

JINDAL WORLDWIDE LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

**As amended w.e.f
1st April, 2024**

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof

1. **PREAMBLE:**

This “Code of Conduct for Board of Directors and Senior Management” (hereinafter known as “the Code”) has been formulated in pursuance to the Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Regulations”) and subsequent amendments thereof.

2. **SCOPE & APPLICABILITY:**

The Code was first made applicable with effect from the date of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 came into force i.e. 2nd September, 2015. The Board of Directors have accordingly approved and adopted the ‘Code of Conduct for Board of Directors and Senior Management’ and same was revised by the Board in its Meeting held on 22nd June, 2021.

Further, pursuant to the various amendments in the Regulations from time to time, the Board of Directors have approved, on __ April, 2024, for an amendment in the Code in supersession of the previous Code to make it in line with the amended Regulations and the same shall be effective w.e.f. 1st April, 2024.

The Code is applicable to the following persons, hereinafter referred to as ‘Board of Directors and Senior Management’:

- a.) All Members of the Board of Directors of the Company; and
- b.) Senior Management

The Board of Directors and Senior Management 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 Board of Directors of the Company shall be the final internal authority as far as any interpretation of the Code or its applicability/violation and consequential actions are concerned.

3. **DEFINITIONS**

- a) “Act” means Companies Act, 2013 and includes notifications, circulars & clarifications as Issued /amended by the Ministry of Corporate Affairs, from time to time.
- b) “Board” or “Board of Directors” shall mean the Board of Directors of the Company.
- c) “Code” or “this Code” means Code of Conduct for Members of the Board of Directors and Senior Management.
- d) “Company” shall mean Jindal Worldwide Limited unless the context otherwise provides.
- e) “Listing Regulations” shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) “SEBI” stands for the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act 1992 to regulate securities market.

- g) **“Senior Management”** shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

4. PURPOSE:

“JINDAL WORLDWIDE LIMITED” (“The Company”) is committed to conduct its business based on the highest standards of Corporate Governance and endeavors to ensure the highest standards of honesty, integrity and ethics are maintained at all times. The purpose of this Code is to enhance integrity, ethics & transparency in governance of the Company and thereby reinforce the trust and confidence reposed in the Management of the Company by the shareholders and other stakeholders. The Directors and Senior Management Personnel are expected to familiarize themselves with this Code and to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day to day functionalities.

This Code is essentially a set of values and principles expected to be maintained and to serve as a guideline to corporate and individual behavior in conduct of business and discharge of duties of all concerned. The underlying values reflected in the various codes followed by the Company are accountability, compliance, credibility, fairness, honesty, and mutual respect. It must be recognized that corporate integrity is dependent on individual integrity. As in any area of ethics, individual discretion and thought about the implicit value system is needed.

5. GUIDELINES OF CONDUCT:

a) Duties, Roles & Responsibilities:

- i. The principal duty of the Board of Directors and Senior Management, along with management, is to ensure that the Company is well managed in the interests of its shareholders as the Board of Directors plays the central role in the Company's corporate governance.
- ii. The Board of Directors shall act in accordance with powers granted to them by the Articles of Association and shall act bona-fide in the Company's interest to the best of their ability. Every Director of the Company shall adhere to the Duties of Directors as mentioned under Section 166 of the Companies Act, 2013.
- iii. The Board of Directors and Senior Management shall apply themselves diligently and objectively in discharging their duties, roles and responsibilities and shall make an effective contribution to the conduct of the business and the progress of the Company.
- iv. The Board shall meet regularly, maintain effective control over the Company and monitor the executive management. The Board's prime attention shall be on strategic issues and their approval, policy and control, delegation of powers, specifying issues that remain in the Board's domain and in defining the role of the management.
- v. The Board of Directors and Senior Management shall conduct business and develop its relationships in a dignified, honest and responsible manner. The Management intends that it shall be progressive, competent and trustworthy, creating and enhancing value for stakeholders of the Company. Integrity, transparency and accountability should be highlights of all operations of the Company.

- vi. The Independent Directors of the Company shall abide by the Code for Independent Directors as mentioned in Section 149(8) and Schedule IV of the Companies Act, 2013 as may be amended from time to time. Pursuant to Regulation 17(5)(b), every independent directors shall have to adhere to the duties as mentioned in the Companies Act, 2013 as amended from time to time.
- vii. **Protection and proper use of company assets and proprietary information:** In carrying out their duties and responsibilities, directors should endeavor to ensure that the Company's assets, proprietary information and resources to be used by the management and its employees are only for legitimate business purposes of the Company.

The Board of Directors and Senior Management must not make improper use of the resources of the Company or that of any of its suppliers or customers, nor permit others in the Company to do so. All concerned shall be personally accountable for proper expenditure of Company funds and also responsible for proper use of Company assets over which they exercise control. It is expressly forbidden to (either directly or indirectly) grant any official favour for personal collateral interests or to spend money of the Company for personal benefit or purpose.

- viii. **Reporting any illegal or unethical behavior or encouraging the reporting of illegal or unethical behavior:** If any Director and/or Senior Management believes that a violation of or significant deviation from the Code has occurred or has become unavoidable, he/she must inform in writing to the head of the Human Resources Department and in appropriate cases, the Chairman of the Audit Committee. Use of the above reporting procedures in bad faith or in a false or frivolous manner shall be treated as gross violation of the Code.
- ix. **Confidential Information:** The Board of Directors and Senior Management should maintain confidentiality of information entrusted to them in carrying out their duties and responsibilities. The matters discussed at the Board/ Committee Meetings must not be disclosed outside appropriate and reasonable circles. The Company's confidential information and proprietary information shall not be inappropriately disclosed or used for personal gain or advantage of any Director. These obligations apply not only during a Directors term, but thereafter as well unless the said information becomes public.
- x. **Social Responsibility and Employee Welfare:** The Board of Directors and Senior Management shall take efforts to develop a vibrant and diverse work environment that fosters collaboration, health and safety, exchange of ideas, inclusivity and motivation for its employees. They shall further ensure to avoid any kind of discrimination based on nationality, gender, race, economic status or religion while performing any act towards employees of the Company. They shall aims to meet the expectations of its stakeholders that include shareholders, consumers, employees, suppliers and various service providers. They shall ensure for promoting and protection of human rights which is a cornerstone on which Company's values have been built and shall ensure that our employees, contractors and suppliers are made aware of human rights through various channels. They shall also ensures that employees and third-party agents acting on behalf of the company in connection with any lobbying activities must act with honesty and integrity. Further, they should ensure necessary compliance under Section 135 of the Companies Act, 2013 in respect to Corporate Social Responsibility. Environment sustainability should be the core area where the Board of Directors and Senior Management is responsible for.

b) Legal Compliances:

- i. The Company shall operate within all applicable laws, rules and regulations as may be stipulated by the various statutory and other general authorities from time to time through its Board of Directors and Senior Management.

- ii. The Board of Directors and Senior Management shall abide to all the insider trading codes of the Company to the extent applicable under the SEBI (Prohibition of Insider Trading) Regulations, 2015

c) Conflict Of Interest:

- i. The Board of Directors and Senior Management shall avoid any such situations in which any conflict may arise between their private interests and those of the Company. Such conflicts could involve, but are not limited to, customers, suppliers, contractors, competitors and present or prospective employees.
- ii. Where a conflict, potential conflict or apparent conflict with the Code exists, that matter should be reported to the Compliance Officer who will initiate steps as may be necessary for appropriate resolution of the matter.

d) Annual Affirmations:

In Compliance with the Regulation 26(3) of the Listing Regulations, every Director and Senior Management personnel shall affirm in writing compliance with the Code on an annual basis to the Company as per Annexure-A forming part of the Code within 30 days from the end of each Financial Year. The Annual Report of the Company shall contain a declaration to this effect signed by the CEO/Managing Director of the Company as per Annexure-B forming part of the Code.

6. CONSEQUENCES OF VIOLATION OF THE CODE:

Any violations of this Code or other Company Policies or Procedures by Senior Management should be promptly reported to the HR Department and violations by Members of the Board of Directors of the Company should be promptly reported to the 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 applicable law for the time being in force for such breach or violation.

7. DISCLOSURES / AMENDMENTS:

The Company shall place the aforesaid Code on its Website and further the Board of Directors of the Company shall have the power to amend or replace the said Code as and when it becomes necessary. Also, all such amendments or modifications as may be notified by the SEBI from time to time in respect to the said Regulations shall be automatically be construed as a part of this Code.

ANNEXURE-A

**AFFIRMATION OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS AND
SENIOR MANAGEMENT**

{Under Regulation 26(3) of SEBI (LODR) Regulations, 2015}

To

Jindal Worldwide Limited

"Jindal House",

Opp. Dmart, I.O.C. Petrol Pump Lane,

Shivranjani Shyamal 132 Ft Ring Road,

Satellite, Ahmedabad – 380015

Sub.: Affirmation of compliance with “Code of Conduct for Board of Directors and Senior Management”
under Regulation 26 of SEBI (LODR) Regulations, 2015

I, _____, Director of the Company refers to “Code of Conduct for Board of Directors and Senior Management” of the Company (the “Code”) and hereby affirms that I have complied with the Code during the year commencing from 1st April, _____ and ending on 31st March, _____.

The above is for the information and records.

PLACE: _____

DATE: _____

(_____)

DIRECTOR

DIN: _____

ANNEXURE-B

**DECLARATION FOR COMPLIANCE OF THE “CODE OF CONDUCT”
(FOR THE FINANCIAL YEAR _____)
{PURSUANT TO REGULATION 26(3) OF SEBI (LODR) REGULATIONS, 2015}**

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, the undersigned ____ (name with designation) _____, hereby affirms and declares that all the Board of Directors and Senior Management Personnel have affirmed compliance with the “Code of Conduct for Board of Directors and Senior Management” of the Company “Jindal Worldwide Limited” for the Financial Year _____.

FOR JINDAL WORLDWIDE LIMITED

PLACE: _____

DATE: _____

CEO/MANAGING DIRECTOR

DIN-_____