

Code of Ethics & Conduct

Commitment to ethical professional conduct from every Director and Senior employee of the NPCIL.

Introduction

Commitment to ethical professional conduct is a MUST for success of a Company in today's competitive business environment. This code, consisting of imperatives formulated as statements of personal responsibility, identifies the elements of such a commitment. It contains many, but not all, issues the Board and every senior employee of the Company in the conduct of Company's business is likely to face.

The code is intended to serve as a basis for ethical conduct and decision-making in the professional work. It may also serve as a basis for judging the merit of a formal complaint pertaining to violation of professional ethical standards.

It is understood that some words and phrases in this code of ethics and conduct may be subject to varying interpretations and that any ethical principle may conflict with other ethical principles in specific situations. Questions related to ethical conflicts can best be answered by thoughtful consideration of fundamental principles rather than reliance on detailed regulations. In case of any situation of conflict, the decision of the Board shall be final.

General Responsibilities

• Contribute to society and human well-being

We all at NPCIL are conscientious about the quality of life of all people, protection of their fundamental human rights and respect the diversity of all cultures. We shall attempt to ensure, in addition to a safe social environment, a safe natural environment. Therefore, all of us who are responsible for the design, construction operation maintenance of Nuclear Power projects, while pursuing the objects of the company, shall be alert to, and make others aware of any potential damage to the local or global natural environment. We shall devote reasonable amount of our resources, towards protection of natural environment and provide for public welfare, particularly the inhabitants around our projects and stations.

• Avoid harm to others

We shall refrain from using men, material and technology in ways that result in harm to our consumers, employees and the general public.

• Without trust an organization cannot function effectively. We shall not make wrong disclosure/deceptive claims about our products and systems but, instead, provide thoroughly reviewed correct information on pertinent limitations and problems.

• We shall be fair and take action not to discriminate on the basis of race, sex, religion, age, disability, national origin, or other such factors and avoid any

explicit violation of this code.

- **In our relationships with colleagues**, we shall treat them with respect and in good faith and in the same way we ourselves would expect them to treat us. We shall guard against loose talk, or in its worst form-character assassination-, shall not say anything behind one's back and never utter something, which cannot be put in writing.
- **We shall maintain confidentiality of information** unless discharged from such obligations by requirements of the law or other principles of this code.

SPECIFIC PROFESSIONAL RESPONSIBILITIES

- NPCIL is our company. We accept personal responsibility and accountability to meet its business needs.
- We shall strive to achieve the highest quality, effectiveness and excellence in our professional work.
- We shall always endeavor for acquiring and maintaining professional competence and strive to set the highest possible standards of professional competence.
- We are committed to the achievement of business success with integrity mutual trust and transparency.
- People are our most important asset. We add value through result driven training and encourage & reward excellence.
- We shall obey existing local, state, national and international laws. We shall also obey the policies, procedures, rules and regulations of the company.
- Quality professional work depends on professional reviewing and critiquing. Whenever appropriate, individual members who would seek and utilize peer review as well as provide critical review of the work of others.
- Organizational leaders are responsible for ensuring that a conducive environment is created for fellow employees to enable them delivering their best. We all, therefore, are responsible for ensuring human dignity of all our colleagues, ensuring their personal & professional development and enhancing the quality of their working life.
- We recognise the value of free exchange of opinions in the process of arriving at a decision. We also recognise the difference of opinion but after a decision is taken by majority, we value it though we may not agree with it individually.

We shall exercise due care in performance of our duties towards the Company and conduct ourselves, both on and off-duty, in a manner that brings credit to our company in the eyes of the public at large.

Protect Company's properties

We all are perceived as Trustees of Company's properties, funds and other assets. We, therefore, shall safeguard and protect the Company's assets against any misappropriation, loss, damage, theft, etc. by putting in place proper internal control systems and procedures and effectively insuring the same against any probable fire, burglary, infidelity and other risk.

SPECIFIC ADDITIONAL PROVISIONS FOR BOARD MEMBERS AND SENIOR MANAGERIAL PERSONNEL

As Board Member/Sr. Management Personnel

We undertake to actively participate in meetings of the Board, of the Committees thereof and the meetings of Management Committee on which we serve.

As Board members

- We undertake to inform the Board of any changes in our other board positions, relationship with other businesses (including charitable) and other events/circumstances/conditions that may interfere with our ability to perform our Board/Board Committee duties or may impact the judgement of the Board as to whether we meet the independence requirements of Listing Agreement with Stock Exchanges.
- We undertake that we shall avoid conflict of personal interest with the interest of the company at large. Illustrative cases can be:

a) Related Party Transactions

Entering into any transaction or relationship with NPCIL or its subsidiaries in which we have a financial or other personal interest (either directly or indirectly such as through a family member or other person or other organisation with which we are associated).

b) Outside Directorship

Accepting Directorship on the Board of any other company that either compete with the business of the NPCIL or affects in anyway the interest or dignity of the Company.

c) Consultancy /Business/Employment

Engaging in any activity (be it in the nature of providing consultancy service, carrying on business, accepting employment) which is likely to

interfere or conflict with our duties/ responsibilities towards NPCIL. We shall not invest or associate ourselves in any other manner with any supplier, service provider or customer of the Company. We shall not use our official position in NPCIL for our personal gains.

d) Avoid Adverse Criticism

We shall not make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public.

Provided that nothing in this clause shall apply to any statement made or views expressed by a Board Member which are purely factual in nature and are not considered as confidential in his official capacity or in due performance of the duties assigned to him.

e) Uphold Moral Values

We shall not commit any offence involving moral turpitude.

Periodic Review and Amendments to the Code

This code will remain under continuous review and updation in line with any changes in law, changes in Company's philosophy, vision, business plans or otherwise as may be deemed necessary by the Board.

Placement of the Code on Website of the Company:

Pursuant to the provisions of the Listing Agreement, this code and any amendment thereto shall be hosted on the website of the Company (www.npcil.org).

Compliance With the Code

We shall uphold and promote the principles of this code and encourage each employee to support adherence to this code

In terms of clause 2.18 of the Listing Agreement, all Board Members and Senior Management Personnel shall affirm compliance of this code on annual basis i.e. within 30 days of closure of every financial year. The Annual Report of the company shall contain a declaration to this effect. Annual Compliance Report shall be forwarded to the Company Secretary. A proforma of Annual Compliance Report is at Appendix-I

Explanation: For this purpose, the term "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 Directors, including all functional heads.

(S.K. Jain)

Sd/-

Chairman & Managing Director

APPENDIX-I

**NUCLEAR POWER CORPORATION OF INDIA LTD.
CODE OF ETHICS & CONDUCT
FOR
BOARD MEMBERS/SENIOR MANAGEMENT PERSONNEL**

I _____ do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Ethics & Conduct during the financial year ending 31st March _____.

Signature:

Name :

Designation:

Date:

Place:

• to be submitted by 30th April each year.