

**CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL
(PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**


For Brace Port Logistics Ltd.
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CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

BRACE PORT LOGISTICS LIMITED ("Company") had adopted a code of conduct for its Board of Directors of the Company (Managing Director, Whole Time Directors, Executive Directors and Independent Directors) and the members of senior management team which includes Company Secretary, Chief Financial Officer and other employees of senior level.

PURPOSE:

The purpose of the code is to serve as a guide to the Directors' and Senior Management Personnel of Company on the principles of integrity, transparency, business ethics and to set up standards for compliance of corporate governance.

PREAMBLE:

All the Directors and members of the senior management team of Company shall act within the bounds of the authority conferred upon them and undertake the duty to make and enact informed, judicious and harmonious decisions and policies in the best interests of the Company and its shareholders/stakeholders. With a view to maintain high standards of the Company requires the following rules/code of conduct to be observed in all activities. For the purpose of the code, the company appoints the compliance officer, who will be available to directors and senior management to answer questions and help them comply with the code.

HONESTY AND INTEGRITY:

All the directors and members of the senior management of the Company shall conduct their activities, on behalf of the company and on their personal behalf, with honesty, integrity and fairness. They will act in good faith, responsibly, with due care, competence and diligence, allowing independent judgment to their subordinates. Director shall act in the best interest of the Company and fulfill their fiduciary obligations.


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DISCLOSURES:

Notwithstanding that any instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested officer should be made to the company. It is also incumbent upon every officer to make full disclosure of any interest which the Officer or the Officer's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor of or has other business dealings with the Company. If any Officer fails to make a disclosure as required herein, and the Company of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the Officer, the company would take a serious view of the matter and consider suitable disciplinary action against the Officer.

OTHER DIRECTORSHIPS

The Company feels that serving on the Board of Directors of other companies may raise substantial concerns about potential conflict of interest and therefore all directors shall report/disclose such relationships to the Board on an annual basis. It is felt that service on the Board of a direct competitor is not in the interest of the Company. Hence all the directors are barred in accepting such position without the concurrence of the board.

PUBLIC REPRESENTATION AND CONFIDENTIALITY OF INFORMATION:

The Company honours the information requirement of the public and its stakeholders. In all its public appearance with respect to disclosing information in relation to the Company's activities to public constituencies such as the media, the financial community, employees and shareholders, the company shall be represented only by specifically authorized officers.

Any information concerning the Company's business, its customers, suppliers, etc. to which the Officers have access or which is possessed by the Officers, must be considered privileged and confidential and should be held in confidence at all times, and should not be disclosed to any person, unless (i) authorized by the board or, (ii) the same is part of the public domain at the time of disclosure, or (iii) is required to be disclosed in accordance with applicable laws.

CONFLICT OF INTEREST:

The Director and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interest of the Company. Every director and senior management personnel should make a full disclosure to the board of any transaction that they reasonably expect, could give a rise to an actual conflict of interest with the company and seek the board's authorization to pursue such transactions.

REGULATORY COMPLIANCES:

The Director and Senior Management Personnel should comply with all applicable laws, rules and regulations for the time being in force. In addition, if any director becomes aware of any information

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that he believes constitutes evidence of a material violation any securities or other laws, rules and regulations applicable to the Company or the operation of its business, by the Company or any employee or another director should bring such information to the attention of the Chairman of the audit committee.

INSIDER TRADING:

None of the director or senior management personnel shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the Company, which is not a public domain and constitute insider information. All Directors and Senior Management Personnel will comply with the company's code for prevention of insider trading which is separately attached.

DUTIES OF THE DIRECTOR:

Every director of the Company shall Endeavour to comply with the provisions of Section 166 of the Companies Act, 2013 relating to duties of directors. In addition, independent director shall also perform the duties as prescribed in Schedule IV to the Companies Act, 2013 as amended from time to time.

Without limiting the generality of the duties stated in the Companies Act, 2013, SEBI Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading framed there under and other applicable laws, the duties of a director are as under:

1. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
2. Monitoring the effectiveness of the Company's governance practices and making changes as needed.
3. Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.
4. Aligning key managerial personnel and remuneration of Directors with the longer term interests of the Company and its shareholders.
5. Ensuring a transparent nomination process to the Board of Directors with the diversity of thought, experience, knowledge, perspective and gender in the Board.
6. Monitoring and managing potential conflicts of interest of management, members of the Board and shareholders, including misuse of corporate assets and abuse in related party transactions.

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7. Ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
8. Overseeing the process of disclosure and communications.
9. Monitoring and reviewing Board's evaluation framework.

Do's

1. Attend Board meetings regularly and participate in the deliberations and discussions effectively.
2. Study the Board papers thoroughly and enquire about follow up reports on definite time schedule.
3. Involve actively in the matter of formulation of general policies.
4. Be familiar with the broad objectives of the Company and the policies laid down by the government and the various laws and legislations
5. Ensure confidentiality of the Company's agenda papers, notes and minutes.

Dont's

1. Do not reveal any information relating to any constituent of the Company to anyone.
2. Do not display the logo / distinctive design of the Company on their personal visiting cards / letter heads. Do not sponsor any proposal relating to loans, investments, buildings or sites for Company's premises, enlistment or empanelment of contractors, architects, auditors, doctors, lawyers and other professionals etc.
3. Do not do anything, which will interfere with and / or be subversive of maintenance of discipline, good conduct and integrity of the staff.
4. Do not buy or sell or suggest to anyone else buy or sell the securities of any company, either directly or through family members or other persons or entities, while you are aware of inside information about the company.
5. No employee including Senior Management, key managerial personnel or Director of the Company shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution.

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6. Do not take any personal opportunities directly or indirectly that belongs to the Company or are discovered through the use of Company's property, information or position

Additional Guidelines for Independent Directors:-

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. act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;

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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'

PROTECTION OF ASSETS:

The Officers shall use best endeavors to protect Company's assets and property, ensure its efficient use and shall not derive any personal benefit (including without Limitation through the use of Company's property, assets, information of position) except that which they are lawfully entitled to.

ENVIRONMENT, HEALTH & SAFETY POLICY

We take environmental consciousness a step further as a company. We believe that directors/employees of the Company are environment conscious and contribute to preserving nature as well as safety measures in own respective work areas. All of us are responsible for conducting safe and environmentally sound operations; this is in the interest of our own well-being and the quality of life of others. You shall abide by this policy.

ACCOUNTABILITY:

The Board of Directors shall oversee the Company's adherence to ethical and legal standards. All employees and members of the Board of Director shall undertake to stop or prevent actions that could harm reputation of the Company and to report such actions as soon as they occur to take corrective steps and see that such actions are not repeated.

AMENDMENTS TO THE CODE:

The provision of this Code can be amended and modified by the Board of Directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein. All Officers shall be duly informed of such amendments and modifications.

ENFORCEMENT OF CODE OF CONDUCT:

Each Officer shall be accountable for fully complying with this Code.

CONSEQUENCE OF NON-COMPLIANCE OF THIS CODE:

Suspected violation of the code may be reported to the chairman of the board or the chairman of the audit committee. All reported violation shall be appropriately investigated. Any waiver of this code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.

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FAIR PRACTICE CODE:

In consonance with the guidelines issued by the SEBI.


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