POLICY ON CODE OF CONDUCT

FLY-HI MARITIME TRAVELS LIMITED (hereinafter referred to as "**the Company**") is committed to the highest standards of corporate governance and ethical conduct in all its activities and processes. It regards corporate governance as the cornerstone for sustained management performance, for serving all the stakeholders and for instilling pride of association.

FRAMEWORK

This Code of Conduct has been framed and adopted by the Company in compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

INTRODUCTION

This Code of Conduct for Board Members and Senior Management Personnel ("**the code**") helps maintain the standards of business conduct for the Company and ensures compliance with legal requirements, specifically under Corporate Governance compliance. The matters covered in this code are of the utmost importance to the Company, our shareholders and our business partners. Further, these are essential so that we can conduct our business in accordance with our stated values.

The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company and thus to sustain the trust and confidence reposed in the Management by the stakeholders and business partners in alignment with Corporation's Vision and Values to achieve the Mission and Objectives. Directors and Senior Management are expected to understand, adhere to, comply with and uphold the provisions of this Code and the Standards laid down hereunder in their day to day functioning.

DEFINITION AND INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below;

- "**Company**" means **FLY-HI MARITIME TRAVELS LIMITED**.
- "**Board**" means Board of Directors of the Company.

APPLICABILITY

The Code is applicable to the following persons, referred to as **"Officers"**:

- Board Members.
- Key Managerial Personnel
- Senior Management
- Functional heads.
- All professional serving in the roles of finance, tax, accounting, purchase and investor relations.

Ethical business conduct is critical to our business. Accordingly, Officers are expected to read and understand this Code, uphold these standards in day-to-day activities, and comply with all applicable laws, rules and regulations, Code of Conduct and all applicable policies and procedures adopted by the Company that govern the conduct of its officers and employees.

Nothing in this Code, in any Company policies and procedures, or in other related communications (verbal or written), creates or implies an employment contract or term of employment.

CODE OF CONDUCT:

- **DUE DILIGENCE AND CARE**

The Officers Shall act with utmost care, skill and diligence in a fair, reasonable and bonafide manner, without allowing their independent judgment to be subordinated, maintaining high standards of integrity in all its activities and dealings in the best interest of the Company and its stakeholders.

- **HONEST AND ETHICAL CONDUCT**

We expect all Officers to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working on the Company's premises or at any other place where Officers are representing the Company. We consider honest conduct to be conduct that is free from fraud or deception. We consider ethical conduct to be conduct conforming to the accepted professional standards of conduct. Ethical conduct

includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

- **CONFLICTS OF INTEREST**

An Officer's duty to the Company demands that he or she avoids and discloses actual and apparent conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

Examples include:

a) Employment:

In consideration of employment with the Company, Officers are expected to devote their full attention to the business interests of the Company. Officers are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company, or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit Officers from accepting simultaneous employment with suppliers, customers or competitors of the Company, or from taking part in any activity that enhances or supports a competitor's position. Additionally, Officers must disclose to the Company's audit committee, any interest that they have that may conflict with the business of the Company.

b) Outside directorships:

It is a conflict of interest to serve as a director of any company that competes with the Company. Officers must first obtain approval from the Company's audit committee before accepting a directorship.

c) Business Interests:

If an Officer is considering investing in any customer, supplier or competitor of the Company, he or she must first take care to ensure that these investments do not compromise on their responsibilities to the Company. Our policy requires that Officers first obtain approval from the Company's audit committee before making such an investment. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; the Officer's ability to influence the Company's decisions; his or her access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company.

d) Related parties:

No Officer shall indulge in related party transaction except as provided in the rules specified by the SEBI under the Corporate Governance norms and pursuant to section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

e) Payments or gifts from others:

Under no circumstances may Officers accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud.

f) Corporate Opportunities:

Officers may not exploit for their own personal gain, opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Company's board of directors and the board declines to pursue such opportunity.

g) Other situations:

Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, Officers must consult the Company's audit committee.

- **COMPLIANCE WITH LAWS, RULES & REGULATIONS**

The Officers shall in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit. If the ethical and professional standards set out in the applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail.

- **CONFIDENTIALITY**

Any information concerning the Company's business, its customers, suppliers, etc. to which the Directors and Senior Management have access or which is possessed by the Directors and Senior Management, 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. specifically authorized;
ii. the same is part of the public domain at the time of disclosure;
iii. is required to be disclosed in accordance with applicable laws.

- **PROTECTION OF ASSETS**

The Officers shall deploy the assets of the Company and for the purpose of conducting the business for which they are duly Authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers etc.

- **PREVENTION OF INSIDER TRADING**

The Board Members and Senior Management Personnel shall comply with the Code of Internal Procedures and Conduct for Prevention of Insider Trading, in dealing with securities of the Company.

- **DISCRIMINATION AND HARASSMENT**

The Company is committed to provide a workplace free of discrimination and harassment based on race, color, religion, age, gender, national origin, disability, veteran status, or any other biases. It will be the endeavor of every director and officer of the Company to see that workplace is free from such bias.

- **SAFETY, HEALTH AND ENVIRONMENT**

The Company shall strive to provide a safe and healthy working environment and comply in the conduct of its business affairs with all regulations regarding the preservation of the environment of the territory it operates.

COMPLIANCE WITH GOVERNMENTAL LAWS, RULES AND REGULATIONS

Officers must comply with all applicable governmental laws, rules and regulations. Officers must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers and to know when to seek advice from the finance department. Violations of applicable governmental laws, rules and regulations may subject Officers to individual criminal or civil liability, as well as to disciplinary action by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of business.

VIOLATIONS OF THE CODE:

Part of an Officer's job and of his or her ethical responsibility is to help this code. Officers should be alert to possible violations and report this to the Finance department. The Company will take appropriate action against any Officer whose actions are found to violate the Code or any other policy of the Company. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

WAIVERS AND AMENDMENTS OF THE CODE:

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this code is subject to modification. Any amendment or waiver of any provision of this code must be approved in writing by the Company's Board of Directors.

DUTIES OF DIRECTOR AND INDEPENDENT DIRECTOR

Independent Director shall give declaration on the first meeting of the Board in which he/she participates as a director or thereafter at the first meeting of the Board every year or wherever there is any change in the circumstances which may affect his status as an independent director.

Independent Director shall comply with the provision of section 149(6) of the companies act, 2013

A director **(includes independent director)** shall act in accordance with the articles of the company, subject to the compliance of Companies Act, 2013 and all other applicable laws;

1) A Director of a company shall 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 interest of the company, its employees, the shareholders, the community and for the protection of environment.

2) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.

3) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with

the interest of the company.

4) A director of a company shall 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 shall be liable to pay an amount equal to that gain to the company.

5) A director of a company shall not assign his office and any assignment so made shall be void.