**JYOTI STRUCTURES LIMITED**

**CODE OF CONDUCT**

(as amended w.e.f. December 2023)

**JSL Code of Conduct**

**(For Board Members and Senior Management Personnel)**

The JSL Code of Conduct serves as a comprehensive guide to expected behavior for all JSL directors, officers, and employees. At JSL, we are committed to upholding the principles outlined in this guide. Simultaneously, we require each member of our team be well-versed in its contents and adhere to the guidelines steadfastly.

Introducing the JSL way:

In our personal lives, we encounter numerous situations daily that call for decisions based on our individual experiences, upbringing, beliefs, and the prevailing laws. Likewise, in our professional lives, we often find ourselves facing similar dilemmas. We may wonder how we should conduct ourselves to ensure that our actions align with the core values of JSL.

To navigate such situations effectively, we've compiled the JSL Code of Conduct. It establishes the ethical standards which we encourage you to familiarize yourself with and strongly urge you to uphold. Failure to do so may result in disciplinary action, which may involve dismissal and legal consequences including potential criminal and civil liabilities. Therefore, consider the Code of Conduct, a valuable resource, in both your personal and professional journey.

# BUSINESS PHILOSOPHY

JSL shall conduct its business fairly, impartially, in an ethical, efficiently, and transparently. This includes full compliance with all applicable laws and regulations as well as alignment with the policies, objectives, and priorities of the government.

JSL shall not undertake any project or activity that would have any adverse effect on the objectives of the company and are detrimental to the nation’s interest.

When conducting business, JSL shall prioritize integrity as its foundation for navigating all its relationships. Sound business practices necessitate that business decisions are taken after carefully considering the interests of all stakeholders. In their decision-making, JSL directors, officers, and employees are expected to act knowledgeably, in good faith, and with the belief that the chosen course of action serves the company’s best interests.

# QUALITY OF PRODUCT & SERVICES

JSL is committed to delivering products & services of the highest quality standards enhanced with efficient project management skills that align with the requirements of the customers to ensure their complete satisfaction. Our products and services strive to meet national and international standards. JSL continually seeks to minimize the environmental impact of its products, services, and operations.

# DUTIES OF INDEPENDENT DIRECTORS

The role of independent directors at JSL encompasses the following responsibilities:

* 1. To undertake thorough induction and regularly update and update their skills, knowledge, and familiarity with the company.
  2. To seek appropriate clarification or amplification of information, taking professional advice and opinions from external experts at the expense of the company whenever necessary.
  3. To actively participate in all Board and committee meetings.
  4. To contribute constructively and actively to committees where they serve as chairpersons or members.
  5. To strive to attend general meetings of the company.
  6. To address concerns about the functioning and management of the company through the Board or, if unresolved, ensure the recording of the concerns in the minutes of the Board meetings.
  7. To keep themselves well-informed about the company and its external operating environment.
  8. To avoid unfair obstruction of proper functioning of the Board or its committees.
  9. To thoroughly review and deliberate on related party transactions to ensure they are in the interest of the company.
  10. To ensure the existence of an effective vigil mechanism and safeguard the interests of those using it.

* 1. To report any concerns about unethical behavior, actual or suspected fraud or violation of the company’s code of conduct.
  2. To assist in protecting the legitimate interests of the company, shareholders, and employees, within their authority.
  3. Maintain confidentiality, refraining from disclosing sensitive information, unless expressly approved by the Board or required by law.
  4. To maintain confidentiality and refrain from disclosing sensitive information, unless expressly approved by the Board or required by law.

# EMPLOYEES

JSL is committed to fair employment practices, devoid of discrimination based on their race, religion, sex, age, or any factors that are unrelated to the legitimate business interest of the company. Equal opportunities are extended to all its employees irrespective of their religion, sex, or nationality.

Every JSL employee is entitled to a work environment that upholds their dignity and self-respect and fosters a work environment that is free from stress or harassment. The company is dedicated to the fair administration of policies, ensuring equal opportunities and merit-based decisions. JSL adheres to sound labour and employment practices that are in accordance with the applicable laws and regulations of the countries and regions in which it operates.

JSL employees are expected to abstain from activities that may create a conflict of interest for the company or themselves. Misuse of non-public information or abuse of one’s position, including engaging in insider trading, is strictly prohibited.

# FINANCIAL REPORTING AND RECORDS

All records and recording and reporting of information, including but not limited to financial data, must be accurately prepared and maintained in accordance with the accounting and financial reporting standards. Internal accounting and audit procedures must transparently reflect all JSL’s business transactions.

JSL is committed to enhancing shareholder value and ensuring that disclosures to the public comply with applicable the security laws and regulations. Disclosures and information are to be full, fair, accurate, timely, and understandable and in line with disclosure norms.

# GIFTS & DONATIONS

JSL employees must refrain from leveraging their official position for personal gain. Gifts, rewards, or benefits that could compromise their integrity or that of the department/company should not be solicited or accepted. As a general principle, JSL employees should avoid accepting a gift perceived as inducements or rewards that might obligate them to a third party.

# HEALTH SAFETY & ENVIRONMENT

JSL is dedicated to fostering a healthy, safe, and productive work environment, vehemently opposing any form of discrimination or harassment. Workplace safety takes precedence at JSL, with all personnel required to strictly adhere to applicable health and safety laws, regulations, and internal safety policies.

# SECURITIES, TRANSACTIONS & CONFIDENTIAL INFORMATION

Engaging in the trading of JSL’s securities based on inside information is deemed both unethical and illegal. JSL’s directors, officers, employees, and their immediate family members are prohibited from deriving any benefit while in possession of “material non-public information”.

Recognizing such information as valuable corporate asset, JSL directors, officers and employees are committed to safeguarding both confidential and proprietary information. This includes information entrusted to JSL by suppliers, business partners, or customers, Confidential and proprietary information, generally undisclosed to the public. The duty to maintain the confidentiality of non-public information persists indefinitely, even after individuals are no longer employed or associated with JSL.

# RELATED PARTY DICLOSURES

The Senior Management Personnel are obligated to disclose related party transactions following the guidelines outlined in the Related Party Transaction Policy.

# COMPLIANCE

The Senior Management Personnel are required to affirm compliance with this code within 30 days of the close of each financial year. The Management's declaration to this effect will be included in the Annual Report of the Company.