



CODE OF THE GREAT EASTERN SHIPPING COMPANY LIMITED FOR PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

This Code has been formulated pursuant to the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Philosophy

The Great Eastern Shipping Company Ltd. (hereinafter referred to as the ‘**Company**’) is committed to fair disclosure of information about the Company and its securities without advantage to any select group.

The Company maintains an active and open dialogue with various stakeholders and provides information which is reasonably and lawfully required by them to make an informed decision on dealing with or investment in the Company.

As a policy, the Company prohibits the selective disclosure of material non-public information about the Company and its securities. The Company has set forth procedures to prevent such disclosure as set out hereinafter.

Handling of information

All the information pertaining to the Company and its securities shall be handled on a need-to-know basis. No material information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.



*Here 'legitimate purpose' shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.

The material information should be protected, as far as reasonably possible, from deliberate or accidental misuse or disclosure, both within the Company and outside, i.e. to third parties, etc.

Unpublished Price Sensitive Information ^

'Unpublished price sensitive information' (hereinafter referred to as 'UPSI') means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- (vi) change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the company;



- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business; and
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (x):

'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

**Inserted w.e.f. February 11, 2019.*

^ Amended w.e.f. May 09, 2025.



‘Default’ shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

‘Generally available information’ means information that is accessible to the public on a non-discriminatory basis. Information published on the website of a stock exchange, would ordinarily be considered generally available.

Dissemination of UPSI

The following officers of the Company (hereinafter referred to as ‘**Authorised Officers**’) are authorized to communicate, on behalf of the Company, with analysts, institutional investors, research personnel and other security holders of the Company:

- a) Deputy Chairman & Managing Director
- b) Chief Financial Officer
- c) Company Secretary
- d) Head – Corporate Communications
- e) General Manager – MD’s Office[@]

[@]amended w.e.f. May 09, 2025



They should ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

The Authorised Officers should ensure uniform and universal dissemination of UPSI to avoid selective disclosure by following process as hereinafter provided:

- a) Whenever any credible and concrete UPSI comes into being, the same should be informed to the Company Secretary, who shall arrange for disclosure of the same to the stock exchanges in accordance with applicable regulations.

The Company Secretary has been designated as 'Chief Investor Relations Officer' for the purpose.

- b) The disclosures made to select group shall contain information which is already generally available.
- c) The Company may hold quarterly investor conference calls open to the public and media, wherein no UPSI should be disclosed or shared. Transcript of such conference calls should be posted on the website of the Company.
- d) The Company may issue press releases from time to time. Copy of such press releases shall first be sent to the stock exchanges and then disseminated.
- e) The Company may hold meetings with institutional investors, analysts, etc. Presentations to be made at such meetings should be sent to the stock exchanges and posted on the website of the Company. ##

Modified w.e.f. February 11, 2019



- f) Analysts' / investors' queries about the Company's financial or operational performance should be directed to the Head – Corporate Communications or Chief Financial Officer who shall give appropriate and fair response to the same.
- g) Queries on news reports and requests for verification of market rumours by regulatory authorities should be directed to the Company Secretary, who shall arrange to give appropriate and fair response to the same.

Other officers of the Company may also participate in various forums such as industry seminars, trade shows, shareholder meetings, customer meetings, etc. The officers should have expressed / implied authority to participate in such forums. They should also ensure that no UPSI is disclosed in such forums.

Inadvertent disclosure of UPSI

No UPSI shall be disclosed to any select group.

However, if such UPSI gets disclosed selectively (whether inadvertently or otherwise), the concerned officer of the Company shall immediately consult any of the Authorised Officers, who shall arrange to make such information generally available.

**THE GREAT EASTERN
SHIPPING COMPANY LIMITED**
CIN: L35110MH1948PLC006472



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This Policy has been adopted by the Board of Directors of the Company at its meeting held on May 7, 2015 and has been amended by the Board of Directors of the Company at their meetings held on February 11, 2019, January 28, 2025 and May 09, 2025.

For the Great Eastern Shipping Company Limited

Anand Punde

Company Secretary