

JINDAL STEEL & POWER LIMITED



CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity **M/s Jindal Steel & Power Limited**

2. Quarter ending **March 31, 2016**

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN ^s	DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ 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)	No. 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)
Mr.	Ratan Jindal	AASPJ0852D	00054026	Non-Executive	28-04-1999/ 30-03-2016	Ceased	03	00	00
Mr.	Naveen Jindal	AALPJ2123N	00001523	Chairman – Executive	01-10-2012	N.A.	01	00	00
Mrs.	Shallu Jindal	AFPPJ9014B	01104507	Non-Executive	27-04-2012	N.A.	01	00	00
Mr.	Ravikant Uppal	AABPU8237E	00025970	Executive – Managing Director & Group CEO	01-10-2012	N.A.	02	00	00
Mr.	Rajeev Rupendra Bhadauria	ABAPB4066G	00376562	Executive	27-05-2015	N.A.	01	02	00
Mr.	Dinesh Kumar Saraogi	AUEPS1065K	06426609	Executive	09-11-2012	N.A.	01	00	00
Mr.	Shalil Mukund Awale	ABTPA4495R	06804536	Nominee	04-03-2015	N.A.	01	00	00
Mr.	Chandan Roy	AACPR2663J	00015157	Independent	19-12-2014	1 Year 03 Months	02	04	02
Mr.	Haigreve Khaitan	AEVPK7531H	00005290	Independent	30-07-2014	1 Year 08 Months	07	07	01
Mr.	Arun Kumar Purwar	ADXPP9783F	00026383	Independent	30-07-2014	1 Year 08 Months	05	05	01
Mr.	Sudershan Kumar Garg	AANPG2568C	00055651	Independent	30-07-2014	1 Year 08 Months	01	02	00

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CIN: L27105HR1979PLC009913

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Mr.	Hardip Singh Wirk	AAIPS2345A	00995449	Independent	30-07-2014	1 Year 08 Months	01	04	00
Mr.	Ram Vinay Shahi	AAVPS3892F	01337591	Independent	30-07-2014	1 Year 08 Months	01	02	01
Mr.	Arun Kumar	ABPPK5576M	01772163	Independent	30-07-2014	1 Year 08 Months	01	02	01

* 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 – Same as Previous Quarter

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)
November 14, 2015	February 13, 2016 March 15, 2016 March 25, 2016	90 30 09

IV. Meeting of Committees

Type of Meetings	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	January 18, 2016 (C)	Yes	October 15, 2015 (A)	(B) – (A) = 29; (C) – (B) = 64; (D) – (C) = 24
	February 12, 2016 (D)	Yes	November 14, 2015 (B)	
Nomination and Remuneration Committee	January 18, 2016	Yes	No Meeting	-
Stakeholders' Relationship Committee	January 30, 2016	Yes	October 29, 2015	-

* 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	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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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. N.A.

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. 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:

Jagdish Patra
Vice-President & Group Company Secretary
April 14, 2016



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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For the Financial Year April 01, 2015 to March 31, 2016

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA) ^{refer note below}	
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	Yes	
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	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) ^{refer note below}
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

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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

Note:

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2. If status is "No" details of non-compliance may be given here. N.A.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.


Jagdish Patra

Vice-President & Group Company Secretary

April 14, 2016



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