

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : Jindal Saw Limited

Quarter ending: 31-March-2020

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 17A(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	0
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	4	4	4	5
Shri	Ravinder Nath Leekha	ABRPL7538E	00888433	Independent	12/08/2011	09/09/2019	N.A.	10 years	23/06/1949	2	2	3	1
Shri	Abhiram Tayal	ACDPT5051B	00081453	Independent	10/07/2015	18/09/2015	N.A.	5 years	26/09/1953	3	2	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	2
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 Ajit Kumar Hazarika	Independent	31/10/2019	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	Dr. Raj Kamal Aggarwal	Chairman of the Committee - Independent	28/04/2007	NA
		Ms. Sminu Jindal	Executive	28/07/2000	NA
		Shri Neeraj Kumar	Executive	06/08/2013	NA
		Shri Ajit Kumar Hazarika	Independent	03/08/2017	NA
		Shri Ravinder Nath Leekha	Independent	01/02/2016	NA
		Shri Girish Sharma	Independent	31/10/2019	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					



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)	
31-Oct-19	4-Feb-20	Yes	13	7	95	

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	4-Feb-20	Yes	6	5	31-Oct-19	95
Nomination and Remuneration Committee	Nil	N.A.			Nil	N.A.
Stakeholders' Relationship Committee	04-Feb-20	Yes	6	4	16-Dec-19	49
	09-Mar-20	Yes	6	4		
Corporate Social Responsibility	09-Mar-20	Yes	5	5	Nil	N.A.
Risk Management Committee	09-Mar-20	Yes	6	2	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	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Note

- 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.
- 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 - All the previous meetings of Board of Directors were held as per the provisions of Listing Regulations, applicable from time to time.	
5. 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



I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.jindalsaw.com
b) Terms and conditions of appointment of independent directors	Yes	www.jindalsaw.com
c) Composition of various committees of board of directors	Yes	www.jindalsaw.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.jindalsaw.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.jindalsaw.com
f) Criteria of making payments to non-executive directors	Yes	www.jindalsaw.com
g) Policy on dealing with related party transactions	Yes	www.jindalsaw.com
h) Policy for determining 'material' subsidiaries	Yes	www.jindalsaw.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.jindalsaw.com
j) Email address for grievance redressal and other relevant details	Yes	www.jindalsaw.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.jindalsaw.com
l) Financial results	Yes	www.jindalsaw.com
m) Shareholding pattern	Yes	www.jindalsaw.com
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and resentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.jindalsaw.com
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	www.jindalsaw.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.jindalsaw.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.jindalsaw.com
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.jindalsaw.com
b) Materiality Policy as per Regulation 30	Yes	www.jindalsaw.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.jindalsaw.com
<i>It is certified that these contents on the website of the listed entity are correct .</i>		

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II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
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), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(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)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	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
III Affirmations:		
The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.		

For Jindal Saw Limited

Sunil K Jain
Company Secretary
FCS: 3056



Jindal Saw Limited

Detail of material related party transactions during the quarter/year ended 31.03.2020

(Amount in Rs./Lakh)

S. No	Name of Related Party	During the quarter ended 31.03.2020	During the year ended 31.03.2020
1	JSW Steel Limited	42,256.54	129438.99



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