



April 15, 2016

BSE Ltd.  
Corporate Relationship Department,  
1st Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort, Mumbai – 400 001  
# 022 - 2272 3121, 2037, 2041,  
3719, 2039, 2272 2061  
corp.relations@bseindia.com  
**Security Code No.: 532508**

National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor,  
Plot no. C/1, G Block  
Bandra-Kurla Complex, Bandra(E),  
Mumbai-400051  
# 022 -2659 8237, 8238, 8347, 8348  
cm1ist@nse.co.in

**Security Code No. : JSL**

Dear Sirs/Madam,

**Sub: Compliance of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed following reports:

- i) Compliance Report on Corporate Governance for the quarter ending on March 31, 2016.
- ii) Compliance Report on Corporate Governance for the whole of Financial Year 2015-16.

We request you to note the same and acknowledge the receipt of this letter.

Thanking You.

Yours Faithfully,  
For Jindal Stainless Limited

(Raajesh Kumar Gupta)  
Company Secretary

Encl: A/a

**Jindal Stainless Limited**

CIN: L26922HR1980PLC010901

Corporate Office: Jindal Centre, 12, Bhikaji Cama Place, New Delhi - 110066 India

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

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**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

*[Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

Name of the Listed Entity	Jindal Stainless Limited								
Quarter Ending	March 31, 2016								
I.	<b>Composition of Board of Directors</b>								
Sr. No.	Title (Mr./ Ms.)	Name of the Director	PAN <sup>S</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	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)
1	Mr.	Ratan Jindal	AASPJ0852D 00054026	Chairperson, Managing Director, Executive	01-04-2011	NA	--	--	--

2	Mr.	Naveen Jindal	AALPJ2123N 00001523	Non Executive, Non Independent	Cessation- 30-03-2016	--	--	--	--
3	Mr.	Rajinder Parkash Jindal	AAVPJ9552B 00004594	Executive	Cessation- 31-01-2016	--	1	1	1
4	Mr.	Subrata Bhattacharya	ADEPB1912D 03050155	Executive	06-11-2015	--	0	1	0
5	Mr.	Suman Jyoti Khaitan	AERPK7259Q 00023370	Independent Director	22-09-2014	18 months	4	4	3
6	Mr.	Tara Sankar Sudhir Bhattacharya	AECPB7078M 00157305	Independent Director	22-09-2014	18 months	7	4	2
7	Mr.	Girish Sharma	AASPS8031K 05112440	Independent Director	29-05-2014	22 months	4	7	0
8	Mr.	Gautam Kanjilal	AEQPK2392M 03034033	Nominee Director	29-04-2010	--	2	2	2
9	Mr.	Kanwaljit Singh Thind	AAMPT1998C 06969654	Independent Director	Cessation- 31-01-2016	--	1	1	0
10	Ms.	Ishani Chattopadhyay	AFCPN0608J 00303114	Independent Director	01-10-2014	18 months	2	2	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 filed 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			
Sr. No.	Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1	Audit Committee	Mr. Suman Jyoti Khaitan Mr. Gautam Kanjilal	Chairperson, Independent Member, Independent

		Ms. T.S. Bhattacharya Mr. Girish Sharma	Member, Independent Member, Independent
2	Nomination and Remuneration Committee	Mr. Suman Jyoti Khaitan Mr. T.S. Bhattacharya Mr. Girish Sharma	Chairperson, Independent Member, Independent Member, Independent
3	Stakeholders Relationship Committee	Mr. Suman Jyoti Khaitan Mr. Subrata Bhattacharya Mr. Girish Sharma	Chairperson, Independent Member, Executive, Non-Independent Member, Executive, Non-Independent
4	Risk Management Committee (if applicable)	Not applicable	Not applicable

<b>III.</b>	<b>Meeting of Board of Directors</b>	
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 meetings in number of days
November 06, 2015	February 02, 2016	87

<b>IV.</b>	<b>Meeting of Committees</b>			
Name of Committee	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	February 02, 2016	Yes All members present	November 06, 2015	87 days
Nomination and Remuneration Committee	February 02, 2016	Yes All members present	--	--
Stakeholders Relationship Committee	February 02, 2016	Yes All members present	November 06, 2015	NA

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

<b>V. Related Party Transactions</b>	
Subject	Compliance Status (Yes/No/NA)
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
If status is "No" details of non-compliance: NA	
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> </ol> <p>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.</p> <p>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.</p> <p>5. The report submitted in the previous quarter has been placed before Board of Directors. This report will be placed in the ensuing Board Meeting. Any comments/observations/advice of Board of Directors may be mentioned here.</p>	
<p>For Jindal Stainless Limited</p>  <p>(Raajesh Kumar Gupta) Company Secretary</p>	

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
(FOR THE WHOLE OF FINANCIAL YEAR)**

*[Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Sr. No.</b>	<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Web-link</b>
1	Details of business	Yes	<a href="http://jindalstainless.com/shapingstainlessworld.php">http://jindalstainless.com/shapingstainlessworld.php</a>
2	Terms and conditions of appointment of independent directors	Yes	<a href="http://jindalstainless.com/images/Terms%20&amp;%20conditions%20of%20Appointment%20of%20Independent%20Directors.pdf">http://jindalstainless.com/images/Terms%20&amp;%20conditions%20of%20Appointment%20of%20Independent%20Directors.pdf</a>
3	Composition of various committees of board of directors	Yes	<a href="http://jindalstainless.com/boardcommitties.php">http://jindalstainless.com/boardcommitties.php</a>
4	Code of conduct of board of directors and senior management personnel	Yes	<a href="http://jindalstainless.com/codeofconduct.php">http://jindalstainless.com/codeofconduct.php</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://jindalstainless.com/images/WB%20Policy.pdf">http://jindalstainless.com/images/WB%20Policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes	<a href="http://jindalstainless.com/criteriamakingpayment.php">http://jindalstainless.com/criteriamakingpayment.php</a>
7	Policy on dealing with related party transactions	Yes	<a href="http://jindalstainless.com/images/Policy%20on%20dealing%20with%20Related%20Party%20Transactions.pdf">http://jindalstainless.com/images/Policy%20on%20dealing%20with%20Related%20Party%20Transactions.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes	<a href="http://jindalstainless.com/images/Policy%20on%20Material%20Subsidiaries.pdf">http://jindalstainless.com/images/Policy%20on%20Material%20Subsidiaries.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes	<a href="http://jindalstainless.com/images/DETAILS%20OF%20FAMILIARIZATION%20%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20JSL.pdf">http://jindalstainless.com/images/DETAILS%20OF%20FAMILIARIZATION%20%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20JSL.pdf</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://jindalstainless.com/queriescontact.php">http://jindalstainless.com/queriescontact.php</a>
11	Email address for grievance redressal and other relevant details	Yes	<a href="http://jindalstainless.com/queriescontact.php">http://jindalstainless.com/queriescontact.php</a>
12	Financial results	Yes	<a href="http://jindalstainless.com/financials.php">http://jindalstainless.com/financials.php</a>
13	Shareholding pattern	Yes	<a href="http://jindalstainless.com/shareholdingpatt.php">http://jindalstainless.com/shareholdingpatt.php</a>
14	Details of agreements entered into with the media companies and/or their associates	NA	NA
15	New name and the old name of the listed entity	NA	NA

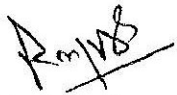
## II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	Yes
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes

27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	Yes

For Jindal Stainless Limited



(Raajesh Kumar Gupta)  
Company Secretary