

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

GARWARE MARINE INDUSTRIES LIMITED (“the Company”) is committed to maintain the standards of corporate governance and ethical conduct in all its activities and processes. Corporate Governance as the cornerstone for sustained management performance, for serving all the stakeholders and for instilling pride of association.

The Company intends to formulate this code of conduct for the members of the Board of Directors of the Company and Senior Management Personnel pursuant to Section 149 of the Companies Act, 2013 read with Schedule IV and Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This code is applicable to GARWARE MARINE INDUSTRIES LIMITED’s

Board Members: All the Directors.

Senior Management:

- Chief Financial Officer,
- Company Secretary and
- Other Designated Senior Officers (as recommended by the Nomination & Remuneration Committee to the Board).

Accordingly, the Board of Directors of the Company has adopted the Code of Conduct which sets out as follows:

- i. Guidance on ethical standards of conduct on various matters including conflict of interest, acceptance of positions of responsibilities, treatment of business opportunities, etc.;
 - ii. Responsibility to comply with Insider trading regulations and applicable laws and regulations; and
 - iii. Procedure for annual affirmations to the Code of Conduct by Directors and the Senior Management.
- I. The Company’s Code of Conduct for the members of the Board of Directors of the Company and senior management personnel not only ensures compliance with the Companies Act, 2013 and rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended and other applicable laws but goes beyond to ensure exemplary Corporate Governance.

II. LEGAL FRAMEWORK:

This Code is formulated in line with the requirement of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule IV of Companies Act, 2013 on Code for Independent Directors.

III. APPLICABILITY:

This code applies to the Board of Directors and Senior Management Personnel of the Company. (Senior Management Personnel: shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors,

and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary (and Compliance Officer) and the Chief Financial Officer.

This code has to be complied with both, in letter and spirit, by Specified Persons. Any violation /suspected violation of the code has to be promptly communicated to the Compliance Officer of the Company which would be taken up in the meetings of the Audit Committee /Board of Directors.

IV. GUIDELINES FOR CONDUCT

1. The Code expects all the members of the Board of Directors and Senior Management personnel of the Company to act in accordance with the highest standards of personal and professional integrity, honesty, and ethical conduct. They should act with competence and diligence, without allowing their independent judgment to be subordinated.
2. Every member of the Board of Directors and Senior Management personnel of the Company has an obligation, at all times, to comply with the spirit, as well as the letter, of the Applicable Laws and the principles of this Code.
3. Every member of the Board of Directors of the Company should –
 - 3.1 Act in accordance with the Articles of Association of the Company.
 - 3.2 Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole and in the best interests of the Company, its employees, the shareholders, the community, and for the protection of the environment.
 - 3.3 Exercise his / her duties with due and reasonable care, skill, and diligence and shall exercise independent judgment.
 - 3.4 Not involved in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
 - 3.5 Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the Company.
 - 3.6 Not assign his / her office and any assignment so made shall be void.
 - 3.7 Dedicate sufficient time, energy, and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision making by reviewing in advance any materials distributed and making reasonable inquiries.
 - 3.8 Where a decision is not unanimous, a dissenting Director may disclose the fact that he/she dissented.
4. Every member of the Board of Directors of the Company and Senior Management personnel of the Company should –
 - 4.1 Seek to comply with all Corporate Policies.
 - 4.2 Conduct themselves in a professional, courteous, and respectful manner.
 - 4.3 Act in a manner to enhance and maintain the reputation of the Company.
 - 4.4 Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service except when authorized or legally required to disclose such information.

- 4.5 Do Not use confidential information acquired in the course of their service for their personal advantage.

V. CONFLICT OF INTEREST

The Board of Directors and Senior Management personnel shall not engage in any activity, business, or relationship, which may be in conflict with the interest of the Company or prejudicial to the Company's interest. They should avoid transacting company business with their relative or with a firm/ company in which either they themselves or their relative are interested or plays any significant role and in case such related party transaction is unavoidable, it must be made only after proper and fullest disclosure to the Board. The Board of Directors and Senior Management personnel shall also not accept gifts from persons or firms who deal with the Company or are seeking to deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

VI. HONESTY, INTEGRITY, FAIRNESS AND ACCOUNTABILITY

The Directors and Senior Management personnel are entrusted with the responsibility to oversee and formulate the policies for the management and affairs of the Company. Therefore, in the interest of good corporate governance, they shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity, and fairness. All of them must act in good faith with honesty and accountability and with due care, competence, and diligence. The Directors and Senior Management personnel shall encourage employees of the Company to report violations of laws, rules, regulations, or this Code to the appropriate personnel.

VII. DISCLOSURE OF INTEREST

The Directors shall promptly disclose at the time of their appointment and subsequently whenever there is a change, their interest in other companies and body corporates in compliance with applicable laws. The Directors and Senior Management personnel shall also promptly disclose their relationships with other individuals, firms, or body corporate wherever such relationship may affect their independence of judgment while performing their duties and responsibilities towards the Company.

VIII. CONFIDENTIALITY

Directors and Senior Management personnel should maintain the confidentiality of information entrusted to them by the Company. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the Director/ Senior Management personnel or anyone other than the Company. Confidential information includes any information relating to the Company's business, customers, suppliers, employees, etc., which is not available in the public domain and to which the Director/ Senior Management personnel has access or they possess such information because of their position in the Company.

IX. COMPANY PROPERTY

Directors and Senior Management personnel have a fiduciary relationship with the Company and they should act like a trustee for the Company's property/ assets as well as the property/ assets of other organizations that have been entrusted to the Company. They are responsible for its safe custody and accountable for its use. The Directors and Senior Management personnel shall not use these assets/ property except as specifically authorised and that too only for the purpose of Company business.

X. CORPORATE BUSINESS OPPORTUNITIES

Corporate Business Opportunities here means those opportunities, which are made available to the Company and which are known to the Directors/ Senior Management personnel due to the position held by them in the Company. The Directors/ Senior Management personnel shall not utilise such opportunities for their personal benefit. However, once an opportunity is fully and properly disclosed to the Board and after consideration rejected by them then it ceases to be a Corporate Business Opportunity.

XI. DECLARATION FOR COMPLIANCE WITH THE CODE

The members of the Board and Senior Management personnel shall affirm compliance with the Code on an annual basis and shall sign a confirmation to that effect as per the format set out in **Annexure I**. The annual report of the Company shall carry a declaration signed by the CEO/ Managing Director of the Company stating that the members of the Board and Senior Management personnel have affirmed compliance with the Code.

XII. INSIDER TRADING AND FRAUDULENT & UNFAIR PRACTICES IN THE SECURITIES MARKET.

A Director or the Senior Management Personnel and their Relatives shall not derive any benefit or assist others to derive any benefit from the access to and possession of any information about the Company, which is not in the public domain and thus constitutes insider information. They shall also ensure compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and the Code to regulate, monitor, and report trading by designated persons and immediate relatives as also other regulations as may become applicable to them from time to time in addition to the Company's Code for Prevention of Insider Trading. The Company also prohibits its Directors and Senior management personnel to undertake any fraudulent or unfair trade practice in connection with the securities of the Company

XIII. FINANCIAL REPORTING AND DISCLOSURES

The Company is committed to ensuring that its financial statements and reporting:

- (i) Does not contain any untrue statement;
- (ii) Does not omit any material fact or has contents that might be misleading; and
- (iii) Strives to present a true and fair view of the Company's affairs in compliance with the prevailing Accounting Standards and applicable laws and regulations. The Directors and Senior management personnel shall ensure that all transactions are properly authorised, recorded, and reported as required and there shall be no willful omission of any Company transactions from the books and financial records and all required information shall be provided to the Auditors.

XIV. CODE FOR INDEPENDENT DIRECTORS:

The Independent Directors, in addition to compliance with this Code, shall also comply with and adhere to the Code for Independent Directors framed in accordance with the Schedule IV of the Companies Act, 2013 and forming part of this Code and enclosed as "**Annexure – II**".

XV. AMENDMENTS:

This Code of Conduct is framed pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and in

compliance with provisions of the Companies Act, 2013. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which make any of the provisions in the policy inconsistent with the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This Policy will be reviewed periodically by the Board and amended as appropriate.

ANNEXURE I
ANNUAL AFFIRMATION

To,
The Board of Directors
_____ Limited
03rd Floor, Prospect Chambers,
D.N. Road, Fort, Mumbai 400001

I, _____ do hereby affirm that I have complied with the Code of
Conduct for Board Members and Senior Management Personnel of _____
Limited during the financial year ended 31st March, 2025.

Name:
Designation:
Place:
Date:

ANNEXURE II

SCHEDULE IV [See section 149(8)]

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties :

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) 1[act within their authority], assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.

- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of Independent Directors shall be formalised through a letter of appointment, which shall set out :
 - (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;*
 - (d) provision for Directors and Officers (D and O) insurance, if any;
 - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
 - (f) the list of actions that a director should not do while functioning as such in the company; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within 2[three months] from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

- (1) The Independent Directors of the Company shall hold at least one meeting [in a financial year], without the attendance of non-independent directors and members of management;
- (2) All the Independent Directors of the Company shall strive to be present at such meeting;

* 1. Subs. by Notification No. S.O. 2113(E), dated 5th July 2017, for " acting within his authority" .

- (3) The meeting shall:
- (a) review the performance of Non-independent Directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-executive Directors;
 - (c) assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

- (1) The performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

4[**Note:** The Provisions of sub-paragraph (2) and (7) of paragraph II, paragraph IV, paragraph V, clauses (a) and (b) of sub-paragraph (3) of paragraph VI and paragraph VIII shall not apply in the case of a Government company as defined under clause (45) of section 2 of the Companies Act, 2013 (18 of 2013), if the requirements in respect of matters specified in these paragraph are specified by the concerned Ministries or Departments of the Central Government or as the case may be, the State Governments and such requirements are complied with by the Government companies.]

1. Subs. by Notification No. S.O. 2113(E), dated 5th July 2017, for “a period of not more than one hundred and eight days” (w.e.f. 5-7-2017). 2. Subs. by *ibid.*, for “in a year” (w.e.f. 5-7-2017). 3. Ins. by *ibid.*(w.e.f. 5-7-2017).

This code was last amended by the Board of the Company on 04th February, 2025