

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : Jindal Saw Limited

Quarter ending: 30-September-2019

| I. Composition of Board of Directors | | | | | | | | | | | | | |
|--|----------------------|------------|----------|--|-----------------------------|------------------------|-------------------|----------|---------------|---|--|---|--|
| Title (Mr./Ms) | Name of the Director | PAN\$ | DIN | Category (Chairperson /Executive/N on-Executive/in dependent/Nominee)& | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure* | Date of Birth | No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 7A(1)] | 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 | Prithavi Raj Jindal | AALPJ2102R | 00005301 | Chairperson-Non Executive | 31/10/1984 | 31/10/1984 | N.A. | N.A. | 27/12/1951 | 1 | 0 | 0 | 1 |
| Ms. | Sminu Jindal | AAGPJ1586N | 00005317 | Executive | 01/09/1997 | 01/02/2016 | N.A. | N.A. | 18/01/1973 | 1 | 0 | 1 | 0 |
| Ms. | Shradha Jatia | AAGPJ9066R | 00016940 | Non Executive | 24/07/2014 | 10/09/2014 | N.A. | N.A. | 07/09/1974 | 1 | 0 | 0 | 0 |
| Ms. | Tripti Arya | ACXPJ7608J | 00371397 | Non Executive | 17/05/2014 | 10/09/2014 | N.A. | N.A. | 04/10/1980 | 1 | 0 | 0 | 0 |
| Shri | Neeraj Kumar | AALPK7244D | 01776688 | Executive | 01/07/2013 | 01/07/2018 | N.A. | N.A. | 02/05/1963 | 2 | 0 | 2 | 0 |
| Shri | Hawa Singh Chaudhary | AAAPC0728K | 00041370 | Executive | 07/10/1988 | 01/11/2017 | N.A. | N.A. | 05/09/1954 | 1 | 0 | 0 | 0 |
| Dr. | Raj Kamal Aggarwal | AAAPA4978M | 00005349 | Independent | 30/01/2006 | 09/09/2019 | N.A. | 10 years | 07/07/1952 | 3 | 3 | 4 | 5 |
| Shri | Ravinder Nath Leekha | ABRPL7538E | 00888433 | Independent | 12/08/2011 | 09/09/2019 | N.A. | 10 years | 23/06/1949 | 1 | 1 | 3 | 1 |
| Shri | Abhiram Tayal | ACDPT5051B | 00081453 | Independent | 10/07/2015 | 18/09/2015 | N.A. | 5 years | 26/09/1953 | 2 | 1 | 0 | 0 |
| Shri | Ajit Kumar Hazarika | AAAPH6649C | 00748918 | Independent | 12/07/2016 | 22/12/2016 | N.A. | 5 years | 30/09/1952 | 1 | 1 | 2 | 0 |
| Dr. | Vinita Jha | AJAPJ5970D | 08395714 | Independent | 22/03/2019 | 22/03/2019 | N.A. | 5 years | 07/05/1957 | 1 | 1 | 0 | 0 |
| Shri | Sanjeev Shankar | ABGPS6971D | 06872929 | Independent | 22/03/2019 | 22/03/2019 | N.A. | 5 years | 19/12/1951 | 1 | 1 | 1 | 0 |
| Shri | Girish Sharma | AASPS8031K | 05112440 | Independent | 22/03/2019 | 22/03/2019 | N.A. | 5 years | 22/01/1971 | 4 | 4 | 6 | 1 |
| Weather Regular chairperson appointed | | | | | | | | | | | | | Yes |
| Whether Chairperson is related to managing director or CEO | | | | | | | | | | | | | Yes |

\$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 | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ | Date of Appointment | Date of Cessation |
| 1. Audit Committee | Yes | Dr. Raj Kamal Aggarwal | Chairman of the Committee - Independent | 30/01/2006 | NA |
| | | Shri Neeraj Kumar | Executive | 06/08/2013 | NA |
| | | Shri Ravinder Nath Leekha | Independent | 12/08/2011 | NA |
| | | Shri Ajit Kumar Hazarika | Independent | 03/08/2017 | NA |
| | | Shri Sanjeev Shankar | Independent | 22/03/2019 | NA |
| | | Shri Girish Sharma | Independent | 22/03/2019 | NA |
| 2. Nomination & Remuneration Committee | Yes | Dr. Raj Kamal Aggarwal | Chairman of the Committee - Independent | 27/05/2013 | NA |
| | | Shri Ravinder Nath Leekha | Independent | 27/05/2013 | NA |
| | | Shri Ajit Kumar Hazarika | Independent | 22/03/2019 | NA |
| | | Dr. Vinita Jha | Independent | 22/03/2019 | NA |
| 3. Risk Management Committee(if applicable) | Yes | Dr. Raj Kamal Aggarwal | Chairman of the Committee - Independent | 13/11/2015 | NA |
| | | Shri Neeraj Kumar | Executive | 05/12/2014 | NA |
| | | Shri Hawa Singh Chaudhary | Executive | 05/12/2014 | NA |
| | | Shri Narender Mantri | CFO | 05/12/2014 | NA |
| | | Shri Vinay Kumar | President & Head Global Tresuary | 05/12/2014 | NA |
| 4. Stakeholders Relationship Committee' | Yes | Shri Prithavi Raj Jindal | Chairman of the Committee - Non Executive Chairman of the Company | 28/07/2000 | NA |
| | | Ms. Sminu Jindal | Executive | 28/07/2000 | NA |
| | | Shri Neeraj Kumar | Executive | 06/08/2013 | NA |
| | | Dr. Raj Kamal Aggarwal | Independent | 28/04/2007 | NA |
| | | Shri Ajit Kumar Hazarika | Independent | 03/08/2017 | NA |
| | | Shri Ravinder Nath Leekha | Independent | 01/02/2016 | NA |

\$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 | Whether requirement of Quorum met | No of Directors Present | No of Independent Directors Present | Maximum gap between any two consecutive (in number of days) |
| 22-May-19 | 12-Aug-19 | Yes | 11 | 7 | 81 |

| IV. Meeting of Committees | | | | | | |
|---------------------------------------|---|---|-------------------------|-------------------------------------|---|---|
| Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | No of Directors Present | No of Independent Directors Present | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee | 12-Aug-19 | Yes | 6 | 5 | 22-May-19 | 81 |
| Nomination and Remuneration Committee | Nil | N.A. | | | 22-May-19 | N.A. |
| Stakeholders' Relationship Committee | 18-Jul-19 | Yes | 5 | 3 | 02-May-19 | 41 |
| | 29-Aug-19 | | 5 | 3 | 17-Jun-19 | |
| Risk Management Committee | Nil | N.A. | | | Nil | N.A. |

* 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**
- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
 - The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - 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.- All the previous meetings of Board of Directors were held as per the provisions of Listing Agreement, applicable from time to time.
 - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: N.A.

For Jindal Saw Limited

Sunil K Jain
Company Secretary
FCS: 3056



Report to be submitted at the end of 6 months after end of financial year

| Affirmations | | |
|--|--------------------------------------|--|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | No, However the members of Committee were present at the AGM |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |

For Jindal Saw Limited


 Sunil K Jain
 Company Secretary
 FCS: 3056

