



CODE OF CONDUCT

FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT OF JINDAL STEEL & POWER LIMITED

Applicability of the Code

As per sub clause I (D) (i) of the revised Clause 49 of the listing agreement with the stock exchanges relating to Corporate Governance, Board of Directors of the Company is required to have a Code of Conduct to be followed by all the Board members and senior management of the Company.

This Code of conduct shall apply to:-

- 1) All members of Board of Directors.
- 2) All Executive Directors (non-Board members), all employees who are designated as Vice Presidents and above and all functional heads (hereinafter referred to as 'Senior Management' of the Company).

The Directors and Senior Management should:

1. Use reasonable efforts to attend Board and Committee meetings / office work regularly.
2. Dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his / her duties, including preparing for meetings and decision making.
3. Seek to comply with all Corporate Policies.
4. Act in the best interest of, and fulfill their fiduciary obligations / responsibilities to, Company's shareholders, stakeholders, customers etc.
5. Comply with all applicable laws, rules, regulations and guidelines.



6. Avoid any situation in which there is an actual or apparent conflict of interest that could interfere with the Director's or member of senior management's judgment in taking decisions in the Company's best interests.

7. A Director who has a material personal interest in any matter should notify the Board of his / their interest and must not vote on the matter. Any member of Senior management who has a material personal interest in any contracts, arrangements or transactions should inform the Company Secretary.

8. Make available to and share with fellow Directors and members of senior management information as may be appropriate to ensure proper conduct and sound operation of the Company and its Board of Directors.

9. Ensure the security of all confidential information, such as, technologies, processes, patents, know how, designs, drawings, marketing and financial strategies etc. available to them in the course of discharge of their services and not use such information for their personal advantage.

10. Ensure that they use the Company's assets, properties and services for official purposes only or as per the terms of their appointment.

11. Not receive directly or indirectly any benefits / favours from the Company's business associates / constituents which is intended or can be perceived as being given to gain favour for dealing with the Company.

12. Have a legal and a moral responsibility for the safety and the protection of the environment.

13. Encourage and support the professional development of the employees of the Company and provide them all necessary assistance and cooperation.