

MSP STEEL & POWER LIMITED

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT

As amended on 19th January, 2016

INTRODUCTION

In terms with the provisions of the Listing Obligations & Disclosure Requirements herein after referred to as “(LODR)”, 2015 with the Stock Exchanges MSP STEEL & POWER LIMITED (“The Company) is required to lay a code of conduct for its Board of Directors and Senior Management. The Company strives to reach the highest level of transparency to its stakeholders in terms of the business operations, ethical standards and efficient management in order to maximize valued Stakeholders value. The members of the Board of Directors and top management acknowledge and accept the scope and extent of their duties as Directors to achieve the desired goal of the Company and are well acquainted with their responsibility to carry out their duties with integrity and by maintaining highest standards of probity.

The Board of Directors has adopted the following Code of Conduct and the Directors and members of senior management are expected to adhere to the same.

DEFINITIONS

- “Company” means MSP Steel & Power Ltd.
- “Board of Directors” consists of the Chairman, Executive Directors, Non-Executive Directors including Independent Directors
- “Key Managerial Personnel (KMP)” means as defined under sections 2(51) and all other applicable sections of the Companies Act, 2013 and the allied Rules framed thereof.
- “Senior management” shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

APPLICABILITY

This code is applicable to:

- the Members of the Board of Directors including Independent Directors
- Senior Management Team of the Company.

CODE OF CONDUCT

The Board and the Senior Member shall:

- Act in the best interests of, and fulfill their fiduciary obligations to the Company;
- Act honestly, fairly, ethically and in good faith & in the best interest of the Company;
- Conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;

- Comply with all applicable laws, rules and regulations;
- Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated or compromised;
- Not use the Company's property or position for personal gain;
- Will not accept from or give to stakeholders gifts or other benefits not customary in normal social interaction;
- Not use any information or opportunity received by them in their capacity as Directors or senior management in a manner that would be detrimental to the Company's interests;
- Act in a manner to enhance and maintain the reputation of the Company;
- Disclose any personal interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director or KMP has or may have such an interest;
- Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors or senior management, except when authorized or legally required to disclose such information;
- Not use confidential information acquired in the course of their service as Directors or senior management for their personal advantage or for the advantage of any third entity;
- Help create and maintain a culture of high ethical standards and commitment to compliance.
- Will Monitor and manage potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions.

DUTIES OF THE INDEPENDENT DIRECTORS:

The independent directors shall—

- insist appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company;
- where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- keep themselves well informed about the company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper constituted Board or committee of the Board;
- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- acting within his/her authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, which is in their possession because of their position or is not in public domain unless such disclosure is expressly approved by the Board or required by law.

VIOLATIONS

All directors and employees should help enforce this Code. Directors and employees must cooperate in any internal or external investigations of possible violations. Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

ENFORCEMENT OF CODE OF CONDUCT

1. Company Secretary shall be the Compliance Officer for the purpose of this Code.
2. Each Board Member shall be accountable for fully complying with this code
3. Penalty for breach of this Code by Senior Management Personnel shall be determined by the Chairman of Audit Committee. In case of breach of this Code by the Whole -time Directors and/or Part-time Directors, the same shall be examined and determined by the Board

IN COMPANY'S WEBSITE

As required by Regulation 46(2) of LODR this code and any amendments made thereto shall be posted in the website of the Company.