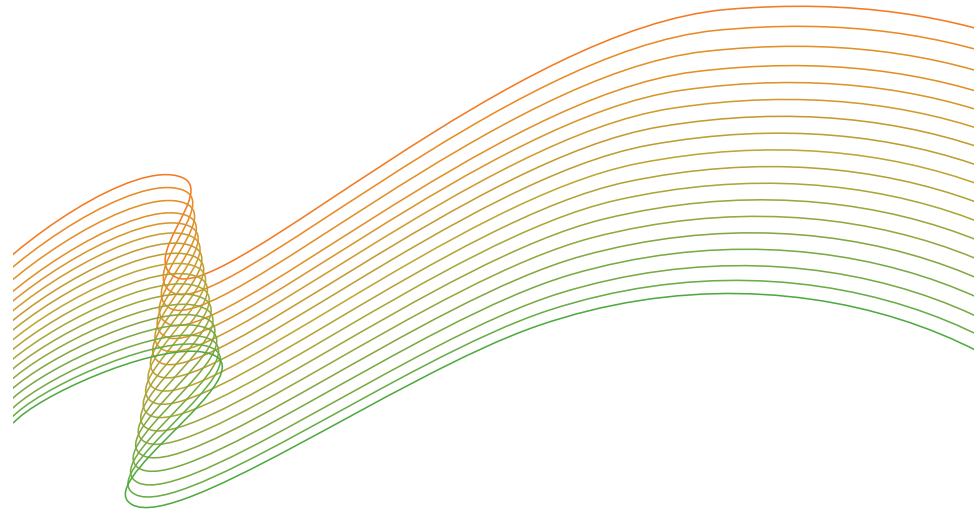


GROUP CODE OF CONDUCT



Corporate Office:

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Tel.: +91 11 26188340-50, Fax: +91 11 26161271

www.jindalsteelpower.com



Message from Chairman

1. Preamble

2. Elements of the Code:

- I. Workplace Conduct
- II. Dealing with Outside Parties
- III. Protecting Company Assets
- IV. Community Responsibility

3. Implementation of the Code

- I. Administration of the Code
- II. Code Clarifications
- III. Code Compliance Process
- IV. Channels of Reporting

“Anything that changes
your value,
changes your behaviour.”

Message from Chairman



“Try not to become
a man of success,
but rather try to become
a man of value.”

Jindal Steel & Power Limited (JSPL) is growing from strength to strength, foraying into sectors ranging from energy and steel to infrastructure. The company now operates in various states in India and has an impressive global footprint in 15 countries across four continents. We now employ approximately 15,000 people directly and an equal number through our business associates and partners.

Our ambition is to work diligently and skillfully in building the Nation of our dreams. To fulfil these goals, it becomes imperative to be guided by a Common Group Code of Conduct. This Group Code of Conduct plays a pivotal role in our Corporate Governance mechanism and is designed to:

- Define the fundamental nature of our behaviour
- Clarify boundaries within which we will operate
- Prevent ambiguity in what's permissible and what's not
- Form the basis of our internal policies and guidelines
- Provides vent for people to reach out when they observe violations

This booklet will enable you to get a deeper understanding of this Common Group Code of Conduct.

I am sure you will all stand with me in building an organization that is driven by values and ethical conduct.

Naveen Jindal
Chairman

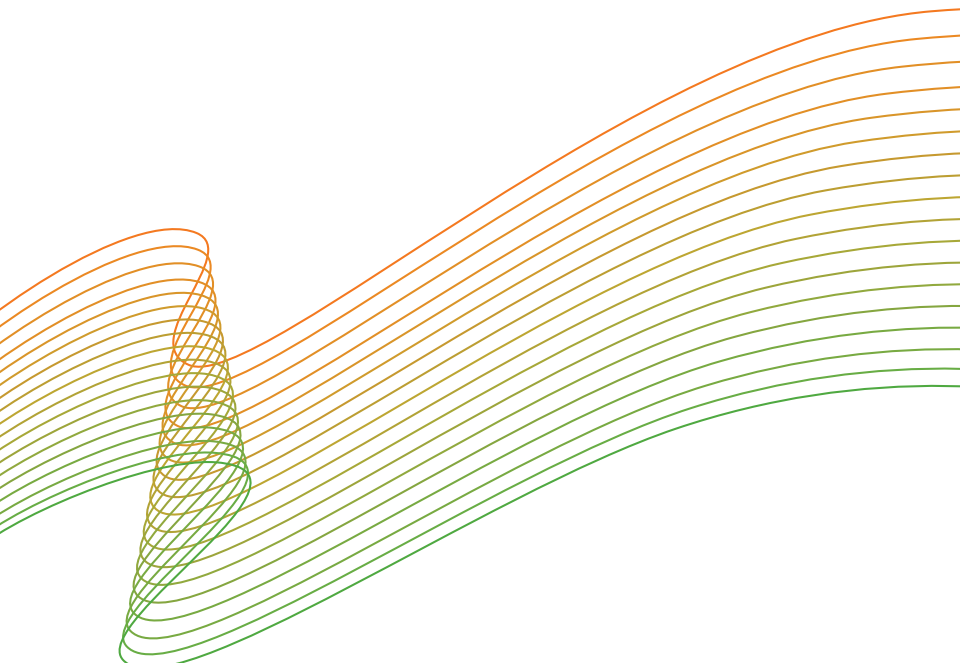
PREAMBLE

Preamble

- Operating Principles of JSPL

- Applicability to all members of the JSPL Community
 - i) All Group & Associate Company Employees
 - ii) All Business Associates and their Employees

- Our responsibility
 - i) As Employees
 - ii) As Management
 - iii) As Business Associates



JSPL Operating Principles

- This Group Code of Conduct (the “Code” or “COC”) is designed to sustain a culture that embraces and exhibits JSPL operating principles, which are:
 - To acknowledge, respect and be responsive to the needs of our stakeholders
 - To trust and nurture our employees
 - To continuously improve our goods and services innovatively and expeditiously
 - To be transparent and sensitive in our dealings with all stakeholders

Our responsibilities – As Employees

- Learn about and understand the elements of the Code
 - Comply with the Code and associated policies and guidelines
 - Seek clarifications and assistance when in doubt
 - Follow communication and reporting guidelines
 - Cooperate in investigations pertaining to Code violations
- Failure to comply with the Code is a misconduct and may lead to termination of employment in extreme cases

Our responsibilities – As Management

- Responsibility of management goes beyond those as an employee and includes:
 - Building and maintaining a culture of compliance
 - Preventing and detecting problems and issues of compliance
 - Responding expeditiously to issues as they emerge (investigate/resolve)
 - Protecting the safety of those reporting any violations

Our responsibilities – Business Associates

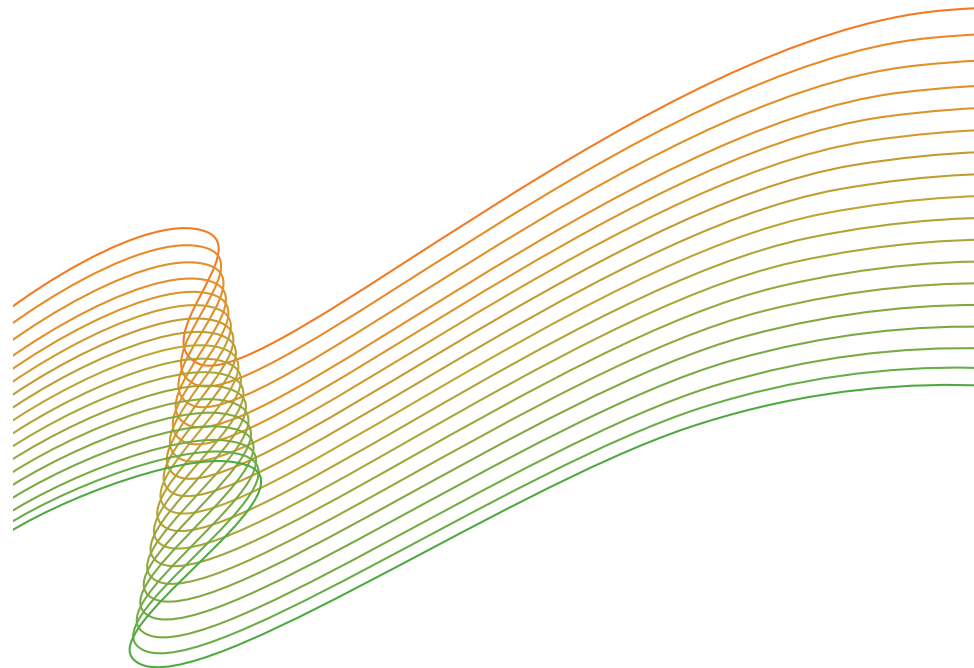
- **Business Associates** of JSPL Group include:
 - Dealers & Sales Agents
 - Vendors & Suppliers
 - Contractors & Service Providers

- To conduct all business activities in a legal and ethical manner with utmost integrity, in line with this Code
 - To follow their own Code, provided the two are congruent

- Business Associate employees when representing the face of JSPL, need to be properly informed with the relevant aspects of this Code

SECTION I

WORKPLACE CONDUCT



Section I - Workplace Conduct

1. Personal Conduct
2. Employee Relations
3. Fair Employment Practices
4. Harassment Free Workplace

1. Personal Conduct

Objective	Code
<ul style="list-style-type: none">➤ To display the application of the Code in letter and spirit through personal conduct➤ To be a good corporate citizen➤ To build the culture and reputation of the company as an ethical organization	<ul style="list-style-type: none">➤ All employees have a duty to<ul style="list-style-type: none">– Embody and model ethical behaviour– Promote a culture of compliance– Exhibit values enshrined in the Code– Lead by example– Comply with all laws, rules and regulations
Do's	Don'ts
<ul style="list-style-type: none">✓ Be aware of and know all the laws, regulations, policies and procedures required for the diligent performance of your duties. Ignorance is no excuse✓ Be vigilant of instances of non-compliance and take appropriate action	<ul style="list-style-type: none">✗ Don't ask others to violate the Code✗ Don't penalize/retaliate against those who report a violation of the Code

2. Employee Relations

Objective	Code
<ul style="list-style-type: none"> ➤ To provide a work environment and atmosphere that promotes harmony and achievement of mutual objectives ➤ Employees work with defined goals and standards of performance in an environment which is conducive to productivity and teamwork 	<ul style="list-style-type: none"> ➤ Relationship with subordinates should be exemplary with regard to decency, dignity, fairness and integrity ➤ Relationship with supervisors should be that of mutual respect and trust

Do's	Don'ts
<ul style="list-style-type: none"> ✓ In all communications, be mindful of etiquette and take precaution with language and messages ✓ Listen to others' viewpoint and encourage creative and innovative thinking ✓ Provide timely suggestions for performance improvement 	<ul style="list-style-type: none"> ✗ Don't create misunderstanding through lack of communication with supervisors and subordinates ✗ Never show disrespect or hurt the dignity of others ✗ Don't criticize others behind their back

3. Fair Employment Practices

Objective	Code
<ul style="list-style-type: none"> ➤ Ensure diversity in the workplace mirrors diversity of population ➤ Provide equal opportunity and fair treatment to all employees ➤ Provide an inclusive culture and work environment where every employee has equal opportunity to reach their full potential 	<ul style="list-style-type: none"> ➤ Treat each other with respect and dignity ➤ Foster an atmosphere of open communication ➤ Embrace the strength of our diverse background (ethnicity/religion etc.) ➤ Provide equal access to opportunities for all ➤ Measure performance based contribution towards organization objectives

Do's	Don'ts
<ul style="list-style-type: none"> ✓ All decisions pertaining to <ul style="list-style-type: none"> – Recruitments, hiring and training – Promotions, pay and benefits – Transfers and dismissals to be based on the employees' qualification, accomplishments and merit 	<ul style="list-style-type: none"> ✗ Don't discriminate on the basis of employees' gender, colour, caste, race, religion, disability, ethnicity, marital or family status, national origin, sexual orientation, or any other characteristic having no bearing on job performance

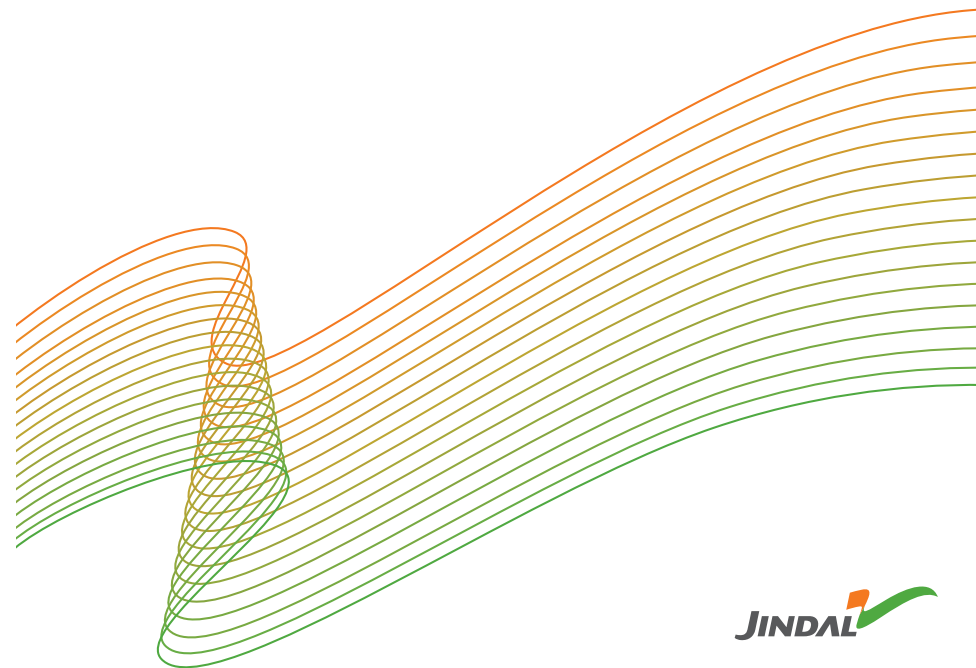
4. Harassment free workplace

Objective	Code
<ul style="list-style-type: none">➤ To provide a consistent standard of protection from threats, harassment and discrimination or other intimidating behaviours	<ul style="list-style-type: none">➤ Promote a workplace culture where every employee feels free to contribute their best without being harassed due to their gender or background

Do's	Don'ts
<ul style="list-style-type: none">✓ Follow our Sexual Harassment policy (See Prohibition of Sexual Harassment of Women Employees at Workplace Policy, page 42)✓ Remember this applies to third parties as well, both as victims and as perpetrators✓ Respect the privacy of individuals	<ul style="list-style-type: none">✗ Don't conduct yourself in a manner uncomfortable to others i.e.,<ul style="list-style-type: none">– Humiliating– Unhealthy– Discriminatory– Career limiting– Otherwise causing adverse conditions

SECTION II

DEALING WITH OUTSIDE PARTIES



Section II – Dealing with Outside Parties

1. Customers & Fair Competition
2. Conflict of Interest
3. Gifts and Entertainment
4. Improper Payments
5. Working with the Government and Regulator
6. Working with Business Associates
7. Ethical Advertising
8. Dealing with the Media

1. Customers & Fair Competition

Objective	Code
<ul style="list-style-type: none">➤ Commitment to provide the highest quality service to our customers in the most professional manner➤ To support fair competition in all its forms	<ul style="list-style-type: none">➤ Conduct all our affairs with customers honestly, fairly & directly➤ All relationships with customers should be based on mutual trust & ethical behaviour, open communication and responsiveness to their needs➤ We should not indulge in any restrictive trade practices or form any cartel
Do's	Don'ts
<ul style="list-style-type: none">✓ Accurately represent the price, quality, features & availability of all our goods & services✓ In all communications with competitors, ensure these are in the presence/knowledge of another employee	<ul style="list-style-type: none">✗ Don't mistreat customers, irrespective of whether they have a valid complaint or not✗ Don't force others to buy our products from us in exchange for what we can purchase from them✗ Don't obtain secret/proprietary information of competitors through unfair means

2. Conflict of Interest

Objective	Code
<ul style="list-style-type: none"> ➤ Employees taking decisions on behalf of the company should have only the best interest of the company in mind ➤ To prevent any undue advantage to be gained by employees when their personal interest conflict with the interest of the company 	<ul style="list-style-type: none"> ➤ Company Interest comes before personal interest in all dealings ➤ Avoid at all times even the appearance of conflicts of your personal interests and the interests of the company ➤ Outside the office or workplace, be sure to avoid any situations that might lead to a conflict between yourself and your work
Do's	Don'ts
<ul style="list-style-type: none"> ✓ Inform the Company (Group Ethics Officer) if you or an immediate family member has any personal interest in a third party dealing with the company ✓ Inform the company (Group Ethics Officer) if you derive any benefit from any company/business associate that does business with the company 	<ul style="list-style-type: none"> ✗ Don't make any personal arrangements with any third party that either competes with or provides products / services to the company ✗ Don't accept any personal favours from third parties in exchange for business favours ✗ Don't accept any paid position or provide any paid services to anyone else

3. Gifts and Entertainment

Objective	Code
<ul style="list-style-type: none"> ➤ The purpose is to create a goodwill and sound working relationship, not to gain unfair advantage with customers or to give undue advantages to some vendors ➤ To maintain company's reputation of a transparent, best-in class company that acts with integrity and bases its decisions only on legitimate business considerations 	<ul style="list-style-type: none"> ➤ No cash gift or entertainment should ever be offered or accepted by any company employee, family member, or agent unless: <ul style="list-style-type: none"> – It is consistent with customary business practices – Is reasonable in value – Cannot be construed as a bribe or payoff – Does not violate any laws, regulations or applicable policies ➤ Also see guidelines on Gifts and Entertainment, page 44
Do's	Don'ts
<ul style="list-style-type: none"> ✓ Some gifts are acceptable, provided they are infrequent and not excessive in value, as normal part of business and not embarrassing to discuss ✓ Entertainment incidental to the normal course of business is acceptable, such as a regular meal without alcohol 	<ul style="list-style-type: none"> ✗ Don't accept any personal entertainment, such as paid-for holidays, dinners outside scope of normal business, for self/ family ✗ Don't attend any event which includes paid-for travel and accommodation unless sanctioned

4. Improper Payments

Objective	Code
<ul style="list-style-type: none"> ➤ Except for lawful reimbursement for bonafide expenditure incurred by third parties in the normal course of business, improper payments to third parties, especially to gain an unfair advantage (either for company or self) is not permissible 	<ul style="list-style-type: none"> ➤ Company does not offer anything of value to gain an unfair advantage in selling or in conducting financial transactions ➤ Company does not provide inappropriate entertainment for purposes of gaining undue business advantage

Do's	Don'ts
<ul style="list-style-type: none"> ✓ Exercise due diligence when selecting firms to represent the company in its dealing with others ✓ Deal directly with the manufacturer / suppliers rather than procuring through middlemen 	<ul style="list-style-type: none"> ✗ Don't make payments to agents or consultants which are out of norm in relation to the service being received ✗ Don't permit unauthorized free / discounted goods / services to third parties

5. Working with the Government/Regulator

Objective	Code
<ul style="list-style-type: none"> ➤ When dealing with the Government or regulatory (industry/tax/municipal etc.) officials, we must adhere to the highest standards of business conduct 	<ul style="list-style-type: none"> ➤ In seeking business / permissions from the Government, ensure all interactions are in line with normal course of business and there is no appearance of undue influence ➤ In seeking the resolution of legal or regulatory issues affecting the interest of the company, we must do so on the basis of merit

Do's	Don'ts
<ul style="list-style-type: none"> ✓ Be extra careful to follow proper procedures in dealing with Government & regulatory officials 	<ul style="list-style-type: none"> ✗ Do not offer, provide or solicit anything of economic value in return for any special treatment or favour ✗ Do not employ a relative of any Government official in return for any favours

6. Working with Business Associates

Objective	Code
<ul style="list-style-type: none"> ➤ Company to deal with its business associates in a highly professional manner where good relationships without ulterior motives are cherished ➤ Employees should not have any personal interest in any business transactions 	<ul style="list-style-type: none"> ➤ All transactions with business associates must be solely in the best interest of the company ➤ No employee may derive personal benefit, directly or indirectly from his position with the company or from the activity of the company

Do's	Don'ts
<ul style="list-style-type: none"> ✓ Where there are bonafide business transactions involving the employees' family or relations, the employee will excuse him/herself from that transaction and another employee would fill in for him 	<ul style="list-style-type: none"> ✗ Don't provide any service to the business associate which would put the company in jeopardy or embarrassment ✗ Don't accept discounts on personal purchases from customers & suppliers that are not offered in the ordinary course of business

7. Ethical Advertising

Objective	Code
<ul style="list-style-type: none"> ➤ To maintain high standards of advertising in a world that is highly competitive ➤ Advertising must be very creative and competitive and not misleading 	<ul style="list-style-type: none"> ➤ Always observe the standards of commercial fairness in devising, using and selecting advertising and trademarks, so that our services succeed on the strength of their own quality and our own reputation, rather than by imitation, misinformation or on the goodwill of our competitors

Do's	Don'ts
<ul style="list-style-type: none"> ✓ Adhere to legal requirements, respecting trademarks infringement and fair competition ✓ Be sensitive to any company, organization, a state, its affairs or political issues 	<ul style="list-style-type: none"> ✗ Avoid any derogatory or demeaning comments or references towards an individual, community, race, religion, national origin, sexual orientation, ethnic origin, marital status or disability

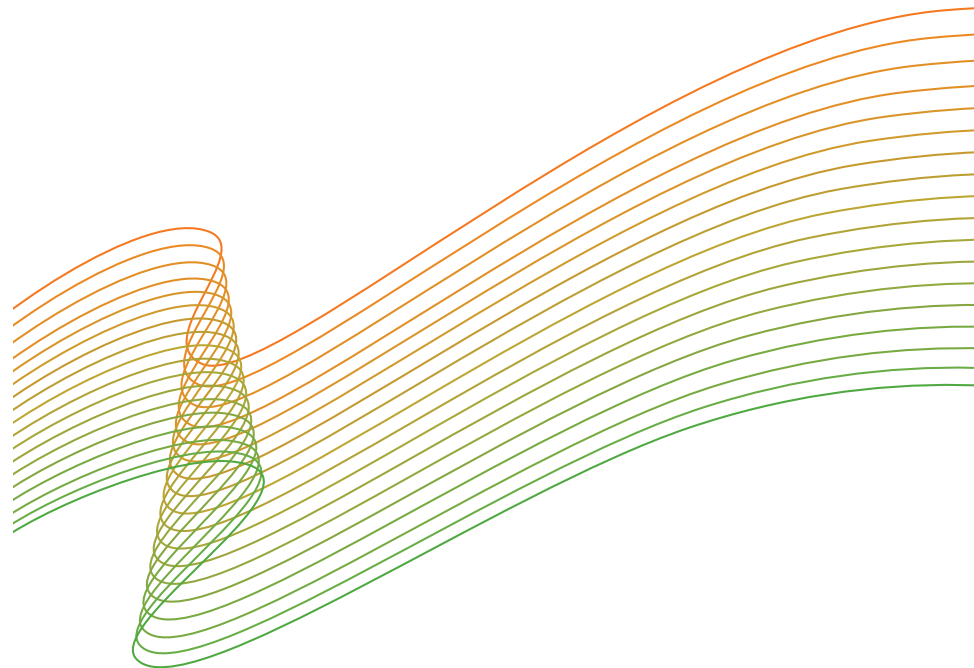
8. Dealing with the Media

Objective	Code
<ul style="list-style-type: none">➤ Dissemination of company's information for the investing and general public has to be controlled and in compliance with laws and regulations	<ul style="list-style-type: none">➤ All dealings with the media should be done by those authorized to do so. Corporate Communication Department to coordinate➤ No employee is authorized to deal directly with the media, especially for giving any personal opinions on company's matters➤ Also see Corporate Communication Policy

Do's	Don'ts
<ul style="list-style-type: none">✓ Guide outside parties to the information that is publicly available, e.g., on the website - www.jindalsteelpower.com✓ Seek guidance and permission for any interaction with the media and the outside community	<ul style="list-style-type: none">✗ Avoid using the internet and social media to discuss matters relating to the company and business etc.✗ Refrain from hinting, making statements, humorous remarks or passing any comment about the company which can be misconstrued

SECTION III

PROTECTING COMPANY ASSETS



Section III – Protecting Company Assets

1. Fraud & Theft
2. Confidential Information/ Intellectual Property
3. Insider Trading
4. Use of Company Property, Email/internet
5. Finance and Accounting Practices

1. Fraud & Theft

Objective	Code
<ul style="list-style-type: none">➤ Fraud or act or intent to cheat, trick, deceive, or lie is both dishonest and in most cases criminal	<ul style="list-style-type: none">➤ No one should derive personal benefit or induce another to act upon intentional false representations or concealment of material facts➤ No employee should deprive the company of its justifiable business returns whether for personal gains or otherwise
Do's	Don'ts
<ul style="list-style-type: none">✓ Only just and fair income should be derived from the company✓ Be agile and vigilant of any suspected instances of fraud and report these immediately	<ul style="list-style-type: none">✗ Don't forge or alter cheques, financial records and other company documents etc.✗ Don't misappropriate funds, assets or other items of value belonging to the company✗ Don't claim what you are not entitled to while submitting expense claims

2. Confidential Information/Intellectual Property

Objective	Code
<ul style="list-style-type: none"> ➤ The company, being a listed company is subject to stringent rules regarding confidential information ➤ Every employee has to be sensitive to the manner in which business information is handled ➤ This obligation to maintain confidentiality extends beyond the employee's tenure with the company 	<ul style="list-style-type: none"> ➤ All employees are expected to deal with company's information with sensitivity and confidentiality ➤ All information sharing has to be on a "need to know" basis ➤ To maintain employee privacy, the personal data and information on employees is confidential and guarded strictly
Do's	Don'ts
<ul style="list-style-type: none"> ✓ Maintain a 'clean desk policy' ✓ Leave no Confidential/Sensitive Information in the open when not around and lock your desk/computer while leaving the office ✓ Be very careful while sending email information (who gets what & when) especially with attachments 	<ul style="list-style-type: none"> ✗ Don't take confidential documents out of the office and avoid confidential conversations in public places ✗ Don't provide misleading / inaccurate / delayed information to those who have the authority to know (top management/superiors / auditors etc.)

3. Insider Trading

Objective	Code
<ul style="list-style-type: none"> ➤ To ensure that all the investor community at large is well informed and their concerns and queries are appropriately addressed ➤ To ensure that undue advantage is not taken by those who have information but not available to all investors 	<ul style="list-style-type: none"> ➤ Employees should not trade in the shares of the company using sensitive information available with them ➤ Sensitive Information is something that could have a reasonable bearing on the movement of share price ➤ Also see Guideline on Sensitive information, page 46
Do's	Don'ts
<ul style="list-style-type: none"> ✓ Ensure that all sensitive documents in hard copy or in electronic form is secured / protected from unauthorized access ✓ Those having access to sensitive information should not share any details with others who do not need this information (or share only after requisite permission) 	<ul style="list-style-type: none"> ✗ Don't discuss the details of our business and its plans with anyone outside the company, not even with family / friends ✗ Don't disclose or discuss with outsiders "Restricted Information" during "silent period" that is imposed for a period of time

4. Use of Company Property

Objective	Code
<ul style="list-style-type: none"> ➤ Company assets such as office premises, communication medium such as phone, computers, email, internet etc. are provided for business related duties & responsibilities which should be used only by the people authorized to do so and in accordance with company policies 	<ul style="list-style-type: none"> ➤ Use of company property is restricted for company's legitimate business only ➤ The company reserves the right (as permitted by law) to monitor and track use of all company property and communications, such as email, use of internet etc.
Do's	Don'ts
<ul style="list-style-type: none"> ✓ Be vigilant of any abuse of company property and report such incidents to higher authorities ✓ Safeguard your passwords and access privileges assigned to you 	<ul style="list-style-type: none"> ✗ Don't permit others who have no permission to use company property

5. Finance & Accounting Practices

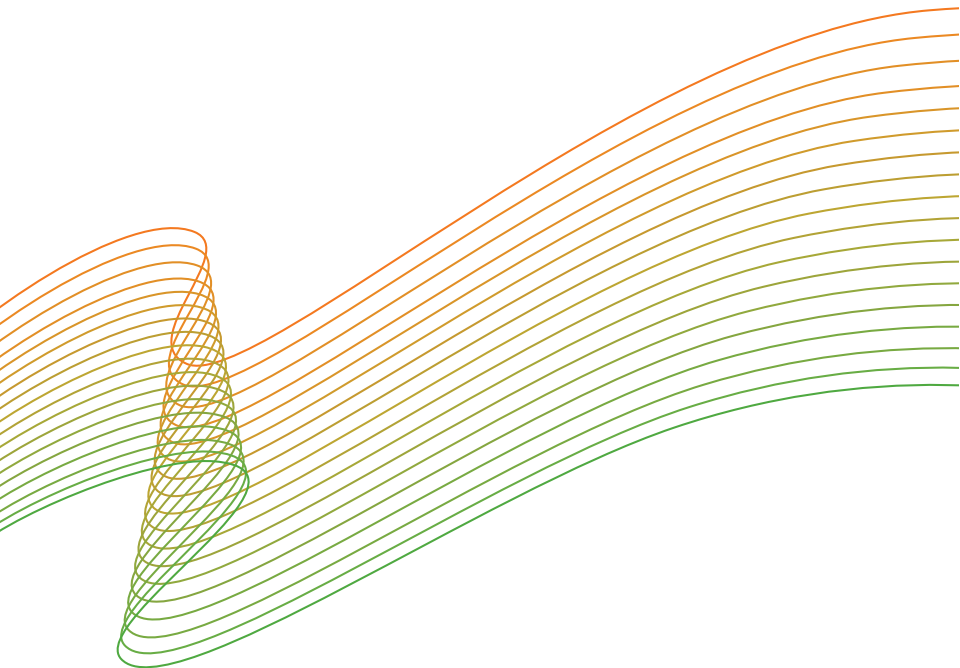
Objective	Code
<ul style="list-style-type: none"> ➤ All business and financial transactions must be authorized and recorded in accordance with the financial standards and as per delegation of authority ➤ All personnel should strictly adhere to "Delegation of Financial Power (DoFP)" as per the latest version released by the authorized authority and follow the Accounting Policies adopted ➤ Be in compliance with the requirements of record retention 	<ul style="list-style-type: none"> ➤ All employees must conduct their business and financial transactions as per the written DoFP ➤ All employees working on financial and accounting matters, records and reporting must strictly comply with all the financial policies and procedures ➤ All employees are to comply fully, accurately and in a timely manner with all audits requirements
Do's	Don'ts
<ul style="list-style-type: none"> ✓ Make and keep accurate statements & records ✓ Respond promptly, accurately and with full disclosure to agencies who legitimately request information ✓ Be aware of the record retention procedures, including how data is to be stored and retrieved 	<ul style="list-style-type: none"> ✗ Don't discard/destroy original copies of any company records & documents without authority, especially those that are within the record retention time-frame

SECTION IV

COMMUNITY RESPONSIBILITIES

Section IV- Community Responsibilities

1. Health & Safety
2. Protecting the Environment
3. Corporate Social Responsibility



1. Health & Safety

Objective	Code
<ul style="list-style-type: none"> ➤ Committed to being a healthy and safe conscious company providing such a workplace to its employees & visitors 	<ul style="list-style-type: none"> ➤ The employee shall maintain a clean and organized workspace that does not present any hazard to one self, colleagues, customers or other visitors as well as neighbours
Do's	Don'ts
<ul style="list-style-type: none"> ✓ Report situations/ instances which might lead to risks of health and safety of employees or the general public for timely corrective action ✓ Follow all precautionary measures put in by the company and encourage others to also avoid the risk of health & safety 	<ul style="list-style-type: none"> ✗ It is prohibited to consume alcohol or be under the influence of drugs during working hours ✗ Don't carry weapons of any kind to the workplace ✗ Don't perform illegal activities (such as gambling/betting) on company premises

2. Protecting the Environment

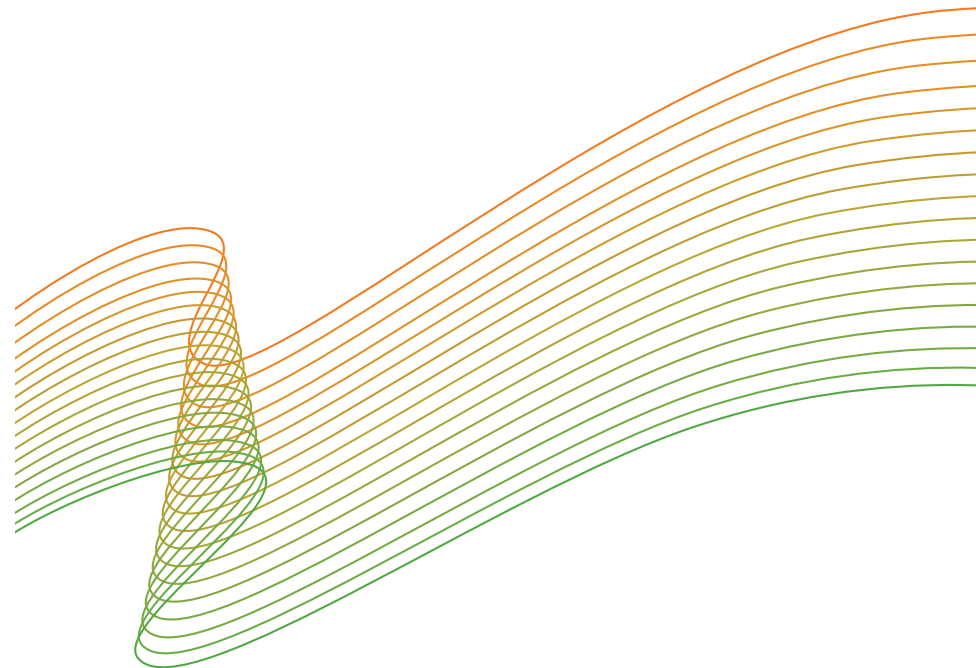
Objective	Code
<ul style="list-style-type: none"> ➤ Committed to contribute to a better environment and ensure that society's resources, such as water, energy and soil are effectively used 	<ul style="list-style-type: none"> ➤ Continuously strive to improve the environmental quality of all locations and business operations ➤ Not to perform any act that pollute the environment (air, earth, water, noise, etc.)
Do's	Don'ts
<ul style="list-style-type: none"> ✓ Work in partnership with other organizations to promote environmental care, increase understanding of environmental issues and disseminate good practices ✓ Be alert to activities that pollute the environment and encourage all to restrict such activities 	<ul style="list-style-type: none"> ✗ Don't ignore the environmental rights and interest of our neighbours ✗ Prevent any adverse environmental impact from our operations

3. Corporate Social Responsibility

Objective	Code
<ul style="list-style-type: none">➤ The company has an obligation to fulfil to the society and communities in which it operates and help improve the quality of life for everyone	<ul style="list-style-type: none">➤ Company provides an infrastructure and support mechanism to help employees contribute to society in a meaningful manner➤ Company is a leader in promoting best Corporate Social Responsibility (CSR) initiatives

Do's	Don'ts
<ul style="list-style-type: none">✓ Employees should engage themselves in volunteer activities in the communities in which they live and work	<ul style="list-style-type: none">✗ While promoting social causes, don't promote charities & NGOs of personal preference

ADMINISTRATION OF THE CODE



Administration of the Code

- This code will be administered by the Corporate Disciplinary Committee and Group Executive Committee
- They will provide all the guidance, training, clarifications and ensure compliance
- There will be an Annual Pledge (in a prescribed format) and Code Compliance Certification process applicable to all employees – conducted by Group Internal Audit. It is essential to provide this Pledge and Certification when requested
- Reporting of violations:
 - At local level to begin with, failing which
 - To special “Speak-up hotlines”/secure emails
 - To the Group Ethics Officer of the Company
- This code provides full protection to those who report violations from any retaliation/retribution (in addition to the rights enjoyed by law)
- Any suggestions for changes/improvement to this Code can be sent to the Director Corporate HR or to the Group Ethics Officer

Dissemination and Communication

- The Code of Conduct and the existence of the Corporate Disciplinary Committee will be disseminated and communicated as follows:
 - INTERNALLY:
 - Chairman’s communication
 - JSPL Employee Magazines
 - Intranet
 - Specific “Trickle-down” training/induction programs
 - Driven by HR to cover ALL employees and
 - Selectively with business associates (e.g. vendors/contractors)
 - Continuing thereafter with all new employees
 - Included in New Employee joining checklist
 - Inclusion as part of business contracts
 - EXTERNALLY:
 - Through the JSPL website
 - The Annual Report

CODE CLARIFICATIONS

Code Applicability

- This Code is applicable to ALL the companies consolidated with the financial results of Jindal Steel and Power, whether established in India or abroad. Wherever possible, the Code will be translated and distributed in local language to facilitate its proper dissemination to all the local employees who may not have a good understanding of English language
- It is possible that the Code does not cover every aspect of Governance; in those cases where the Code is silent in some aspect, guidance should be sought from the Group Ethics Officer for applicability or clarification
- If this Code conflicts with a law, the law prevails and employees must comply with the law. Also, violations of the Code may at times lead to violations of the law and may result in civil or criminal penalties
- All the Do's and Don'ts included in the Code are indicative in nature and additional points may be applicable wherever necessary

Guideline on Sexual Harassment

The company prohibits undesirable behaviour with sexual overtones.

Examples of such undesirable behaviour are:

- Eve-teasing & unsavoury remarks
- Jokes causing or likely to cause embarrassment or awkwardness
- Innuendos and taunts
- Gender based insults or sexist remarks
- Touching or brushing against any part of the body
- Displaying pornographic or other offensive or derogatory pictures, cartoons, pamphlets or sayings
- Taking pictures, sending of SMS/MMS through mobiles or sharing of unacceptable/unapproved material on Social Media sites
- Forcible physical touch or molestation
- Physical confinement against one's will and any other act likely to violate one's privacy
- Abuse of authority or power for sexual favours
- Any other act which may violate the modesty of our women colleagues

Please see Policy on Prohibition of Sexual Harassment of Women Employees at Workplace on JSPL Intranet

NOTE: In case of proven false accusations, appropriate disciplinary action may be taken against the reporter.

Guideline on a Restrictive Trade Practice

A Restrictive Trade Practice (RTP) is essentially one which has or may have the effect of preventing or restricting competition in any manner and in particular tends to bring about manipulation of prices or imposes on the consumer unjustified costs. Common forms of RTP's are:

- **Exclusive dealing:** It may involve restraining the dealers/franchisees from dealing in products of competitors. However, it may be permitted in case the exclusivity is required to ensure timely delivery and quality of service, goodwill of the business etc.
- **Collective action or cartels:** It occurs when two or more companies collude with regard to maintaining a level of pricing for any goods/service, quantum of supply thereof etc. However, parity of prices /control of supply of services for purely commercial reasons and justified by cost data may be permitted
- **Bundling offers:** It occurs when a company or service provider promotes some 'secondary' service or good as a pre-condition for providing the 'main' service. The secondary service or good is usually a slow moving or less popular one. However, if the main service is also available outside this scheme, then this RTP will not be attracted

Guideline on Gifts and Entertainment

While JSPL is careful about the companies it does business with, there is always a risk that a business associate may wish to 'buy favour' – which is another way of bribery.

What is acceptable:

- Giving and receiving of small customary gifts with festival themes (e.g., sweets, dry fruits, calendars etc.) is acceptable provided the cost of this is nominal in value (i.e. less than ₹2000);
- Sometimes it might be embarrassing to refuse an expensive (more than ₹2000) gift where it might hurt the sentiments of the giver; in those cases, the gift may be accepted on behalf of the company and subsequently handed over to the Human Resource Department who will deal with it appropriately.

What is NOT acceptable:

- Gifts which imply a personal favour/use (at home or away from office) should be avoided
- Where there might be an impairment of objectivity or imply an obligation (e.g., tilting of decision towards a particular vendor / supplier)
- One's best judgement has to be applied in all the cases, and here what perception gets created is more important than the technical compliance.
 - When in doubt, get in touch with HR department at Corporate Office

Guideline on Confidential Information

Information not readily available in the public domain is confidential information. The following list is indicative but not exhaustive

- Financial or any other information about future plans or services of the company
- Written and oral agreements between the company and employees, strategic partners and/or third parties
- Commercial, operating or technical information (past or future)
- Copyright materials, such as presentation slides, training materials, etc.
- Architectural drawings, construction plans, diagrams etc.
- Proprietary software of company-owned software modifications, templates, worksheets or other programs
- Bid/auction plan/prices, customer lists and agreements, market share data, supplier agreements
- HR/Employment policies, guidelines on decision making / approvals etc.
- Internal/employee telephone directories, organization charts, email lists
- Audit materials or reports, legal opinions and advice
- Company policy documents, Standard Operating Procedure (SOP), operating manuals etc.

Guideline on Sensitive Information

Any information that could have a reasonable bearing on the movement of the stock price is sensitive information and needs to be handled very carefully. There are formal ways in which this information is released into the public domain and therefore all those in the know have the responsibility to guard the confidentiality of such information

Examples of such sensitive information are:

- Expected/forecasted results of operations
- Intended declaration of dividend (both interim and final)
- Issue of securities or buy back of securities
- Strategic plans, budgets, and other forward looking information
- Negotiations of significant contracts with current and future business partners, including bidding prices / terms
- Significant acquisition or divestment plans or discussions
- Significant company restructuring / changes
- Major management changes / movements
- Upcoming product launch or product innovations

Guideline on Restricted Information

Listed companies have certain restrictions imposed for publicity and media disclosures during “silent period”

Restricted information includes sensitive information as well as:

- Projections, forecasts, estimates or opinions on the value of the company, shares, revenues, profits, cash flows or subscribers
- Level of dividend payouts, prospects of the company or its subsidiaries
- Information that may be construed as influencing the share price
- Image advertising not in the ordinary course of business or arranged press coverage
- However, general information that is not sensitive and released in the ordinary course of business not related to the above is permitted during the silent period

CODE COMPLIANCE PROCESS

Code Compliance Process

Following mechanism is in place for the strictest compliance of the Code of Conduct:

- All violations can be reported through the Group Ethics Officer without any fear of revenge / retaliation / retribution or victimisation (See page 51 for all channels of reporting any instance of violation)
- A set process to investigate all violations through independent means i.e.
 - The presence of a “Corporate Disciplinary Committee (CDC)” to evaluate the outcome of all investigations and to determine the action to be taken against those found to have violated the Code
 - The dispensation of justice by the CDC based on set criteria which takes in to account the severity of the violation along with the intentions of the violator
- Code to operate hand in hand with the “Policy on Violations”

Guiding Principles for Compliance

- For any reporting of violations, the identity of the reporter is required for which confidentiality assured; however, where the identity is not forthcoming and the evidence provided is compelling, suitable investigation may be undertaken if considered appropriate by the Group Ethics Officer
- The CDC will NOT entertain matters in the nature of personal grievances (e.g., terms/condition of employment for which appropriate HR policies are in place). It will encourage reporters initially to have these issues resolved at the local level with their “Location Grievance Committees” and only take up those matters that are specific code violations and which could not be resolved to their satisfaction at the local level
- Before entertaining any complaint, some evidence is a must. Frivolous and malicious complaints should be discouraged
- Prompt investigations, reporting and closures of matter should be ensured at all levels
- Appropriate mechanism is in place to protect the reporter from any victimization and retaliation/retribution by others
- If proved that a deliberate false complaint with malafide intention was reported, appropriate disciplinary action may be taken against the reporter

Channels of Reporting Violations

- By Phone:
(011) 2618 8340 - 50
– Ask for the Group Ethics Officer
- By Regular Mail:
Group Ethics Officer
Jindal Steel & Power Ltd,
12, Jindal Centre
Bhikaiji Cama Place
New Delhi – 110 066
- By Email:
Send a mail to speakup@jindalsteel.com

