

JSL/2017/

April 15, 2017

BSE Limited  
Corporate Relation Department  
1st Floor, New Trading Ring  
Rotunga Building P. J. Towers  
Dalal Street,  
Mumbai - 400 001  
Stock code: 500378

National Stock Exchange of India Limited,  
Listing Department,  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (East)  
Mumbai – 400 051  
Stock code: JINDALSAW

Sub. : Report on Corporate Governance for the quarter ended 31.3.2017 - Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs/ Madam,

We are submitting herewith the captioned Report for the quarter ended 31.3.2017 along with all necessary details. There is no material transactions with the Related Parties during the quarter.

You are requested to take the above on record.

Thanking you,

Yours faithfully,  
For JINDAL SAW LTD.,

  
SUNIL K. JAIN  
COMPANY SECRETARY  
FCS : 3056



Encl.: As above.

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : Jindal Saw Limited  
Quarter ending: 31-Mar-2017

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN\$	DIN	Category (Chairperson /Executive/N on-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-Oct-84	N.A.	2	0	1
Ms.	Sminu Jindal	AAGPJ1586N	00005317	Executive	01-Feb-16	N.A.	2	1	0
Ms.	Shradha Jatia	AAGPJ9066R	00016940	Non Executive	10-Sep-14	N.A.	1	0	0
Ms.	Tripti Puneet Arya	ACXPI7608J	00371397	Non Executive	10-Sep-14	N.A.	1	0	0
Shri	Neeraj Kumar	AALPK7244D	01776688	Executive	01-Jul-13	N.A.	3	2	0
Shri	Hawa Singh Chaudhary	AAAPC0728K	00041370	Executive	01-Nov-15	N.A.	1	0	0
Shri	Devi Dayal	AADPD3908M	01083282	Independent	10-Sep-14	5 years	2	1	0
Dr.	Raj Kamal Agarwal	AAAPA4978M	00005349	Independent	10-Sep-14	5 years	4	2	3
Dr.	S. K. Gupta	AADPG5633J	00011138	Independent	10-Sep-14	5 years	2	2	1
Shri	Ravinder Nath Leekha	ABRPL7538E	00888433	Independent	10-Sep-14	5 years	2	1	0
Shri	Abhiram Tayal	ACDPT5051B	00081453	Independent	18-Sep-15	5 years	2	0	0
Shri	Ajit Kumar Hazarika	AAAPH6649C	00748918	Independent	22-Dec-16	5 years	1	0	0

\$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.



*(Signature)*

**II. Composition of Committees**

<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non- Executive/Independent/Nominee) §</b>
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
2. Nomination & Remuneration Committee	Shri Ravinder Nath Leekha	Independent
	Dr. Raj Kamal Agarwal	Chairman of the Committee - Independent
	Shri Ravinder Nath Leekha	Independent
3. Risk Management Committee (if applicable)	Shri Devi Dayal	Independent
	Dr. Raj Kamal Agarwal	Chairman of the Committee - Independent
	Shri Neeraj Kumar	Executive
	Shri Hawa Singh Chaudhary	Executive
	Shri Devi Dayal	Independent
	Shri Narender Mantri	CFO
	Shri Vinay Gupta	Senior Vice President (Finance)
4. Stakeholders Relationship Committee'	Sunil K. Jain	Company Secretary
	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*



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)		
4-Nov-16	9-Feb-17	96		
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	09-Feb-17	Yes	04-Nov-16	96
Nomination and Remuneration Committee	Nil	Yes	Nil	N.A.
Stakeholders' Relationship Committee	12-Jan-17	Yes	14-Oct-16	89
	09-Feb-17			
* 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	
<b>Note</b> 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.				
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



**Disclosures with respect to financial year ended 31st March, 2017**

<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 responsible for assisting and handling investor grievances 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) refer note below</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
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>Note:</b>		
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.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<b>III Affirmations:</b>		
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, 2017

(Rs. in Crores)

Sr. No.	Particular	For the quarter ended 31-03-2017	for the period ended 31- 03-2017
	NIL		
	Total		

