EXIM - COC - 2014

The Logistic expert

EXIM LOGISTICS PVT. LTD.

CODE OF CONDUCT

FOREWORD

EXIM Logistics is full of ambition. We strive for growth by doing more for our existing customers, by expanding our customer base, by takeovers and by working together more intelligently.

Customers choose EXIM Logistics because:

- We offer our customers total logistics solutions.
- We pay personal attention to our customers and employees; we treat each other and our customers with honesty and respect.
- We have a long-term vision, and we are prepared to invest in logistic solutions together with our customers.

We call these our values, and these values mean our customers see EXIM Logistics as a professional and reliable partner. Because our success is so closely bound up with our reputation, each of us has a duty to protect this reputation. That is why we have drawn up this code of conduct. It contains our values and regulations, which form the guidelines for our interactions with colleagues, customers, suppliers and society as a whole. Put briefly, the code of conduct sets out who we are and how we work. We ask you to carefully read through this document, and to comply with it.

Date : September 28, 2014

Mr. Himadri Keshri Pattanaik
Managing Director



SCOPE AND PURPOSE OF THIS CODE

This Code sets out how we behave with:

- our employees (Including Board of Directors),
- our customers;
- the communities and the environment in which we operate
- our vendor partners/ Suppliers

OUR CORE PRINCIPLES

- We are committed to operating our businesses conforming to the highest **moral and ethical standards**. We do not tolerate bribery or corruption in any form. This commitment underpins everything that we do.
- We are committed to good **corporate citizenship**. We treat social development activities which benefit the communities in which we operate as an integral part of our business plan.
- We seek to contribute to the **economic development** of the communities of the countries and regions we operate in, while respecting their culture, norms and heritage. We seek to avoid any project or activity that is detrimental to the wider interests of the communities in which we operate.
- We shall not compromise **safety** in the pursuit of commercial advantage. We shall strive to provide a safe, healthy and clean working environment for our employees and all those who work with us.
- When **representing our company**, we shall act with professionalism, honesty and integrity, and conform to the highest moral and ethical standards. In the countries we operate in, we shall exhibit culturally appropriate behaviour. Our conduct shall be fair and transparent and be perceived as fair and transparent by third parties.
- We shall respect the **human rights and dignity** of all our stakeholders.
- We shall strive to **balance the interests** of our stakeholders, treating each of them fairly and avoiding unfair discrimination of any kind.
- We shall strive to create an **environment free from fear of retribution** to deal with concerns that are raised or cases reported in good faith. No one shall be punished or made to suffer for raising concerns or making disclosures in good faith or in the public interest.
- We expect the **leaders** of our businesses to demonstrate their commitment to the **ethical standards** set out in this Code through their own behaviour and by establishing appropriate processes within their companies.
- We shall **comply with the laws of the countries** in which we operate and any other laws which apply to us.

OUR EMPLOYEES

Equal opportunity employer

- We provide equal opportunities to all our employees and to all eligible applicants for **employment** in our company. We do not unfairly discriminate on any ground, including race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability or any other category protected by applicable law.
- When **recruiting**, developing and promoting our employees, our decisions will be based solely on performance, merit, competence and potential.
- We shall have **fair, transparent and clear employee policies** which promote diversity and equality, in accordance with applicable law and other provisions of this Code. These policies shall provide for clear terms of employment, training, development and performance management.

Dignity and respect

- Our leaders shall be responsible for creating a conducive work environment built on tolerance, understanding, mutual cooperation and respect for individual privacy.
- Everyone in our work environment must be treated with dignity and respect. We do not tolerate any form of harassment, whether sexual, physical, verbal or psychological.
- We have clear and fair disciplinary procedures, which necessarily include an employee's right to be heard.
- We respect our employees' right to privacy. We have no concern with their conduct outside our work environment, unless such conduct impairs their work performance, creates conflicts of interest or adversely affects our reputation or business interests.

Human rights

- We do not employ children (defined as per factory act) at our workplaces.
- We do not use forced labour in any form.
- We do not confiscate personal documents of our employees, or force them to make any payment to us or to anyone else in order to secure employment with us, or to work with us.

Bribery and corruption

- Our employees and those representing us, including agents and intermediaries, shall not, directly or indirectly, offer or receive any illegal or improper payments or comparable benefits that are intended or perceived to obtain undue favours for the conduct of our business.

Gifts and hospitality

- No person to whom this code is applicable, shall accept any gift or other favors, whether financial or not, from any person, where such gift or favor is made in order to influence his judgement or procure a return favor from him against the interests of the Company. However, acceptance of gifts on the occasions where people are known to exchange gifts like Diwali, New Year, Christmas etc. are outside the purview of these provisions.
- Gifts, payments, business courtesies, favors may be given to others at Company expense only if they meet all of the following criteria:
    1. They are consistent with the customary business practices;
    2. They are not in contravention of applicable law;
    3. Public disclosure of these facts will not create the appearance of impropriety or embarrass either the Company or the employees;

Freedom of association

- We recognise that employees may be interested in joining associations or involving themselves in civic or public affairs in their personal capacities, provided such activities do not create an actual or potential conflict with the interests of our company. Our employees must notify and seek prior approval for any such activity as per the 'Conflicts of Interest' clause of this Code and in accordance with applicable company policies and law.

Working outside employment with us

- Taking employment, accepting a position of responsibility or running a business outside employment with our company, in your own time, with or without remuneration, could interfere with your ability to work effectively at our company or create conflicts of interest. Any such activity must not be with any customer, supplier, distributor or

competitor of our company. Our employees must notify and seek prior approval for any such activity as per the 'Conflicts of Interest' clause of this Code and in accordance with applicable company policies and law.

Integrity of information and assets

- Our employees shall not make any wilful omissions or material misrepresentation that would compromise the integrity of our records, internal or external communications and reports, including the financial statements.
- Our employees and directors shall seek proper authorisation prior to disclosing company or business-related information, and such disclosures shall be made in accordance with our company's media and communication policy. This includes disclosures through any forum or media, including through social media.
- Our employees shall ensure the integrity of personal data or information provided by them to our company. We shall safeguard the privacy of all such data or information given to us in accordance with applicable company policies or law.
- Our employees shall respect and protect all confidential information and intellectual property of our company.
- Our employees shall safeguard the confidentiality of all third party intellectual property and data. Our employees shall not misuse such intellectual property and data that comes into their possession and shall not share it with anyone, except in accordance with applicable company policies or law.
- Our employees shall promptly report the loss, theft or destruction of any confidential information or intellectual property and data of our company or that of any third party.
- Our employees shall use all company assets, tangible and intangible, including computer and communication equipment, for the purpose for which they are provided and in order to conduct our business. Such assets shall not be misused. We shall establish processes to minimise the risk of fraud, and misappropriation or misuse of our assets.
- We shall comply with all applicable anti-money laundering, anti-fraud and anti-corruption laws and we shall establish processes to check for and prevent any breaches of such laws.

Insider trading

- Our employees must not indulge in any form of insider trading nor assist others, including immediate family, friends or business associates, to derive any benefit from access to and possession of price sensitive information that is not in the public domain. Such

information would include information about our company, our group companies, our clients and our suppliers.

Prohibited drugs and substances

- Use of prohibited drugs and substances creates genuine safety and other risks at our workplaces. We do not tolerate prohibited drugs and substances from being possessed, consumed or distributed at our workplaces, or in the course of company duties.

Conflicts of interest

- Our employees and executive directors shall always act in the interest of our company and ensure that any business or personal association *including close personal relationships* which they may have, does not create a conflict of interest with their roles and duties in our company or the operations of our company. Further, our employees and executive directors shall not engage in any business, relationship or activity, which might conflict with the interest of our company or our group companies.
- Should any actual or potential conflicts of interest arise, the concerned person must immediately report such conflicts and seek approvals as required by applicable law and company policy. The competent authority shall revert to the employee within a reasonable time as defined in our company's policy, so as to enable the concerned employee to take necessary action as advised to resolve or avoid the conflict in an expeditious manner.
- In the case of all employees other than executive directors, the Chief Executive Officer / Managing Director shall be the competent authority, who in turn shall report such cases to the Board of Directors on a quarterly basis. In case of the Chief Executive Officer / Managing Director and executive directors, the Board of Directors of our company shall be the competent authority.
- Notwithstanding such or any other instance of conflict of interest that exists due to historical reasons, adequate and full disclosure by interested employees shall be made to our company's management. At the time of appointment in our company, our employees and executive directors shall make full disclosure to the competent authority, of any interest leading to an actual or potential conflict that such persons or their immediate family (including parents, siblings, spouse, partner, children) or persons with whom they enjoy close personal relationships, may have in a family business or a company or firm

that is a competitor, supplier, customer or distributor of, or has other business dealings with, our company.

- If there is a failure to make the required disclosure and our management becomes aware of an instance of conflict of interest that ought to have been disclosed by an employee or executive director, our management shall take a serious view of the matter and consider suitable disciplinary action as per the terms of employment. In all such matters, we shall follow clear and fair disciplinary procedures, respecting the employee's right to be heard.

OUR CUSTOMERS

Services

- We are committed to provide services of world-class quality that meet all applicable standards.
- The services we offer shall comply with applicable laws, labelling and after-sales service obligations.
- We shall market our services on their own merits and not make unfair or misleading statements about the products and services of our competitors.

Fair competition

- We support the development and operation of competitive open markets and the liberalisation of trade and investment .
- We shall not enter into any activity constituting anti-competitive behaviour such as abuse of market dominance, collusion, participation in cartels or inappropriate exchange of information with competitors.
- We collect competitive information only in the normal course of business and obtain the same through legally permitted sources and means.

Dealings with customers

- Our dealings with our customers shall be professional, fair and transparent.
- We respect our customers' right to privacy in relation to their personal data. We shall safeguard our customers' personal data, in accordance with applicable law.

OUR COMMUNITIES AND THE ENVIRONMENT

Communities

- We are committed to good corporate citizenship, and shall actively assist in the improvement of the quality of life of the people in the communities in which we operate.
- We engage with the community and other stakeholders to minimise any adverse impact that our business operations may have on the local community and the environment.
- We encourage our workforce to volunteer on projects that benefit the communities in which we operate, provided the principles of this Code, where applicable, and in particular the 'Conflicts of Interest' clause are followed.

The environment

- In services, we strive for environmental sustainability and comply with all applicable laws and regulations.
- We seek to prevent the wasteful use of natural resources and are committed to improving the environment, particularly with regard to the emission of greenhouse gases, consumption of water and energy, and the management of waste and hazardous materials. We shall endeavour to offset the effect of climate change in our activities.

OUR VENDOR PARTNERS/ SUPPLYERS

- We shall select our suppliers and service providers fairly and transparently.
- We seek to work with suppliers and service providers who can demonstrate that they share similar values. We expect them to adopt ethical standards comparable to our own.
- Our suppliers and service providers shall represent our company only with duly authorised written permission from our company. They are expected to abide by the Code in their interactions with, and on behalf of us, including respecting the confidentiality of information shared with them.
- We shall ensure that any gifts or hospitality received from, or given to, our suppliers or service providers comply with our company's gifts and hospitality policy.
- We respect our obligations on the use of third party intellectual property and data.

ETHICS REVIEW COMMITTEE (ERC)

EXIM Logistics plan Ethics Review Committee (ERC) for monitoring and execution of code of conduct in the company.

ERC designated Managing Director as Chairman, CEO as vice chairman, any members of Human resources department as convenor and 5 independent members from employees. ERC Keep the name of compline confidential, if it is required

ERC record all the investigation in Annexure- C and any revision in Code of coduct must filed in Annexure- D

Major duty of ERC is as follows

- Monitors the Code of conduct violations, investigate & disciplinary action
- Review of the Code of Conduct on time to time (Once in a year)

ERC Governing Body:

Chairman: Mr Himadri Keshari Pattnaik, MD
Vice Chairman: Mr Phalguni Mohanty, CEO
Convenor: Dr Sureswar Dash, Manager-HR
Designated Ethics Committee Members: Mr Satya Darshan Samal,

Mr Sambit Pattanaik

Mr Bhupen Mohanty

Mr Afshar Husain

Mr Arun Bardhan

ESCLATION OF Non Adherence

We encourage our employees, customers, suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our Code, policies or law. We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles.

Avenues available for raising concerns or queries or reporting cases could include:

- immediate line manager or the Human Resources department of our company
- designated as ethics officials of our company
- the 'confidential things reported to MD'S Grievances Desk by mail id grivance@eximlogistics.com or share with data centre line 0674 710 7777 (110 Lines)

We do not tolerate any form of retaliation against anyone reporting legitimate concerns. Anyone involved in targeting such a person will be subject to disciplinary action.

If you suspect that you or someone you know has been subjected to retaliation for raising a concern or for reporting a case, we encourage you to promptly contact your line manager, the company's Ethics Counsellor, the Human Resources department, the MD/CEO or the office of the group's Chief Ethics Officer.

Manner of communication of the Code

- The code shall be communicated to all the concerned persons, desirous of /required to know its provisions by way of posting the same on the web-site of the Company.
- The Code of Conduct should share with each employee during joining/On boarding process.
- After each revision code of conduct must share with all Employees by company mail.

Implementation of provisions of the Code

The Original Code came in to effect from 28th Sep 2006 and this amended version of the code shall come into effect from 1st April 2014. The Code of Conduct, including the amendments to the Code of Conduct shall be posted on the website of the Company.

Every person to whom this code is applicable is required to fill in and sign the Acceptance Letter, annexed with this code as 'Annexure 1' and submit the same to the Board of Directors as at the commencement of this code.

The Acceptance Letter is to be submitted within one month of the commencement of the code or within one month of the date of joining of any person to whom this code is applicable, whichever is later.

On a continual basis, All departmental heads and branch heads must submit the declaration of all the employees working under them, shall submit to the Board of Directors, through human resource department as per Annexures-B.

EXIM LOGISTICS'S CODE OF CONDUCT

annexure-A

I acknowledge that I have received the EXIM LOGISTICS' Code of Conduct.

I have read the EXIM LOGISTICS' Code of Conduct and I acknowledge that as a employee of EXIM Logistics , I am required to comply with the guidelines described therein and failure to do so may subject me to action as per my employment terms and relevant company policies.

If I have a concern about a violation, or a potential violation of the EXIM LOGISTICS' Code of Conduct, I understand that there are channels available to me in my company to report such concerns. By making use of these channels when necessary, I will play my part in maintaining the high ethical standards to which we hold ourselves.

Signature: _____

Date: _____

Name: _____

Department: _____

Address: _____

_____

_____

(Please submit this declaration to your the Human Resource department .)

EXIM LOGISTICS'S CODE OF CONDUCT

annexure-B

Declaration

We are the following listed employees of _____ branch declare that

We acknowledge that I have received the EXIM LOGISTICS' code of Conduct.

We have read the EXIM LOGISTICS' Code of Conduct and We acknowledge that as a employee of EXIM Logistics , we are required to comply with the guidelines described therein and failure to do so may subject me to action as per my employment terms and relevant company policies.

If We. have a concern about a violation, or a potential violation of the EXIM LOGISTICS' Code of Conduct, we understand that there are channels available to us in our company to report such concerns. By making use of these channels when necessary, we will play my part in maintaining the high ethical standards to which we hold ourselves.

Sl. No	Name of Employee	Employee Is	Signature	Date

Acknowledged By

Branch Manager
(Seal and Sign is mandatory)

(Please submit this declaration to your the Human Resource department .)

EXIM LOGISTICS'S CODE OF CONDUCT
Annexure-C
Investigation of Violation of Code of Conduct

Date:

Meeting Chaired By: Chairman/Vice chair Man

Brief description Of Violation

Code of Conduct Violation recorded by:

Compline Name: **Complain recorded on:**

investigation Outcome

Disciplinary step

Signature of Member

1. **Chair Man**
2. **Vice Chairman**
3. **ERC members**

(At list 3 members signature is mandatory)

annexure-B

Revision on code of conduct

Date:

Venue:

Agenda of discussion:

Problematics area need to be revised:

Revision details:

Members Signature

Chairman

ERC , EXIM Logistics Pvt. Ltd.