THE GREAT EASTERN
SHIPPING COMPANY LIMITED
CIN: L35110MH1948PLC006472

OCEAN HOUSE, 134/A, Dr. Annie Besant Road, Worli, Mumbai - 400 018, INDIA. Tel.: +91(22) 6661 3000 / 2492 2100 Fax : +91(22) 2492 5900

May 15, 2015

Bombay Stock Exchange
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

Fax No.22723121/3719

Dear Sir,

We refer to the SEBI Circular dated 11th May, 2015.

We hereby inform you that we have complied with the requirements of the regulation 8 (Code of Fair Disclosure) and regulation 9 (Code of Conduct) of the regulation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) is as attached.

You are requested to kindly take note of the above.

Thanking You,
Yours faithfully,
For **The Great Eastern Shipping Co. Ltd.**

Jayesh M. Trivedi
Vice President (Secl. & Legal) & Company Secretary

CC: National Stock Exchange, Mumbai Fax No. 26598237/66418124/25/26

CC: Wholesale Debt Market,
National Stock Exchange, Mumbai Fax No. 26598238

CC: Luxembourg Stock Exchange, LUXEMBOURG. ost@bourse.lu

CODE OF THE GREAT EASTERN SHIPPING COMPANY LIMITED FOR PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION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

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 and such other transactions;

(v) changes in key managerial personnel; and

(vi) material events in accordance with the listing agreement.

'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) President (Shipping)

c) Chief Financial Officer

d) Company Secretary

e) Head – Corporate Communications

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 made at such meetings should be posted on the website of the Company.

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.

FOR THE GREAT EASTERN SHIPPING CO. LTD.

JAYESH TRIVEDI
VICE-PRESIDENT (SECL & LEGAL) &
COMPANY SECRETARY