

SEAWAYS SHIPPING AND LOGISTICS LIMITED

VIGIL MECHANISM/WHISTLE BLOWER POLICY

1. PREFACE:

Seaways Shipping and Logistics Limited (“the Company”) is committed to conduct its business by adopting the highest standards of professional integrity and ethical behaviour and comply with all the regulatory requirements under the laws and regulations prevailing from time to time. The Vigil Mechanism/Whistle Blower Policy is a mechanism to reinforce implementation of the Company’s Code of Conduct which encourages all concerned to take positive actions which not only commensurate with the Company’s values and beliefs, but are also perceived to be so.

Section 177 of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”), mandates the Company to establish a vigil mechanism for Directors and employees to report genuine concerns. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects the Directors and Employees wishing to raise a concern about serious irregularities within the Company.

2. PURPOSE:

The Vigil Mechanism/ Whistle Blower Policy is intended to cover serious concerns that could have a large/material impact on Seaways Shipping and Logistics Limited, such as actions (actual or suspected) that

- May lead to incorrect financial reporting.
- Are not in line with applicable company policy.
- Are unlawful.
- Otherwise amount to serious improper conduct.

3. ELIGIBILITY:

- All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.
- Further all Directors (whether executive or non-executive) are entitled to use the mechanism established by this Policy and contribute in the well-being of the Company

4. COVERAGE OF POLICY:

The Policy covers, including but not limited to, malpractices and events which have taken place/ suspected to take place involving the following:

- Abuse of authority.
- Breach of Contract.
- Negligence causing substantial and specific danger to public health and safety.
- Manipulation of company data/records.
- Financial irregularities, including fraud or suspected fraud or deficiencies in Internal Control or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports.
- Any unlawful act whether Criminal / Civil.
- Pilferation of confidential /propriety information.
- Deliberate violation of law / regulations i.e., Manipulation of company data/records.
- Wastage / misappropriation of company funds / assets.
- Breach of Company Policy or failure to implement or comply with any approved Company Policy.
- Any other unethical, biased, favour, imprudent event, etc.

5. PROCEDURES

- a. All the complaints concerning financial/accounting matters and other complaints concerning the Moral Inspector and employees at the levels of functional heads and above should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. All the other complaints not covered in sub-clause (a) above should be addressed to the Moral Inspector of the Company.
- c. If any complaint is received by any executive of the Company other than Chairman of Audit Committee or the Moral Inspector, the same should be forwarded to the Company's Moral Inspector or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- d. The complaints should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- e. The complaints should be forwarded under a covering letter which may bear the identity of the Whistleblower. The Chairman of the Audit Committee / Moral

Inspector, as the case may be shall detach the covering letter and forward only the complaint to the Investigators for investigation.

- f. Complaints 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.
- g. The Whistleblower may disclose his/her identity in the covering letter forwarding such complaint. Anonymous complaint will also be entertained. However it may not be possible to interview the Whistleblowers and grant him/her protection under the policy.

6. INVESTIGATION

- a. All the Complaints reported under this Policy will be thoroughly investigated by the Moral Inspector / Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand. Such other person shall be deemed as Chairman of the Audit Committee for the limited purpose of this policy.
- b. The Moral Inspector / Chairman of the Audit Committee may at their discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Moral Inspector /Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process.
- d. The identity of a person against whom a complaint is made will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. The person against whom a complaint is made will be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. The person against whom a complaint is made shall have a duty to co-operate with the Moral Inspector /Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. The person against whom a complaint is made will have a right to consult with a person or persons of their choice, other than the Moral Inspector /Investigators and/or members of the Audit Committee and/or the Whistleblower. The person

against whom a complaint is made shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

- h. The person against whom a complaint is made shall 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 person against whom a complaint is made.
- i. Unless there are compelling reasons not to do so, the person against whom a complaint is made will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a person against whom a complaint is made shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. The person against whom a complaint is made shall have a right to be informed of the outcome of the investigation. If allegations are not sustained, the person against whom a complaint is made should be consulted as to whether public disclosure of the investigation results would be in the best interest of the person against whom a complaint is made and the Company.
- k. The investigation shall be completed normally within 30 days of the receipt of the Complaint.

7. RESPONSIBILITIES OF INVESTIGATORS

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Moral Inspector / Audit Committee when acting within the course and scope of their investigation.
- b. 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 have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review which establishes that:
 - i. The alleged act constitutes an improper or unethical activity or conduct, and
 - ii. Either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

8. DECISION

If an investigation leads to the conclusion that an improper or unethical act has been committed, the Moral Inspector /Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Moral Inspector /Chairman of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the person against whom such charges are proved 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.

9. REPORTING

The Moral Inspector/Chairman of the Audit Committee shall submit a report to the Audit Committee on a regular basis about all the complaints referred to him/her since the last report together with the results of investigations, if any.

10. PROTECTION TO WHISTLEBLOWER

- a. No unfair treatment will be meted out to a Whistleblower by virtue of his/her having made a complaint under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers 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 Whistleblower's right to continue to perform his/her duties/functions including making further complaint. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the complaint. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.
- b. A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Moral Inspector / Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

11. MALICIOUS ALLEGATIONS

Malicious allegations by employees will result in disciplinary action.

12. RETENTION OF DOCUMENTS

All complaints in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of three years or such other longer period as may be required under law from time to time.

13. CONTACT DETAILS

The contact details of the Chairman of the Audit Committee are as under:

The Contact details of the Moral Inspector of the Company are as under:

14. DISCLOSURE:

Details of the establishment of this Vigil Mechanism/Whistleblower Mechanism Policy shall be disclosed on the company's website and in Boards Report.

15. POLICY REVIEW, ETC.:

The Board of Directors of the Company may subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board of Directors in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this policy and of the applicable law dealing with the related party transactions, such applicable law in force from time to time shall prevail over this policy.
