



JSL/SD/CorpGovReport/2015/  
October 13, 2015

Courier / Email

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Kind Attn. : Listing Section

Sub. : Corporate Governance Report for the quarter ended 30<sup>th</sup> September, 2015

Dear Sir,

Pursuant to Clause 49 of the Listing Agreement relating to corporate governance, we are forwarding herewith compliance report on corporate governance for the quarter ended 30<sup>th</sup> September, 2015.

You are requested to please take the same on record.

Thanking you,

Yours faithfully  
for Jindal Stainless Limited

(Raajesh Kumar Gupta)  
Company Secretary

Encl. As above



Jindal Stainless Limited

CIN: L26922HR1980PLC010901

Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi- 110 066 India

Registered Office: O.P. Jindal Marg, Hisar - 125005 (Haryana) India

T: +91 11 26188340 - 50 F: +91 11 41659169, 26101562 E: [info@jindalstainless.com](mailto:info@jindalstainless.com) Website: [www.jindalstainless.com](http://www.jindalstainless.com)

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : Jindal Stainless Limited  
 Quarter ended on : 30<sup>th</sup> September, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	
(A) Composition of Board	49 (IIA)	Yes	Total Strength of the Board is-9 (including one woman director) No. of Independent Directors-5 No. of Non Independent Directors -4
(B) Independent Directors	49 (IIB)	Yes	Total No. of Independent Directors-5
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	<ul style="list-style-type: none"> <li>➤ Apart from receiving sitting fees, independent Directors do not have any material pecuniary relationships or transactions with the Company, subsidiaries or associate companies.</li> <li>➤ No Commission has been paid during the quarter ended 30.9.2015.</li> <li>➤ No Stock Option has been granted to any of the Directors during the quarter ended 30.9.2015</li> </ul>
(D) Other provisions as to Board and Committees	49 (IID)	Yes	Complied with.
(E) Code of Conduct	49 (IIE)	Yes	Code of Conduct is in place
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy is in place
III. Audit Committee	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	<ul style="list-style-type: none"> <li>➤ Total Strength of the Committee is -4, of which 3 are independent including Chairman and 1 is Nominee Director (Non Executive)</li> <li>➤ All the members of the Audit Committee are financially literate and also have financial management expertise.</li> </ul>
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Committee meets every quarter to approve the accounts.
(C) Powers of Audit Committee	49 (IIIC)	Yes	The Committee has adequate powers to investigate, to seek information, to obtain outside legal or professional advice and to secure attendance of outsiders with relevant experience.
(D) Role of Audit Committee	49 (IIID)	Yes	In conformity with the stipulation mentioned above and the provisions of the Companies Act, 2013 and the Listing Agreement.

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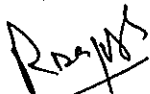
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*Rajm*

(E) Review of Information by Audit Committee	49 (III E)	Yes	Audit Committee reviews all the information as per the provisions of the Companies Act, 2013 and the Listing Agreement.
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Total Strength of the Committee is-3 and all are Independent Directors including Chairman.
V. Subsidiary Companies	49 (V)	Yes	Complied with.
VI. Risk Management	49 (VI)	Yes	Complied with.
VII. Related Party Transactions	49 (VII)	Yes	Complied with.
VIII. Disclosures	49 (VIII)	Yes	Complied with.
(A) Related party transactions	49 (VIII A)	Yes	There were no material Related Party Transactions during the period.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Applicable Accounting standards are being complied with on a continual basis and due disclosure is made in Annual Report.
(C) Remuneration of Directors	49 (VIII C)	Yes	Complied with.
(D) Management	49 (VIII D)	Yes	Management Discussion & Analysis Report is a part of Directors report which is annually published in the Annual Report.
(E) Shareholders	49 (VIII E)	Yes	All necessary information is uploaded in the Company's website as required.
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	Yes	No such proceed is generated during the quarter ended 30.9.2015.
IX. CEO/CFO Certification	49 (IX)	Yes	Will be complied in the ensuing Annual Report*.
X. Report on Corporate Governance	49 (X)	Yes	Will be complied in the ensuing Annual Report*.
XI. Compliance	49 (XI)	Yes	Will be complied in the ensuing Annual Report*.

*\* The Registrar of Companies, vide its approval letter dated 12<sup>th</sup> August, 2015, has granted an extension of 2 months for holding AGM upto 29<sup>th</sup> November, 2015, keeping in view the ongoing Composite Scheme of Arrangement among Jindal Stainless Limited, Jindal Stainless (Hisar) Limited, Jindal United Steel Limited, Jindal Coke Limited and their respective Shareholders and Creditors ("the Scheme"), Jindal Stainless Limited ("the Company").*

For Jindal Stainless Limited



(Raajesh Kumar Gupta)  
Company Secretary

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