability for all the stake holders.

## Company Policy of Corporate Governance

### 1. National Interest

1.1 The Company's management practices and business conduct will benefit the country, localities and communities in which it operates, to the extent possible and affordable, and will be in accordance with the laws of the land.

### 2. Ethical Behaviour and Functioning

2.1 The Company and its employees will comply with the laws and regulations in India and in each of the countries in which they operate and trade.

2.2 The Company, in the course of its business activities, will respect and conform to the culture, customs and traditions in India and in each country and region in which it operates. It will conform to trade procedures, including licensing, documentation and other necessary formalities such as taxation, as applicable.

2.3 Every employee of the Company, including full-time directors and the chief executive, will exhibit culturally appropriate deportment in the countries it operates in, and deal on behalf of the company with professionalism, honesty and integrity, while conforming to high moral and ethical standards. Such conduct will be fair and transparent and be perceived to be so by third parties.

2.4 The Company is committed not to compromise on ethical business standards. The highest standards of integrity, impartiality, equity and objectivity will be observed in every activity that encompasses the business.

2.5 The Company respects the principle of strict legality in all acts, measures, contracts, and other transactions of the company; this also applies to the payment of taxes due, obtaining necessary official permits (typically pertaining to customs, import and export control law), and observing third party rights. Support for this principle is necessary not only in view of the considerable business damage that can arise from violations through prosecution, fines, or compensation claims but above all because it endorses the principle of unconditional compliance with the law, irrespective of any potential cost or benefits to the company, and the loss of reputation.

2.6 The Company will compete through the inherent quality and excellence of its services, never through illegal, unethical or unfair business practices.

### 3. Respect for Human Rights

3.1 The Company reiterates its belief in and adherence to the principles of human rights as enshrined in the Universal Declaration of Human Rights of the United Nations and to act in accordance with the principles laid down in it. It will also respect and abide by the requirements, in this behalf, of the countries in which it operates and trades.

### 4. Ethical Behaviour and Functioning

4.1 The Company is committed to making improvements in the management of its environmental impact and to the longer-term goal of developing a sustainable business.

4.2 The Company will work in partnership with others to promote environmental care, increase understanding of environmental issues and disseminate good practices.

4.3 The Company will prevent the wasteful use of natural resources and be committed to endeavour improving the environment, particularly with regard to the emission of greenhouse gases, and will endeavour to offset the effect of climate change in all spheres of its activities.

4.4 The Company, in the process of sale of its services, will strive for economic, social and environmental sustainability.

4.5 The Company will comply with all environmental laws and regulations of the countries internationally in which it operates. In this respect, it will ensure proper approvals are obtained

for usage of air, water, ballast and fuel. It will also ensure proper emission / discharge / levels of waste materials in accordance with legal requirements locally and IMO regulations.

## 5. Shunning Corrupt Practices

5.1 The Company will comply with all applicable laws that prohibit money laundering and will report unaccounted cash or other suspicious transactions.

5.2 The Company will not be a party to agreements or supplement to agreements referring to the acceptance of bribe.

5.3 The Company will not pay commission and remuneration to authorized dealers, agents, or advisers that is not reasonable and proportionate to the contracted work such that it could be used for or viewed as being made in connection with illegal gratification / bribes. It is forbidden to agree to any benefits intended as payment of a bribe. The Company must ensure that agents or other intermediaries engaged by the company enter into a contractual obligation not to offer or receive bribes and contracts with such parties will include a clause providing for the right of termination without notice in cases of bribery or corruption.

5.4 The Company shall endeavour to formulate a policy regarding the acceptance and grant of gifts, laying down limits which are reasonable in value and of cultural appropriateness. Such policies will ensure that member companies do not espouse the payment or receipts of gifts or bribes for business or financial gain. As a corollary, no employee or representative of the Company will do anything that could give an impression that the Company could be influenced in this manner. If a gift received by a company or an employee which is in excess of the prescribed limits, and which cannot be reasonably declined or returned, the member company or the employee will not retain the gift but instead will donate the same to specified charities, and this fact of such donation shall be intimated to the person from whom such gift was received.

5.5 The Company will ensure that solicitation or acceptance of gifts is strictly forbidden except in cases where items are gifted with no expectation of business or personal gain and that payment or receipt of bribes is prohibited.

5.6 The Company will also ensure that no employee makes, authorizes, colludes in or abets in an improper payment, unlawful commission or bribery.

## 6. Care for All Stakeholders

6.1 The Company is committed to providing services which consistently offer value in terms of price and quality, and which are safe and efficacious for their intended use. Services will be accurately and properly advertised.

6.2 The quality standards of the Company's services will meet applicable national and international standards.

6.3 The Company will display adequate health and safety labels, caveats and other necessary information on its documents for providing services and on its ships.

6.4 The Company will endeavour to ensure that customer complaints and warranties are attended to the fullest satisfaction of the customer and in accordance with laid down policies with no additional inconvenience being caused to the customer.

6.5 The Company's investor relations will be ethical, professional, transparent and investor friendly. Company will endeavour to provide timely, regular and reliable information on their activities, structure, financial situation and performance to all shareholders.

6.6 The Company recognizes the right of their Investors to information and will always be attentive to this need to the extent mandated by law. The relevant information will be speedily disseminated and will be as informative as is required to be.

6.7 The Company respects the right of Investors to express their views during Investor meets, including General Meetings of the Company, on matters forming part of the Agenda and on the performance of the Company, and will respond to their observations and queries to the fullest extent permissible.

6.8 In business dealings, the Company will expect its business partners to adhere to business principles consistent with its own.

6.9 The Company will treat suppliers and vendors in a fair and reasonable manner, without undue favour or bias consistent with applicable laws and good business practices.

6.10 Agreements of the Company with Customers will be complete, unambiguous, and documented, including any subsequent changes and additions. Customers will be selected solely on merit, based on a comparison of the price, quality, performance, and suitability of the services offered.

## 7. Fostering Competition

7.1 The Company will fully support the development and operation of competitive open markets and will promote the liberalization of trade and investment in each country and market in which it operates [No Company or employee will engage in restrictive trade practices, abuse of market dominance or similar unfair trade activities in order to secure commercial gain or advantage].

7.2 In particular, the Company will not, with a view to restrict competition, exchange information or reach agreements with competitors on allocation of territories or customers, prices or components of prices such as terms and conditions of contract and warranty, or the terms and conditions of offers. This also applies to the exchange of information concerning market strategies and investment strategies. Written or oral agreements to this effect are prohibited.

7.3 The Company will not exploit its market position to violate the relevant laws on price discrimination, or the refusal to do business.

7.4 The Company will support the development of laws that promote, encourage or result in fair competition.

## 8. Privacy and Confidentiality of Third Party Data

8.1 The Company will treat confidential information with care to avoid disclosure of such information, unless disclosure is authorized or legally required. Confidential information includes, but is not limited to the following, Information about the Firm's clients, including their names, addresses, other personal information.

## 9. Truth in Advertising

9.1 The Company or employee will market the company's services on its own merits and will not make unfair and misleading statements about competitors' services. Any collection of competitive information will be made only in the normal course of business and will be obtained only through legally permitted sources and means.

## 10. Transparency in Reporting

10.1 The Company will maintain all records in accordance with all applicable laws and regulations.

10.2 All records and reports, whether internal or external, must be accurate and truthful. The accounting principles applicable to the respective units of the company will be observed; these require that data and other records be entirely correct, timely, and compatible with the relevant systems at all times.

10.3 The Company will not willfully make any material misrepresentation about its financial accounts or position.

10.4 In recording transactions in the books of account of the Company, no attempt will be made to disguise the true nature of the transactions being recorded.

10.5 Results that are published or otherwise disseminated by the Company will not, in any manner, be misleading.

## 11. Employees

11.1 The company shall provide equal opportunities to all its employees and all qualified applicants for employment without any discrimination with regard to their race, caste, religion, gender etc.

11.2 Employee policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code.

## 12. Conflict of Interest

12.1 An employee or director of the company shall act in the interest of the company, and ensure that any business or personal association which he / she may have does not involve a conflict of interest with the operations of the company and his / her role therein.

12.2 An employee or a director of the company shall not engage in any business, relationship or activity which might conflict with the interest of his / her company. A conflict of interest, actual or potential, may arise where, directly or indirectly:

a. An employee of the company engages in a business, relationship or activity with anyone who is party to a transaction with his/her company.

b. An employee is in a position to derive an improper benefit, personally or to any of his / her relatives, by making or influencing decisions relating to any transaction.

c. An independent judgement of the company's or group's best interest cannot be exercised.

## 13. Assets of the Company

13.1 The assets of the company shall be prudently employed mainly for the purpose of conducting business, for which they are duly authorised and shall not be misused.

## 14. Protection of Whistle-blowers

14.1 The Company will maintain a policy, which would be known to all employees for them to promptly report to the management, and / or third-party ethics helpline, when she / he becomes aware of any actual or possible violation of the Code of ethics or an event of misconduct, act of misdemeanour or act not in the company's interest.

14.2 The Company will endeavour to put in place a fool proof mechanism for ensuring protection of a whistle-blower from any harm or intimidation and for protecting the identity of the whistle blower and for ensuring the whistle-blower from any harm or intimidation.

14.3 The Company will not resort to any kind of retaliation against employees who reports violations of this in good faith.

14.4 The Company will endeavour to determine whether it is appropriate to have a Cell within it charged with the responsibility for monitoring compliance with the provisions of this Code. The Company will however be free to take action against a whistle-blower if it is established that the information provided by the whistle blower was knowingly false or made with a malicious intent.

# Whistle Blower Policy

## 1. Preface

1.1 Shapoorji Pallonji Forbes Shipping Limited ("the Company") has formulated a Code of Conduct ("the Code"), that lays down the principles and standards to ensure that the affairs of the Company are conducted with highest standards of honesty, integrity and ethical behaviour. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

1.2 Accordingly, this Whistle Blowers Policy ("the Policy") has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Chairman of the Audit Committee of the Company.

## 2. Definitions

2.1 The definitions of some of the key terms used in this Policy are given below. Capitalised terms not defined herein shall have the meaning assigned to them under the Code.

"Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.

"Employee" means every employee of the Company or any person(s) engaged by the Company (whether working in India or abroad), including the Directors in the employment of the Company.

"Code" means the Code of Conduct.

"Investigator(s)" mean the person(s) authorised, appointed, consulted or approached by the Audit Committee and includes the auditors of the Company and the police.

"Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

"Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

"Whistle Blower" means an Employee making a Protected Disclosure under this Policy

## 3. Scope

3.1 This Policy is an extension of the Code of Conduct. The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigator(s) or finder(s) of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

3.2 Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee or the Investigator(s).

3.3 Protected Disclosure will be appropriately dealt with by the Audit Committee.

## 4. Eligibility

All Employees of the Company and person(s) engaged by the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures will be in relation to matters concerning the Company.

## 5. Disqualifications

5.1 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

5.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

5.3 Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Company / Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

## 6. Procedure

6.1 All Protected Disclosures should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee are as under:

Mr. M. P Pinto,  
405 Shalaka,  
M Karve Road,  
Mumbai - 400021  
Email : empeepee@hotmail.com

6.2 The Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised. The Protected Disclosures can also be reported verbally, either personally or over telephone to the Chairman of the Audit Committee, which should be followed by a written communication.

6.3 The written communication should either be typed or written in a legible handwriting in English or Hindi.

6.4 It is suggested that the Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee shall detach the covering letter and discuss the Protected Disclosure with Members of the Audit Committee to decide further action in the matter. If the Whistle Blower does not wish to reveal their identity they may feel free to do so without revealing their identity too; however the disclosure has to be complete and in full supported by base facts and figures to enable proper scrutiny and investigation.

6.5 Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

## 7. Investigation

7.1 The Audit Committee may at its discretion, consider involving any Investigator(s) for the purpose of investigation.

7.2 All Protected Disclosures reported under this Policy will be thoroughly investigated by the Investigator(s) appointed by the Audit Committee who will investigate the matter under the authorisation of the Audit Committee.

7.3 The decision to conduct an investigation taken by the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

7.4 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

7.5 Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation. This will be after conclusion of the initial review and findings which prima facie establish a need for a formal investigation.

7.6 Subjects shall have a duty to co-operate with the Audit Committee or any of the Investigator(s) during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

7.7 Subjects have a right to consult with a person or persons of their choice, other than the Investigator(s) and/or members of the Audit Committee and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

7.8 Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

7.9 Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

7.10 Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

7.11 The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

## 8. Protection

8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

8.2 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Audit Committee (e.g. during investigations carried out by Investigator(s)).

8.3 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## 9. Investigators

9.1 Investigator(s) are required to conduct a process towards fact-finding and analysis. Investigator(s) shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.

9.2 Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators will have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.

9.3 Investigations will be launched only after a preliminary review which establishes that:

the alleged act constitutes an improper or unethical activity or conduct, and either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may still be worthy of management review.

## 10. Decision

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall recommend such disciplinary or corrective action as it deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

## 11. Reporting

The Investigator(s) shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him / her / them since the last report together with the results of investigations, if any.

## 12. Retention of Documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

### 13. Assets of the Company

The Company reserves its right to amend or modify this Policy in whole or in part at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing.