

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.: 539597**

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  
cmlist@nse.co.in

**Security Code No. : JSLHISAR**

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 (Hisar) Limited

  
(Bhartendu Harit)  
Company Secretary



Encl: A/a



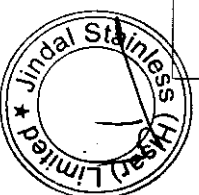
**Jindal Stainless (Hisar) Limited**

CIN: U27205HR2013PLC049968 L27205HR2013PLC049968  
Corporate Office: Jindal Centre, 12, Bhikaji Cama Place, New Delhi -110 066, India  
Registered Office: O.P. Jindal Marg, Hisar - 125005(Haryana), India  
T: +91-1662-222471-83, F: +91-1662-220499  
E: info.@jslhr.com, W: www.jindalstainless.com

**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 (Hisar) Limited								
Quarter Ending	March 31, 2016								
1.	<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 <del>feesation</del>	Tenure*	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Mr.	Ratan Jindal	AASPI0852D 00054026	Chairperson, Non Executive, Non Independent	02-11-2015	NA	-- (Refer Regulation 25 (1) of Listing Regulations)	-- (Refer Regulation 26(1) of Listing Regulations)	-- (Refer regulation 26(1) of Listing Regulations)



2	Mr.	Abhyuday Jindal	AIEPJ2431J 07290474	Vice- Chairman, Non Executive, Non Independent	02-11-2015	NA	--	1	--
3	Mr.	Ashok Kumar Gupta	AACPG1951E 01722395	Executive Director	02-11-2015	NA	--	2	--
4	Mr.	Tara Sankar Sudhir Bhattacharya	AECPB7078M 00157305	Independent Director	02-11-2015	5 months	7	4	2
5	Mr.	Kanwaljit Singh Thind	AAMP11998C 06969654	Independent Director	02-11-2015	5 months	1	1	0
6	Ms.	Ishani Chattopadhyay	AFCPN0608J 00303114	Independent Director	02-11-2015	5 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 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.

<b>II. Composition of Committees</b>									
Sr. No.	Name of Committee			Name of Committee Members			Category (Chairperson/Executive/Non-Executive/Independent/Nominee)		
1	Audit Committee			Mr. Tara Sankar Sudhir Bhattacharya Mr. Kanwaljit Singh Thind Ms. Ishani Chattopadhyay Mr. Ashok Kumar Gupta			Chairperson, Independent Member, Independent Member, Independent Member, Executive, Non-Independent		
2	Nomination and Remuneration Committee			Mr. Kanwaljit Singh Thind Mr. Tara Sankar Sudhir Bhattacharya Mr. Abhyuday Jindal			Chairperson, Independent Member, Independent Member, Non-Executive, Non-Independent		

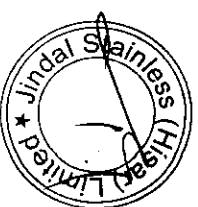


3	Stakeholders Relationship Committee	Mr. Tara Sankar Sudhir Bhattacharya Mr. Abhyuday Jindal Mr. Ashok Kumar Gupta	Chairperson, Independent Member, Non-Executive, Non-Independent Member, Executive, Non-Independent
4	Risk Management Committee (if applicable)	Not applicable	Not applicable

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 meetings in number of days	
October 09, 2015	-	--	
October 21, 2015	-	11	
November 02, 2015	-	11	
November 06, 2015	-	3	
-	February 01, 2016	86	

IV.		Meeting of Committees			
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 01, 2016	Yes 3/4	November 02, 2015 November 06, 2015	86 days	
Nomination and Remuneration Committee	--	--	November 02, 2015	--	
Stakeholders Relationship Committee	February 01, 2016	Yes 3/3	--	NA	

\*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)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes (Refer Annexure A for Details)
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	

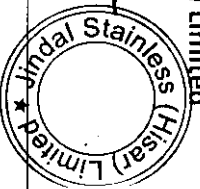
**VI. Affirmations**

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
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. 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.

For Jindal Stainless (Hisar) Limited

(Bhartendu Harit)

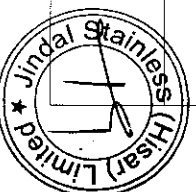
Company Secretary



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

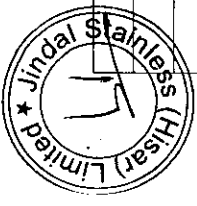
*[Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

1. Disclosure on website in terms of Listing Regulations			
Sr. No.	Item	Compliance status (Yes/No/NA)	Web-link
1	Details of business	Yes	<a href="http://ishlstainless.com/about-ishl.html">http://ishlstainless.com/about-ishl.html</a>
2	Terms and conditions of appointment of independent directors	Yes	<a href="http://ishlstainless.com/appointmentofindependentdirectors.html">http://ishlstainless.com/appointmentofindependentdirectors.html</a>
3	Composition of various committees of board of directors	Yes	<a href="http://ishlstainless.com/Boardcommittees.html">http://ishlstainless.com/Boardcommittees.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes	<a href="http://ishlstainless.com/codeofconduct.html">http://ishlstainless.com/codeofconduct.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://ishlstainless.com/whistleblower.html">http://ishlstainless.com/whistleblower.html</a>
6	Criteria of making payments to non-executive directors	Yes	<a href="http://ishlstainless.com/criterionmakingpayment.html">http://ishlstainless.com/criterionmakingpayment.html</a>
7	Policy on dealing with related party transactions	Yes	<a href="http://ishlstainless.com/relatedpartiespolicy.html">http://ishlstainless.com/relatedpartiespolicy.html</a>
8	Policy for determining 'material' subsidiaries	Yes	<a href="http://ishlstainless.com/policyfordetermining.html">http://ishlstainless.com/policyfordetermining.html</a>
9	Details of familiarization programmes imparted to independent directors	Yes	<a href="http://ishlstainless.com/pdf/DETAILS%20OF%20FAMILIARIZATION%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20ISHL.pdf">http://ishlstainless.com/pdf/DETAILS%20OF%20FAMILIARIZATION%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20ISHL.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://ishlstainless.com/querlyandcontact.html">http://ishlstainless.com/querlyandcontact.html</a>
11	Email address for grievance redressal and other relevant details	Yes	<a href="http://ishlstainless.com/querlyandcontact.html">http://ishlstainless.com/querlyandcontact.html</a>
12	Financial results	Yes	<a href="http://ishlstainless.com/unauditedfinancialresult.html">http://ishlstainless.com/unauditedfinancialresult.html</a>
13	Shareholding pattern	Yes	<a href="http://ishlstainless.com/shareholdingpattern.html">http://ishlstainless.com/shareholdingpattern.html</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

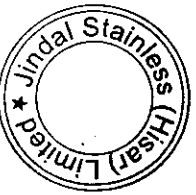


27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note			
* In the 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 (Hisar) Limited

  
(Bhartendu Harit)  
Company Secretary





**Details of all material transactions with related parties as per Regulation 27(2)(b):**

Jindal Stainless (Hisar) Limited ("the Company") has entered into transactions with below mentioned Related Party(ies) for the period ended March 31, 2016. These transactions may be regarded as material in terms of the Listing Regulations. However, the amount of transactions is subject to reconciliation / statutory audit.

Sr. No.	Name of the related party	Silent features of Contracts/Arrangements/ Transactions	Amount (Rs. in Crore)
1	Jindal Stainless Limited	Sale, purchase or supply of goods and materials.	391
		Corporate Guarantee	958
<b>TOTAL</b>			<b>1,349</b>

For Jindal Stainless (Hisar) Limited

  
(Bhartendu Harit)  
Company Secretary

