

MAZAGON DOCK SHIPBUILDERS LIMITED

**MODEL CODE OF BUSINESS CONDUCT AND ETHICS FOR BOARD MEMBERS, SENIOR
MANAGEMENT AND KEY MANAGERIAL PERSONNEL**

1. Introduction

- 1.1. This Code shall be called “The Code of Business Conduct and Ethics for Board Members and Senior Management and Key Managerial Personnel” (hereinafter referred to as “the **Code**”) of Mazagon Dock Shipbuilders Limited (hereinafter referred to as “**MDL**” or the “**Company**”)
- 1.2. The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company.
- 1.3. This Code for Board Members and Senior Management has been framed specially in compliance with the provisions of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) with Stock Exchanges and in accordance with the Guidelines issued by the Department of Public Enterprises (“**DPE Guidelines**”).
- 1.4. It shall come into force with effect from the date of the Board meeting ie 05.12.2017.

2. Definitions and Interpretations

- 2.1. The term "**Board Members**" shall mean directors on the Board of Directors of the Company.
- 2.2. The term "**Board of Directors**" shall mean the board of the Company consisting of both executive and non-executive directors as duly appointed under the applicable laws.
- 2.3. The term "**Whole-time Directors**" shall be the directors on the Board of Directors of the Company who are in whole-time employment of the company.
- 2.4. The term "**Part-time Directors**" shall mean directors on the Board of Directors of the Company who are not in whole time employment of the Company and shall mean to include the government nominee directors and independent directors.
- 2.5. The term "**Relative**" shall have the same meaning as defined in Section 2(77) of the Companies Act, 2013.
- 2.6. The term "**Senior Management**" shall mean personnel of the Company who are members of its core management team excluding Board of Directors and would comprise all members of management one level below the Whole time Directors, including all functional heads.
- 2.7. The term “**Key Managerial Personnel**” shall mean the company secretary and other personnel as defined under the Companies Act, 2013.

Note: In this Code, words importing the masculine gender shall include feminine gender and words importing singular shall include the plural or vice-versa.

3. Applicability

- 3.1. This code shall be applicable to the following personnel:
 - (a) All Whole-time Directors including the chairman & managing director of the Company.
 - (b) All Part-time Directors including independent directors under the provisions of law.
 - (c) Senior Management and Key Managerial Personnel of the Company.

- 3.2. The Whole-time Directors, Senior Management and Key Managerial Personnel should continue to comply with other applicable/to be applicable policies, rules and procedures of the Company and the DPE Guidelines.

4. Contents of Code

Part I - General moral imperatives.

Part II - Specific professional responsibilities.

Part III - Specific additional provisions for Board Members, Senior Management and Key Managerial Personnel.

Part IV - The duties of independent directors.

This code is intended to serve as a basis for ethical decision making in the conduct of professional work. It may also serve as a basis for judging the merit of a formal complaint pertaining to violation of professional ethical standards.

It is understood that some words and phrases in the code of ethics and conduct document are subject to varying interpretations. In case of any conflict, the decision of the Board Members shall be final.

PART I

5. General Moral Imperatives

5.1. Contribute to society and human well being

- 5.1.1. This principle concerning the quality of life of all people, affirms an obligation to protect fundamental human rights and to respect the diversity of all cultures. We must attempt to ensure that the products of our efforts will be used in socially responsible ways, will meet social needs and will avoid harmful effects to health and welfare of others. In addition to a safe social environment, human well being includes a safe natural environment.

- 5.1.2. Therefore, all Board Members, Senior Management and Key Managerial Personnel who are accountable for the design, development, manufacture and promotion of the Company's products, must be alert to, and make others aware of, both a legal and a moral responsibility for the safety and the protection of human life and environment.

5.2. Be honest and trustworthy & practice integrity

- 5.2.1. Integrity and honesty are essential components of trust. Without trust an organization cannot function effectively. All Board Members, Senior Management and Key Managerial Personnel are expected to act in accordance with highest standards of personal and professional integrity, honesty and ethical conduct, while conducting business of the company.

5.3. Be fair and take action not to discriminate

- 5.3.1. The values of equality, tolerance, respect for others, and the principles of equity & justice govern this imperative. Discrimination, on the basis of race, sex, religion, caste, age, disability, national origins or other such factors, is an explicit violation of this Code.

5.4. Honour confidentiality

- 5.4.1. The principle of honesty extends to issues of confidentiality of information. The ethical concern is to respect all obligations of confidentiality to all stakeholders unless discharged from such obligations by

requirements of the law or other principles of this Code.

5.4.2. All Board Members, Senior Management and Key Managerial Personnel, therefore, shall maintain the confidentiality of all confidential unpublished information about business and affairs of the Company.

5.5. Pledge & Practice

5.5.1. To strive continuously to bring about integrity and transparency in all spheres of the activities.

5.5.2. Work unstintingly for eradication of corruption in all spheres of life.

5.5.3. Remain vigilant and work towards growth and reputation of the Company.

5.5.4. Bring pride to the organization and provide value-based services to Company's stakeholders.

5.5.5. Do duty conscientiously and without fear or favour.

PART II

6. Specific Professional Responsibilities

6.1. Live the Vision, Mission and Values of Mazagon Dock Shipbuilders Limited – each day:

Live the vision, mission and values of Mazagon Dock Shipbuilders Limited – each day. For quick reference, they are as under:

MDL Vision Statement

MDL shall strive to be a progressive and profitable shipyard building World Class Warships and Submarines using State-of-the-Art Technology.

MDL Mission Statement

To deliver quality ships in time within budgeted costs and be a World leader in Warship building.

Objectives

- i. To achieve 20% Post Tax return on equity in line with DPE's guidelines with improved order position and profitability.
- ii. To progressively reduce overhead expenditure and operational costs.
- iii. To attain technological leadership in warship and submarines construction through in house R&D activities and partnership with academic institutions
- iv. To enhance the productivity level through improved internal processes through benchmarking and innovative practices.
- v. To take initiatives for growth by undertaking capacity augmentation, technological up-gradation and modernisation of facilities.
- vi. To upgrade capabilities of employees as per HRM guidelines issued by DPE.
- vii. To maintain consistent quality and retain ISO 9001-2008 Certification of Quality Systems and to maintain high degree of Customer Satisfaction.
- viii. To undertake Corporate Social Responsibility and Sustainability projects as per guidelines.
- ix. To enhance indigenisation process in line with 'Make in India' policy.
To adhere project time lines to deliver quality ships and submarines in time.

Values:

- . Zeal to excel and zest for change
- . Integrity and fairness in all matters
- . Respect for dignity and potential of individuals
- . Strict adherence to commitments
- . Ensure speed of response
- . Foster learning, creativity and team-work
- . Loyalty and pride in the Company

- 6.2. **Strive to achieve the highest quality, effectiveness and dignity in both the processes and products of professional work:** Excellence is perhaps the most important obligation of a professional. Everyone, therefore, should strive to achieve the highest quality, effectiveness and dignity in their professional work.
- 6.3. **Acquire and maintain professional competence:** Excellence depends on individuals who take responsibility for acquiring and maintaining professional competence. All are, therefore, expected to participate in setting standards for appropriate levels of competence, and strive to achieve those standards.
- 6.4. **Compliance with Laws:** The Board Members, Senior Management and Key Managerial Personnel of the Company shall comply with all the applicable provisions of existing local, state, national, and international laws. They should also follow and obey the policies, procedures, rules and regulations relating to business of the Company.
- 6.5. **Accept and provide appropriate professional review:** Quality professional work depends on professional review and comments. Whenever appropriate, individual members should seek and utilize peer review as well as provide critical review of the work of their peers.
- 6.6. **Manage personnel and resources to enhance the quality of working life:** Organizational leaders are responsible for ensuring that a conducive working and business environment is created for fellow employees to enable them delivering their best. The Board Members, Senior Management and Key Managerial Personnel would be responsible for ensuring human dignity of all employees, would encourage and support the professional development of the employees of the Company by providing them all necessary assistance and cooperation, thus enhancing the quality of work.
- 6.7. **Be upright and avoid any inducements:** The Board Members, Senior Management and Key Managerial Personnel shall not, directly or indirectly through their family and other connections, solicit any personal fee, commission or other form of remuneration arising out of transactions involving the Company. This includes gifts or other benefits of significant value, which might be extended at times, to influence business for the organization or awarding a contract to an agency, etc.
- 6.8. **Observe Corporate Discipline:** The flow of communication within the Company is not rigid and people are free to express themselves at all levels. Though there is a free exchange of opinions in the process of arriving at a decision, but after the debate is over and a policy consensus has been established, all are expected to adhere and abide by it, even when in certain instances one may not agree with it individually. In some cases policies act as a guide to action, in others they are designed to put a constraint on action. All must learn to recognize the difference and appreciate why they need to observe them.
- 6.9. **Conduct in a manner that reflects credit to the Company:** All are expected to conduct themselves, both on and off duty, in a manner that reflects credit to the Company. The sum total of their personal attitude and behaviour has a bearing on the standing of Company and the way in which it is perceived within the

organization and by the public at large.

- 6.10. **Be accountable to Company's stakeholders:** All of those whom we serve, be it our customers (without whom the Company will not be in business), the shareholders (who have an important stake in its business), the employees (who have a vested interest in making it all happen), the vendors (who support the Company to deliver in time) and the society (to which Company is responsible for its actions) - are stakeholders of the Company. All, therefore, must keep in mind at all times that they are accountable to Company's stakeholders.
- 6.11. **Prevention of insider trading:** The Board Members, Senior Management and Key Managerial Personnel shall comply with the code of internal procedures and conduct for prevention of insider trading in dealing with securities of the Company.
- 6.12. **Identify, mitigate and manage business risks:** It is everybody's responsibility to follow the risk management framework of the Company to identify the business risks that surround function or area of operation of the Company and to assist in the company-wide process of managing such risks, so that Company may achieve its wider business objectives.
- 6.13. **Protect properties of the Company:** The Board Members, Senior Management and Key Managerial Personnel shall protect the assets including physical assets, information and intellectual rights of the Company and shall not use the same for personal gains.

PART III

7. Specific Additional Provisions for Board Members, Senior Management and Key Managerial Personnel

- 7.1. **As Board Members, Senior Management and Key Managerial Personnel:** They shall undertake to actively participate in the meetings of the Board of Directors and committees on which they serve.
- 7.2. **As Board Members**
 - 7.2.1. Undertake to inform the chairman and managing director/ company secretary of the Company of any changes in their other board positions, relationship with other business and other events/ circumstances / conditions that may interfere with their ability to perform Board / Board committee duties or may impact the judgment of the Board as to whether they meet the independence requirements of the SEBI Listing Regulation with Stock Exchanges and the Guidelines of Department of Public Enterprise (DPE).
 - 7.2.2. Undertake that without prior approval of the disinterested Board Members, they will avoid apparent conflict of interest. Conflict of interest may exist when they have personal interest that may have a potential conflict with the interest of the Company. Illustrative cases can be:
 - **Related Party Transactions:** Entering into any transactions or relationship with Company in which they have a financial or other personal interest (either directly or indirectly such as through a family member or relation or other person or other organization with which they are associated).
 - **Outside Directorship:** Accepting directorship on the board of directors of any other company that competes with the business of the Company.
 - **Consultancy/Business/Employment:** Engaging in any activity (be it in the nature of providing consultancy service, carrying on business, accepting employment) which is likely to interfere or conflict with their duties/ responsibilities towards Company. They should not invest or associate themselves in any other manner with any supplier, service provider or customer of the Company.

- **Use of official position for personal gains:** Should not use their official position for personal gains.

7.3. **Compliance with the code of business conduct and ethics**

7.3.1. **All Board Members, Senior Management and Key Managerial Personnel of Company shall uphold and promote the principles of this Code.**

The future of the organization depends on both technical and ethical excellence. Not only it is important for Board Members, Senior Management and Key Managerial Personnel to adhere to the principles expressed in this Code, each of them should also encourage and support adherence by others.

7.3.2. **Treat violations of this Code as inconsistent association with the organization**

Adherence of professionals to a code of ethics is largely and generally a voluntary matter. However, if any of the Board Members, Senior Management and Key Managerial Personnel do not follow this Code, the matter would be reviewed by the Board of Directors and its decision shall be final. The Company reserves the right to take appropriate action against the defaulter.

7.4. **Miscellaneous Points**

7.4.1. **Continual updation of Code**

This Code is subject to continuous review and updation in line with any changes in law, changes in Company's philosophy, vision, business plans or otherwise as may be deemed necessary by the board of directors and all such amendments / modifications shall take effect prospectively from the date stated therein.

7.4.2. **Where to seek clarifications**

Any Board Member, Senior Management or Key Managerial Personnel requiring any clarification regarding this Code may contact company secretary/ any officer specifically designated by the Board of Directors.

PART IV

8. The duties of independent directors: An independent director shall:

- 8.1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
- 8.2. 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.
- 8.3. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member.
- 8.4. Participate constructively and actively in the committees of the board in which they are chairpersons or members.
- 8.5. Strive to attend the general meetings of the Company.
- 8.6. Where they have concerns about the running of the Company or a proposed action, ensure that these are

addressed by the board of directors and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the board meeting

- 8.7. Keep themselves well informed about the Company and the external environment in which it operates.
- 8.8. Not to unfairly obstruct the functioning of an otherwise proper board of directors or committee of the board.
- 8.9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and reassure themselves that the same are in the interest of the Company.
- 8.10. 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.
- 8.11. Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
- 8.12. Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.
- 8.13. 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 of directors or required by law.

ACKNOWLEDGEMENT OF RECEIPT OF CODE OF BUSINESS CONDUCT AND ETHICS FOR BOARD MEMBERS, SENIOR MANAGEMENT AND KEY MANAGERIAL PERSONNEL

I have received and read the Code of Business Conduct and Ethics for Board Members, Senior Management and Key Managerial Personnel of Mazagon Dock Shipbuilders Limited. I understand the standards and policies contained in the Code and understand that there may be additional policies or laws specific to my job. I further agree to comply with the Code.

Further, I undertake to provide following affirmation on an annual basis to the Company within 30 days from the end of March 31 every year.

AFFIRMATION

(By Board Members/ Senior Management/ Key Managerial Personnel of the Company on annual basis by April 30 of every year)

I,..... (name), (designation), having read and understood the Code, hereby solemnly affirm that I have complied with and has not violated any of the provisions of the Code during the year ended March 31,

Signature

Name

Designation

Place

Employment Number

Telephone No

Date: