

Code of Conduct

Nova Iron & Steel Limited

Introduction

This code of Conduct has been adopted by Nova Iron & Steel Limited Comply with the applicable rules of the stock exchange where Securities of the Company are listed.

The principal duty of Directors and Senior management of the Company is to ensure that the Company is well managed in the interest of its shareholders. The Directors play the central role in the Company's Governance. The Board of Directors are the Company's decision making authority on all matters except those reserved to shareholders.

The Directors shall ensure that the Company is managed as per provisions of the code given herein below:-

National interest

The Directors and Senior Management of the Company shall ensure that the Company is committed in all its action to benefit the economic development of the country in which it operates and does not engage in any activity that would adversely affect such an objective. No project or activity shall be undertaken which is detrimental to the nation's interest, or those that will have any adverse impact on the social and culture life patterns of the citizens.

Financial reporting & records

The Financial Statements of the Company shall be prepared and maintained fairly and accurately in the accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, law and regulations of the country in which the company conducts its business affairs.

Internal accounting and audit procedures shall fairly and accurately reflect all of the company's nosiness transactions and disposition of assets. All required information shall be accessible to company auditors and other authorized parties and government agencies. There shall be no wilful omissions of any company transactions from the books.

Any wilful material misrepresentation of and/ or misinformation on the Financial accounts and reports shall be regarded as a violation of this code, apart from inviting appropriate civil or criminal action under the relevant law.

Competition

The Directors / Senior Management shall conduct business affairs of the

company in such a manner as to strive for the establishment and support of a competitive, open market economy in India and abroad and shall cooperate in the efforts to promote the progressive and judicious liberalization of trade and investment. Specifically, the Company shall not engage in activities which generate or support the formation of monopolies, dominate market position, cartels and similar unfair trade practices

Equal – opportunities

Equal opportunities shall be provided to all employees and all qualified applicants for employment, without regard to their race, caste, religion, colour, ancestry, material status, sex, age, nationality, disability and veteran status.

Employee policies and practices shall be administered in a manner that ensure that in all matters equal opportunity is provided to those eligible and the decision are merit – based.

Gifts and donations

The Directors/Senior Management shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or benefits which are intended to or perceived to obtain business or uncompetitive favour for the conduct of Company's business.

Government agencies

The Directors/Senior Management shall not offer or give any company funds or property as donation to any government agencies or their representatives, directly or through intermediaries, in order to obtain any favourable performance of official duties

Political Non – alignment

The Directors/Senior Management shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. They shall not support, directly or indirectly, any specific political party or candidate for political office.

Public representation of the company

The Directors/Senior Management shall ensure that the Company honours the information requirements of the public and its stakeholders. In all its public appearance with respect to disclosing company and business information to public constituencies such as the media, the financial community, employees and shareholders, the company shall be represented only by specifically authorized director and employees. It will be the sole responsibility of these authorized representatives to disclose information on the company

Ethical Conduct

The Directors shall ensure that every employee of the company deals on behalf of the Company with professionalism, honesty and integrity, as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties

Shareholders

The Directors shall ensure that the Company is Committed to enhance shareholder's rights. The Board of Directors of the Company shall duly and fairly inform its shareholders about all relevant aspects of the Company's business, and disclose such information in accordance with the respective regulation and agreements.

The Director shall be responsible for the implementation of and compliance with this code in professional environment.

Regulatory compliance

The Directors shall ensure that every employee of the Company shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she operates.

Concurrent employment

The Directors shall ensure that an employee(including Managing Director & Whole time Director) of the Company shall not, with out the prior approval of the Board of the Company, accept employment or a position of responsibility (such as consultant or a Director) with any other company, nor provide 'freelance' services to any one

Conflict of Interest

The Director/Senior Management and employees shall endeavour to avoid having his or her private interests interfere with (i) the interests of the Company or (ii) his or her ability to perform his or her duties and responsibilities objectively and effectively.

A conflict of interest, actual or potential, may arise directly or indirectly in the following cases

- a) When an officer, or director takes action or has interests that may make it difficult to perform his or her work objectively and effectively,
- b) The receipt of improper personal benefits by a member of his or her family as a result of one's position in the Company,
- c) Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibility in with the Company
- d) Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of Director or officer of the

Company, where such an individual is in a position to influence the decision with regard to such benefits

e) Acceptance of gifts, donations, hospitality, and/or entertainment beyond customary level existing or potential suppliers customers or other third parties which have business dealing with the Company

f) Any significant ownership interest in any supplier, customer, development partner or competitor of the Company,

g) Any consulting or employment relationship with any supplier, Customer, business associate or competitor of the Company

If Directors and employees fail to make a disclosure as required herein, and the Board of Directors/Management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by person concerned, the matter would be taken seriously and suitable disciplinary shall be taken against the person concerned.

Security transaction and confidential information

The Directors shall ensure that each of them and his or her immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company or the group, which is not in the public domain and thus constitute insider information.

The Director and employees shall ensure that no employee of the Company shall use or proliferate information which is not available to the investing public and which therefor constitutes insider information for making or giving advice on the investment decision on the securities of the respective company on which such insider information has been obtained

Such insider information might include the following

- Acquisition and divestiture of businesses or business unit;
- Financial information such as profits, earning, and dividends,
- Announcement of new product introductions or developments;
- Assets revaluations
- Investment decisions/plans;
- Restricting plans;
- Raising finances

Protecting company assets

The Assets of the Company should not be misused but employed for the purpose of conducting the business for which they are duly authorized

Integrity of data furnished

The directors and employees shall ensure the integrity of data or information furnished by/ to the Company

Encouraging the reporting of illegal or unethical behaviour

The Directors and employees shall endeavour to ensure that management is causing the Company to promote ethical behaviour and to encourage employees to report evidence of illegal or unethical behaviour to appropriate Company personnel. They shall endeavour to ensure that the Company will not allow retaliation against any employee who make a good faith report about a possible violation of the Company's Code of Conduct

Duties of Independent Directors

The independent directors shall –

- I. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- II. 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;
- III. Strive to attend all meetings of the Board of Directors and of the Board Committees of which he is a member;
- IV. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- V. strive to attend the general meetings of the company;
- VI. 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 meetings;
- VII. keep themselves well informed about the company and the external environment in which it operates;
- VIII. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- IX. 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;
- X. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interest of a person who uses such mechanism are not prejudicially affected on account of such use;
- XI. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- XII. acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;

No rights created

This code sets forth guidelines for conduct for the directors and employees.
