

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : Jindal Saw Limited  
Quarter ending: 31-Mar-2016

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN\$	DIN	Category (Chairperson /Executive/N on-Executive/in dependent/Nominee)&	Date of Appointment in the current term/cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Shri	Prithvi Raj Jindal	AALPJ2102R	00005301	Chairperson-Non Executive	31/10/1984	N.A.	3	Nil	2
Ms.	Sminu Jindal	AAGPJ1586N	00005317	Executive	01/02/2011	N.A.	3	2	Nil
Ms.	Shradha Jatia	AAGPJ9066R	00016940	Non Executive	10/09/2014	N.A.	1	Nil	Nil
Ms.	Tripti Puneet Arya	ACXPJ7608J	00371397	Non Executive	10/09/2014	N.A.	1	Nil	Nil
Shri	Neeraj Kumar	AALPK7244D	01776688	Executive	01/07/2013	N.A.	2	2	Nil
Shri	Hawa Singh Chaudhary	AAAPC0728K	00041370	Executive	01/11/2015	N.A.	1	Nil	Nil
Shri	Devi Dayal	AADPD3908M	01083282	Independent	10/09/2014	5 years	2	2	Nil
Dr.	Raj Kamal Agarwal	AAAPA4978M	00005349	Independent	10/09/2014	5 years	3	7	2
Dr	S. K. Gupta	AADPG5633J	00011138	Independent	10/09/2014	5 years	2	2	1
Shri	Ravinder Nath Leekha	ABRPL7538E	00888433	Independent	10/09/2014	5 years	2	3	Nil
Shri	Abhiram Tayal	ACDPT5051B	00081453	Independent	18/09/2015	5 years	2	Nil	Nil

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee) \$	
1. Audit Committee	Dr. Raj Kamal Agarwal	Chairman of the Committee - Independent	
	Shri Neeraj Kumar	Executive	
	Shri Devi Dayal	Independent	
	Dr. S. K. Gupta	Independent	
	Shri Ravinder Nath Leekha	Independent	
2. Nomination & Remuneration Committee	Dr. Raj Kamal Agarwal	Chairman of the Committee - Independent	
	Shri Ravinder Nath Leekha	Independent	
	Shri Devi Dayal	Independent	
3. Risk Management Committee (if applicable)	Dr. Raj Kamal Agarwal	Chairman of the Committee - Independent	
	Shri Neeraj Kumar	Executive	
	Shri Hawa Singh Chaudhary	Executive	
	Shri Narendra Mantri	CFO	
	Shri Vinay Gupta	Senior Vice President (Finance)	
4. Stakeholders Relationship Committee	Shri Prithvi Raj Jindal	Chairman of the Committee - Non Executive Chairman of the Company	
	Ms. Sminu Jindal	Executive	
	Shri Neeraj Kumar	Executive	
	Dr. Raj Kamal Agarwal	Independent	
	Shri Ravinder Nath Leekha	Independent	

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen



*Handwritten signature in blue ink, appearing to read 'N. Man'.*

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
30-Oct-15	1-Feb-16	79
10-Nov-15	8-Feb-16	
13-Nov-15		

IV. Meeting of Committees				
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	01-Feb-16	Yes	10-Nov-15	79
	08-Feb-16		13-Nov-15	
Nomination and Remuneration Committee	01-Feb-16	Yes	Nil	N.A.
Stakeholders' Relationship Committee	04-Jan-16	Yes	05-Oct-15	66
	10-Feb-16		29-Oct-15	

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Shri Girish Sharma, Independent Director, resigned w.e.f. 11.03.2016. However, his vacancy will be filled in within the time limit as prescribed under regulation 25(6).
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee
b. Nomination & remuneration committee
c. Stakeholders relationship committee
d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors.

For Jindal Saw Limited

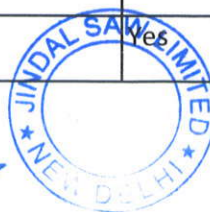
Sunil K Jain  
Company Secretary  
FCS: 3056



**Disclosure with respect to financial year ended as on 31st March, 2016.**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes

*[Handwritten signature]*



<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**For Jindal Saw Limited**




**Sunil K Jain**  
**Company Secretary**  
**FCS- 3056**

# JINDAL SAW LIMITED

Details of Material related Party Transactions for the quarter/period ended 31st March, 2016

(Rs. in Crores)

Sr. No.	Particular	For the quarter ended 31-03-2016	for the period ended 31- 03-2016
1	JINDAL ITF LIMITED (Wholly Owned Subsidiary)	254.96	918.80
	Total	254.96	918.80

*[Handwritten Signature]*  
