



**CODE OF CONDUCT FOR BOARD
MEMBERS AND SENIOR MANAGEMENT**

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

1. PREFACE :

Title	Code of Conduct for Board Members and Senior Management
Version Number	2.00
Effective Date	24/10/2008
Authorised by	Board of Directors
Number of Revisions (since 20/10/2005)	One
Last Revised Date	N.A

JSW Steel Limited (**‘the Company’**) is committed to the highest standards of corporate governance 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.

At the heart of the Company’s corporate governance policy is the ideology of transparency and openness in the effective working of the Management and Board.

In furtherance of this policy, the Board of Directors has adopted this ‘Code of Conduct for Board Members and Senior Management (**‘the Code’**)’.

This code of conduct has been framed and adopted by the Company in Compliance with the provisions of Clause 49 of the Listing Agreement, entered into by the Company with the concerned Stock Exchanges as amended.

This Code supersedes the earlier Code of Conduct for Board Members and Senior Management approved by the Board in its meeting held on 20.10.2005.

2. APPLICABILITY

- ❖ The Code is applicable to the following persons, hereinafter referred to as ‘Directors and Senior Management Executives’ :-
 - All Members of the Board of Directors of the Company; and

- All Executives of the Company (not being Directors) from the rank of Vice President and above including all Functional Heads (**‘Senior Management Executives’**).
- ❖ **Directors and Senior Management Executives are expected to read and understand this Code, uphold these standards in their day-to-day activities,** and comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company that govern the conduct of its employees.
- ❖ The principles described in this Code are general in nature. Directors and Senior Management Executives should also review the Company’s other applicable policies and procedures for more specific instruction. **They may contact the HR head or the Company Secretary, if they have any questions.**

3. CODE OF CONDUCT

- It shall be the first and foremost duty of every Directors and Senior Management Executive to uphold interests of the Company and its stakeholders and to endeavor to fulfill all the fiduciary obligations towards them.
- The Directors and Senior Management Executives shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties.

Guidelines for conduct:

The Directors and Senior Management Executives shall:

- Act within the authority conferred upon them.
- Exercise independent judgement on issues of strategy, performance and policy matters.
- Dedicate sufficient time and attention to the Company’s business to ensure diligent performance of their duties.
- Endeavor to attend all the meetings of the Board and its Committees of which they are members or invitees.
- Read in advance the material distributed for constructive deliberations at the meetings.
- Actively participate in the discussion and decision making at the meetings.

Legal compliance:

The Directors and Senior Management Executives are expected to comply with:

- The applicable laws, rules and regulations.
- All applicable policies, rules and regulations adopted by the Company, with the highest standard of personal and professional integrity, honesty and ethical conduct (For e.g. Insider Trading Code, Guiding Principles, etc.)

4. CONFLICT OF INTEREST

a) Business Interest:

The Directors and Senior Management Executives are expected to:

- Disclose any personal interest (financial or otherwise) in any matter relating to the business of the Company to the Board of Directors of the Company (“**the Board**”).
- Protect Company’s assets and resources (including information and intellectual property rights) and shall use the same only for the Company’s business and not for personal gain / advantage.
- Not to exploit, for their personal gain, opportunities that are discovered by or through the Company.
- Not to divert to their own advantage any business opportunity that the Company is in pursuit.

b) Outside Directorship:

It is a conflict of interest to serve as a Director of any company that competes with the Company. The Directors are expected not to associate himself/herself with any competitor of JSW Steel Ltd.

However, nominee directors appointed by institutions, which have invested in or lent to the Company, may act / continue to act as directors of other companies where they have been / may be nominated by such institutions.

c) Outside Employment:

In consideration of employment with the Company, Wholetime Directors and Senior Management Executives are expected to devote their full attention to the business interest

of the Company. The Senior Management Executives are prohibited from holding any position or job or be on the Board of any other company outside JSW Group without approval of the Vice Chairman & Managing Director of the Company.

d) Related Parties:

As a general rule, Directors and Senior Management Executives should avoid conducting Company business with a relative (as defined in the Companies Act, 1956), or with a business in which a relative is associated in any significant role. The Company discourages the employment of relatives of Directors and Senior Management Executives in positions or assignments within the same department. Further, the Company prohibits the employment of such individuals in positions that have a financial dependence or influence.

e) Gifts:

The Company regards the giving and receiving of gifts, complimentaries, favours or entertainment as inherently compromising unless they are of reasonable value (i.e. not extravagant) under the circumstances. This means they must have a valid business purpose; are appropriate as to time, place and kind; are infrequent in occurrence; do not influence or give the appearance of influencing the recipient; and are not likely to be viewed as a bribe, kickback or payoff. However, gifts of money shall never be accepted or given.

f) Confidentiality:

- Any information concerning the Company's business, its customers, suppliers, etc. shall be considered as confidential.
- No Directors or Senior Management Executive shall provide any information concerning the Company or its business or its customers, suppliers etc., either formally or informally, to any person including press or publicity media, unless such information is –
 - in public domain at the time of disclosure; or
 - authorized or required to be disclosed pursuant to a decision of the Board / Committee thereof; or
 - required to be disclosed in accordance with applicable laws or requirement of any government authority.
- The obligation of confidentiality shall continue even after such person ceases to be Director or Senior Management Executive of the Company.

5. ENFORCEMENT

Violations of this Code or other Company Policies or Procedures by Senior Management Executives should be promptly reported to the HR Department and violations by Members of the Board of Directors of the Company to the Vice Chairman & Managing Director. The Board has the power to investigate, in such manner as it may deem fit, any breach or violation or alleged breach or violation of the Code.

The Company will take appropriate action against any person 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. The Board also has the absolute power to determine penalty for the same as it may consider appropriate under the circumstances.

Such penalty may be in addition to the penalty levied under any law for the time being in force for such breach or violation.

6. WAIVER AND AMENDMENTS

The Board has, at its absolute discretion, the power to waive compliance with any or all of the provisions of the Code.

- The Board may amend the provisions of this Code from time to time.
- Unless otherwise specified, such amendments shall be effective from the date of the Board meeting at which such amendments are approved.

7. AFFIRMATION

- All Directors and Senior Management Executives shall affirm compliance with the Code on annual basis within 30 days of close of every financial year ending on 31st March.
- The Annual Affirmation (as per format specified hereunder) shall be forwarded to the Company Secretary of the Company within the said period of 30 days.

8. NO RIGHTS CREATED

This Code is neither intended to nor does it create any right in favour of any Director, Senior Management Executive, client, supplier, customer or shareholder of the Company or any other person or entity, whatsoever.

ANNUAL AFFIRMATION

To

The Board of Directors
JSW Steel Limited
Jindal Mansion, 5A, G. Deshmukh Marg
Mumbai – 400 026

Ido hereby affirm that I have complied with the Code of Conduct for Board Members and Senior Management Executives of JSW Steel Limited during the financial year ended on 31st March ____.

Signature :

Name :

Designation :

Place :

Date :

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