



JINDAL STAINLESS (HISAR) LIMITED

CIN: L27205HR2013PLC049963

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**CODE OF CONDUCT
TO REGULATE, MONITOR
AND REPORT TRADING
BY INSIDERS**

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1. PREAMBLE:

Regulation 9(1) and 9(3) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 stipulate as under:-

- The Board of Directors of every listed company and market intermediary shall formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner.
- Every listed company, market intermediary and other persons formulating a code of conduct shall identify and designate a compliance officer to administer the code of conduct and other requirements under these regulations.

In compliance with the aforesaid requirements, Jindal Stainless (Hisar) Limited (“Company”) has formulated this ‘Code of Conduct to Regulate, Monitor and Report Trading by Insiders’.

2. OBJECTIVES:

This Code aims at:

- Preserving the confidentiality and preventing misuse of any unpublished price sensitive information relating to the Company or any of its securities;
- Adhering to standards of transparency and fairness in dealing with all stakeholders of the Company; and
- Setting out the standards to regulate, monitor and report trading by Insiders in strict compliance with the applicable Regulations.

3. DEFINITIONS:

Definitions of the key terms used in the Code are given below:

- i) **“Board”** means Board of Directors of Jindal Stainless (Hisar) Limited.
- ii) **“Code”** means this Code of Conduct to Regulate, Monitor and Report Trading by Insiders of Jindal Stainless (Hisar) Limited including any modification(s) or amendment(s) made thereto from time to time.
- iii) **“Company”** means Jindal Stainless (Hisar) Limited.
- iv) **“Compliance Officer”** means the Company Secretary or such other senior officer designated by the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of this Code under the overall supervision of the Board of the Company.
- v) **“Connected Person”** and **“Deemed Connected Person”** shall mean:

Any person who is or has during the six months been associated with the Company, directly or indirectly, or in any capacity including by reason of frequent communication with officers of the Company or by being in any contractual, fiduciary or employment relationship or by being a Director, Officer or an employee of the Company or holds any position including a professional or business relationship with the Company (whether temporary or permanent), that allows such person, directly or indirectly, access to unpublished price sensitive information of the Company or in relation to securities of the Company;

Without prejudice to the generality of the foregoing, any person(s) falling within the following categories shall be deemed to be connected persons, unless the contrary is established:

- (a) an immediate relative of Connected Persons; or
- (b) a holding company or associate company or subsidiary Company; or
- (c) an intermediary as specified in Section 12 of the SEBI Act or an employee or director thereof; or

- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- vi) **“Designated Persons”** shall include:
- (a) All Directors on the Board of Directors of the Company;
 - (b) All Key Managerial Personnel of the Company;
 - (c) All Officers one level below the Board of Directors of the Company;
 - (d) All Employees in the Accounts, Finance, Taxation and Secretarial departments;
 - (e) All Employees in other divisions / departments at / above the level of Associate Vice President.
 - (f) All Employees who are directly associated with Chairman and Managing Director’s Office.
 - (g) Any other employee who can be reasonably expected to have access to unpublished price sensitive information, as may be decided by the Chairman and Managing Director of the Company, on a case to case basis.
- vii) **“Immediate Relative”** means the spouse of the concerned person, and includes parents, siblings and children of such person or of the spouse, provided any of them is financially dependent on such person, or consults such person while taking any decision relating to Trading.

- viii) **“Insider”** means any person who,
 - i. is a Connected Person, or
 - ii. is in possession of, or has access to unpublished price sensitive information.

- ix) **“Officers”** includes any Director, Company Secretary, Chief Finance Officer or any person in accordance with whose directions or instructions the Board or any one or more of the Directors are accustomed to act.

- x) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.

- xi) **“Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendment made thereto.

- xii) **“SEBI”** means the Securities and Exchange Board of India.

- xiii) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1957 or any modification thereof except units of a mutual fund.

- xiv) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities of the Company, and the terms **“Trade”** and **“Traded”** shall be construed accordingly.

- xv) **“Trading Day”** means a day on which the recognized stock exchanges are open for Trading.

- xvi) **“Trading Plan”** is a plan formulated by an Insider and presented to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on behalf of the Insider in accordance with such plan as per Clause 5(1) of the Regulations.

- xvii) **“Trading Window”** shall mean the trading period of the Stock Exchanges which is available for trading in the Company’s securities

- xviii) **“Unpublished Price Sensitive Information”** 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 Securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following:
- (a) Periodical audited or un-audited financial results of the Company;
 - (b) Intended declaration of dividends (both interim and final) by the Company;
 - (c) Issue of Securities of the Company or buy-back of Securities by the Company;
 - (d) Any major expansion plans of or execution of new projects by the Company;
 - (e) Any amalgamation, mergers, de-mergers, acquisitions/takeovers, delisting proceedings and such other transactions involving the Company;
 - (f) Disposal of the whole or a substantial part of the undertaking by the Company;
 - (g) Any significant changes in policies, plans or operations of the Company;
 - (h) Any proposed joint venture/ foreign collaboration and major consultancy work in India or abroad;
 - (i) Any change in status of the Company;
 - (j) Any change in key managerial personnel of the Company;
 - (k) Occurrence of any material events in accordance with the listing agreement;
 - (l) Any other event as may be notified by the Company from time to time.
- xix) **“Working day”** shall mean the working day when the regular Trading is permitted on the concerned stock exchange where the Securities of the Company are listed.

All capitalized terms used in this Code but not defined herein shall have the meanings assigned to them under the Regulations, Act, the Companies Act, 1956 or Companies Act, 2013 as the case may be.

4. CODE APPLICABILITY AND REQUIREMENTS

a. Applicability

This Code shall apply to all Insiders, Connected Persons, Deemed Connected Persons, Directors, Key Managerial Personnel and Designated employees of the Company and the Promoters of the Company (collectively referred to as **“Insider”** for the purposes of this Code).

b. Requirements

(i) Reporting:

The Compliance Officer shall:

- report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors;
- report to the Board of Directors in case of any violation of the Regulations; and
- confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

(ii) Information on a need-to-know basis and Chinese wall procedures:

All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider’s legitimate purposes, performance of duties or discharge of his legal obligations.

The norms for appropriate Chinese Walls procedures are provided hereunder:

- No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a Company or its securities, to any person including other insiders except where such communication is in furtherance of insider’s legitimate purposes, performance of duties or discharge of his legal obligations.

- Files containing confidential information shall be kept secure. Computer systems shall have adequate security of login and password.
- (iii) No Insider, when in possession of any unpublished price sensitive information about, or in relation to the Company or any of its securities shall:
- trade or have Dealings in the securities of the Company, either on his/her behalf or on behalf of any other person;
 - communicate, provide or allow access to, or counsel, directly or indirectly, any unpublished information relating to the Company or any of its securities, to any other person, except on a need to know basis in furtherance of legitimate purposes in relation to the Company.
- (iv) All Directors, Key Managerial Personnel and / or Designated Persons or their immediate relatives shall conduct their Dealings in the securities of the Company only during or in a valid trading window strictly in compliance with this Code, more specifically Clause 5 of this Code i.e., Code of Conduct for Designated Persons.

c. Trading Plans

- As an exception to the condition that an Insider shall not trade when in possession of unpublished price sensitive information, an Insider may subject to prior approval of a Trading Plan by the Compliance Officer and public disclosures, carry out trades in accordance with such plans.
- An Insider can commence trading in the securities of the Company as per the approved Trading Plan during a period of 12 (twelve) months (excluding the Trading Window closure period) provided that such trading plan shall not commence earlier than 6 (six) months from such Trading Plan approval and such Trading plan(s) shall be irrevocable and to be mandatorily implemented.

- Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

5. CODE OF CONDUCT FOR DESIGNATED PERSONS

(i) Any Designated Person may trade or deal in the securities of the Company during any non-window closure period, subject to obtaining pre-clearance of such trade(s) from the Compliance Officer and such trade and/or dealing (in or more tranches) shall be limited to the lower of the following:

- 25000 Equity Shares of the Company of Rs. 2 each;
- 0.10% of Paid up Equity Share Capital of the Company;
- Rs. 10 lakhs calculated based on aggregate value of Equity Shares dealt with.

However, no Insider shall be entitled to apply for or seek any pre-clearance of proposed trade(s) if such Insider is in possession of unpublished price sensitive information even if the trading window is not closed. Any trade(s) executed based on pre-clearance shall be concluded within 7 (seven) trading days after the date of pre-clearance.

Provided that every Designated Person who is permitted to trade shall not execute any contra-trade within a period of 6 (six) months from the original trade. In an event of acquisition of any securities by the Designated Person, contra-trade shall mean sale of such securities and vice-versa. Any violation of this condition / restriction, inadvertently or otherwise, shall entail disgorgement of profits from such trade and remittance for credit to the Investor Protection and Education Fund of SEBI.

However, exercise of ESOPs shall not be considered to be “trading” except for the purposes of Chapter III of Regulations. However, other provisions of the Regulations shall apply to the sale of shares so acquired.

(ii) Trading Window shall remain closed for dealing in securities of the Company

in relation to any of the following ensuing events around which, or that would ordinarily give rise to, Unpublished Price Sensitive Information about the Company or any of its securities are likely to exist and such information is/are likely to materially affect the price of the securities of the Company.

- Financial Results – whether Unaudited or Audited;
- Dividend declaration;
- Any transaction(s) relating to Corporate Action events including mergers, demergers, acquisitions, delisting, disposal and/or expansion of business;
- Change(s) in Key Managerial Personnel of the Company;
- Material Events specified in or in accordance with the Listing Agreements entered in to by the Company with the Stock Exchanges

The Trading Window shall remain closed for a period of at least seven days prior to the Declaration of financial results (quarterly, half-yearly and annually) and shall continue until the second trading day after closure or announcement of such financial results by the Company. Trading Window closure for events other than Declaration of financial results shall be the period as may be communicated by the Compliance Officer of the Company from time to time.

(iii) Procedure for pre clearance

- An application may be made by the Designated person(s) who intends to deal in the securities of the Company when not in possession of any unpublished price sensitive information, to the Compliance officer in the prescribed Form given in Annexure 1 to this Code, indicating the estimated number of securities that the Designated persons intends to deal in and such Form shall be accompanied by an undertaking (as per the draft given in Annexure 2) shall be executed in favour of the Company by such Designated persons.
- In case the application is approved, the Compliance Officer shall issue the pre-clearance order in the Form prescribed in Annexure 3.
- All Designated persons shall execute their orders in respect of securities of the Company within 7 (seven) trading days after the

approval of pre-clearance is given and shall file the details of such deal with the Compliance Officer within 2 (two) days of the execution of the deal. In case the transaction pre-cleared is not undertaken, a report as per Annexure 4 shall be filed to that effect.

(iv) Holding period

In case of subscription in the primary market, the Insiders shall hold their investments for a minimum period of 30 (thirty) days. The holding period would commence when the securities are actually allotted. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

6. DISCLOSURES

(a) Initial Disclosures:

- Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a Promoter.

(b) Continuous Disclosures:

- Every Promoter, employee and Director of the Company shall disclose to the Company the number of such securities acquired or dispensed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lacs).
- The Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed within 2 (two) working

days of receipt of disclosure or from becoming aware of such information.

7. PENALTY FOR CONTRAVENTION OF THIS CODE

Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code shall be subject to disciplinary action by the Company and shall be liable to be penalized. Appropriate disciplinary action which may be taken by the Company may include wage-freeze, suspension from employment, as may be decided by the Board. Actions, if any by the Company for such violations shall not preclude SEBI from taking any action under the Regulations.

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:

To,
The Compliance Officer,
Jindal Stainless (Hisar) Limited
Jindal Centre
12, Bhikaiji Cama Place
New Delhi - 110066

Dear Sir/Madam,

Sub.: Application for Pre-dealing approval in securities of the Company.

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I seek approval to purchase / sale / subscribe to _____ equity shares / securities of the Company as per details given below:

1.	Name of the applicant	
2	Designation	
3	Number of Securities held as on date	
4	Folio No / DP ID/ Client ID No.	
5	The Proposal is for : a. Purchase of securities b. Subscription to securities c. Sale of securities	
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired / subscribed / sold	
8	Price at which transaction is proposed	
9	Current Market price (as on date of application)	
10	Whether the proposed transaction will be made through stock exchange or off- market	

In connection with my request for approval to deal in _____ Equity shares / Securities of the Company, as required by the Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the Company, I hereby state and undertake that:

1. Neither do I have access to nor do I have any information that could be construed as 'Unpublished Price Sensitive Information' up to the signing of this undertaking.
2. In the event I have access or receive any information that could be construed as 'Price Sensitive Information', after signing this undertaking, but before executing the transaction for which approval is sought, I shall inform the Compliance Officer about the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.
3. I confirm that I have not contravened the provisions of the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the Company.
4. I have made full and true disclosures in the matter.

Yours faithfully,

(Signature of Employee)

**FORMAT OF UNDERTAKING TO BE ENCLOSED WITH THE
APPLICATION FOR PRE-CLEARANCE**

UNDERTAKING

To,
The Compliance Officer,
Jindal Stainless (Hisar) Limited
Jindal Centre
12, Bhikaiji Cama Place
New Delhi - 110066

I, _____, _____ of the Company
residing at _____, am desirous of
dealing in _____ * shares of the Company as mentioned in my application dated
_____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders ("Code")) up to the time of signing this Undertaking.

In the event that I have access to or receive any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer about the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time. I undertake to submit the necessary report within 2 (two) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 (seven) days of the receipt of approval failing which I shall once again seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date :

Signature : _____

* Indicate number of shares

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name : _____
Designation : _____
Place : _____

This is to inform you that your request for dealing in _____ (nos) Equity Shares / Securities of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 (seven) trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you will have to seek fresh pre-clearance before executing any transaction/deal in the Equity Shares / Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 (two) days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
for **Jindal Stainless (Hisar) Limited**

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,

The Compliance Officer,
Jindal Stainless (Hisar) Limited
Jindal Centre
12, Bhikaiji Cama Place
New Delhi - 110066

I hereby inform that I

- have not bought / sold/ subscribed any Equity Shares / Securities of the Company
- have bought/sold/subscribed to _____ Equity Shares / Securities as mentioned below on ____ (date)

Name of holder	No. of securities dealt with	Bought / sold / subscribed	DP ID/Client ID / Folio No	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____

Signature : _____

Name :

Designation: