

CODE OF CONDUCT

FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT OF JINDAL SAW LTD.

As per sub clause I (D) (i) of the revised Clause 49 of the listing agreement with the stock exchanges relating to Corporate Governance, Board of Directors of the Company is required to have a Code of Conduct to be followed by all the Board Members and Senior Management of the Company.

For this purpose, the term "Senior Management" shall mean personnel of the Company who are members of its core management team excluding the Board of Directors. Normally this would comprise all members of management one level below the Executive Directors including all functional heads. In other words Executive Directors (non Board members),

Senior Vice Presidents/Vice Presidents and other functional heads will fall under the purview of this Code. As per sub clause I (D) (ii) of the Clause 49 of the listing agreement the Board Members and the Senior Management shall affirm compliance with the Code on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the Chief Executive Officer. This Code will also be put on the Company's web site.

In pursuance of the said Clause, the Board of Directors of the Company in their meeting held on January 25, 2005 approved the Code of Conduct which has become effective w.e.f. January 25, 2005. A copy of the Code of Conduct as approved by the Board of Directors is provided hereinafter.

THE CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

This Code of Conduct will provide Directors and Senior Management of JINDAL SAW LTD. (the Company) general guidance on the standards of conduct expected of the Directors and Senior Management including guidelines on conflict of interests. Within the Company there are other policies/procedures, which complement or support this Code.

Board Members and Members of Senior Management will

- Exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances.
- Ensure to enhance and maintain the reputation of the Company.
- Strive to contribute toward the growth, stability and service that the Company seeks to provide to its consumers, members, stakeholders and society in general.
- Conduct themselves in a professional, courteous, and respectful manner at all times.
- Make available to and share with fellow Directors all information as may be relevant to ensure proper conduct and sound operation of the Company.

COMPLIANCE WITH LAWS

The Company's Directors and Senior Management shall comply with all the applicable provisions of laws and regulations of the countries in which the company operates. Company's Directors and Senior Management shall contact Company's legal counsel in case they have questions regarding applicable laws.

No Director or Member of Senior Management shall commit or condone an illegal act or instruct another employee, etc. to do so. Directors and other Senior Management are expected to be sufficiently familiar with any legislation that applies to their work, to recognize potential liabilities and to know when to seek legal advice.

No Director or Member of Senior Management staff shall create or condone the creation of a false record and shall not destroy or condone the destruction of a record, except in accordance with the guidelines laid down in this regard or permitted under any law of the land

for the time being in force.

CONFLICT OF INTEREST

A Director or a Member of Senior Management has an actual conflict of interest when he is performing a duty or function of the position and in the performance of that duty or function has the opportunity to further his or her private interests.

There is an apparent conflict of interest when a reasonably well-informed person could perceive that a Director's or Member of Senior Management's ability to perform a duty or function of the position was or will be affected by the Directors' or Member of Senior Management's private interest.

The Company depends upon the integrity of all the Directors and Members of Senior Management who have knowledge of a decision or activity of the Company that involves or might involve a conflict of interest.

Directors and Member of Senior Management will perform their duties conscientiously. Every Director and Member of Senior Management must avoid any situation in which there is an actual or apparent conflict of interest that could interfere or could be perceived to interfere with the Director's or Member of Senior Management's judgment in making decisions in the Company's best interests.

Every Director and Member of Senior Management shall disclose all the circumstances that constitute an actual or apparent conflict of interest. These disclosures shall be made to the Board of Directors.

OUTSIDE BUSINESS INTERESTS

Directors and Members of Senior Management should declare their outside business interests at the time of engagement and are required to limit outside business activities to avoid any conflict of interests or breaches of any of the provision of this Code.

Notwithstanding any outside business activity, Directors and Members of Senior Management are required to act in the best interests of the Company.

CONFIDENTIAL INFORMATION

Directors and Members of Senior Management should at all times maintain the confidentiality of all confidential information and all records of the Company, and must not make use of or reveal such information or records except in course of the performance of their duties or unless the documents or information becomes matter of general public knowledge.

Similarly, Directors and Members of Senior Management should not use the confidential information obtained through their association or employment with the Company to further their private interests or the private interests of their relatives.

Directors and Members of Senior Management using the Company's computer data base or electronic mail system will be expected to comply with any internal policies and procedures that guide the storage, use and transmission or information through this medium.

INVESTMENT IN COMPANY'S SHARES

Directors or Members of Senior Management are expected to comply with the Insider Trading Regulations of the Company and/or any other regulations/guidelines regarding investment in the Company's shares issued, from time to time, by the Securities and Exchange Board of

India (SEBI).

OUTSIDE EMPLOYMENT

Directors or Members of Senior Management may hold outside jobs or engage in modest self-employment activities in their own time, using their own resources, and in a manner not adversely affecting their performance in the Company.

However, no Directors or Members of Senior Management may accept work with a competitor, or with any entity that could lead to conflict of interest or a situation prejudicial to the interests of the Company.

ENTERTAINMENT, GIFTS AND BENEFITS

It is essential to the efficient business practices that all those who do business with the Company as contractors/customers etc. have access to the Company on equal terms. Directors or Members of Senior Management should not accept entertainment or gifts (gifts or entertainment in this clause includes cash, preferred loans, securities or secret commissions), which grant or appear to grant preferential treatment to a potential or actual contractor/customer of the Company. A business relationship with the Company will be conditional on compliance with this Code.

Similarly, no Director or Member of Senior Management may offer entertainment, gifts of benefits, in order to secure preferential treatment for the Company. Gifts, entertainment and benefits may only be accepted or offered by a Director or Member of Senior Management in the normal exchanges common to business relationships.

PROFESSIONAL DEVELOPMENT

The Directors and Members of Senior Management will encourage and support the professional development of the employees of the Company and provide them all necessary assistance and cooperation.

ENVIRONMENT AND SAFETY

Environmental Protection is a fundamental value of the Company. Directors and members of Senior Management have a crucial role in ensuring that Company's operations comply with the environmental legislation and standards.

Safety must be everyone's concern. The Company is committed to providing all employees a safe, healthful and harassment free workplace and to ensuring safe and respectful work practices and conditions

Directors and Members of Senior Management have both a legal and a moral responsibility for the safety and the protection of the environment.

PATENT AND DISCOVERIES

Directors and Members of Senior Management are often engaged in various forms of research or problem solving for the Company. The product of their efforts produced within the scope of their employment belongs to the Company, whether the product was concluded while actually at work or not.

Such products include computer programs, technical process, inventions, research methods, reports or articles, and any other form of innovation or development. Directors and Members of Senior Management shall maintain confidentiality of these kinds of knowledge/patents and will not put the same to personal use.

USE OF THE COMPANY'S PROPERTY

Directors or Members of Senior Management must not misappropriate the Company's property for personal use.

Directors and Members of Senior Management are entrusted with the care, management and cost-effective use of the Company's property, including the use of Company's name, and should not make use of these resources for their own personal benefit.

Directors and Members of Senior Management should ensure that all the Company's property assigned to them is maintained in good condition and should be able to account for such property.

Directors and Members of Senior Management may not dispose of the Company's property except in accordance with the guidelines for this purpose.

RESPONSIBILITY

The Company is determined to behave, and to be perceived, as an ethical corporation. Directors and Members of Senior Management must adhere to the standards described in this Code of Conduct.

WHERE TO SEEK CLARIFICATION

Any Director or Member of Senior Management requiring any clarification regarding this Code of Conduct may contact Company Secretary.