

April 15, 2017

BSE Ltd.
Corporate Relationship Department,
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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
cm1ist@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, 2017.
- ii) Compliance Report on Corporate Governance for the whole of Financial Year 2016-17.

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

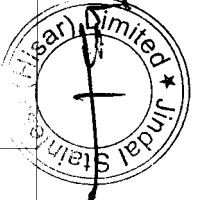


CC: Luxembourg Stock Exchange
P.O. Box 165, L- 2011,
Luxembourg.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

JINDAL STAINLESS (HISAR) LIMITED									
March 31, 2017									
I. Composition of Board of Directors									
Name of the Listed Entity	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)	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)
Quarter Ending									
1	Mr.	Ratan Jindal	AASPJ0852D 00054026	Chairperson, Non Executive, Non Independent	02-11-2015	--	--	1	--

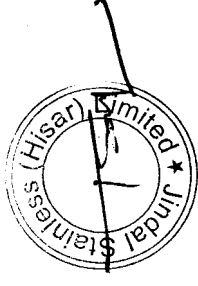


2	Mr.	Abhyuday Jindal	AIEPJ2431J 07290474	Vice- Chairman, Non Executive, Non Independent	02-11-2015	--	--	1	--
3	Mr.	Ashok Kumar Gupta	AACPG1951E 01722395	Executive Director	02-11-2015	--	--	2	--
4	Mr.	Kanwaljit Singh Thind	AAMPT1998C 06969654	Independent Director	02-11-2015	17 months	1	2	0
5	Mr.	Girish Sharma	AASPS8031K 05112440	Independent Director	01-05-2016	11 months	2	4	1
6	Mrs.	Deepika Jindal	AAF PJ2847R 00015188	Non Executive, Non Independent	01-05-2016	--	--	0	0
7	Mr.	Arunendra Kumar	ACBPK6267E 06643537	Independent Director	16-05-2016	10 months	1	1	1
8	Mr.	Nirmal Chandra Mathur	AITPM4165B 00004527	Independent Director	05-08-2016	8 months	1	0	0

\$ PAN number of any director would not be displayed on the website of Stock Exchange.

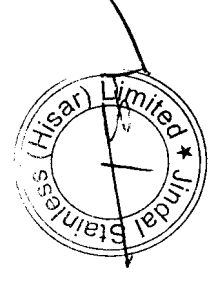
& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* 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. Girish Sharma Mr. Kanwaljit Singh Thind Mr. Ashok Kumar Gupta Mr. Arunendra Kumar	Chairperson, Independent, Non-Executive Member, Independent, Non-Executive Member, Non-Independent, Executive Member, Independent, Non-Executive
2	Nomination and Remuneration Committee	Mr. Kanwaljit Singh Thind Mr. Abhyuday Jindal Mr. N.C. Mathur	Chairperson, Independent, Non-Executive Member, Non-Independent, Non-Executive Member, Independent, Non-Executive
3	Stakeholders Relationship Committee	Mr. Arunendra Kumar Mr. Abhyuday Jindal Mr. Ashok Kumar Gupta	Chairperson, Independent, Non-Executive 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	Maximum gap between any two consecutive meetings in number of days
November 22, 2016	77 days
February 08, 2017	

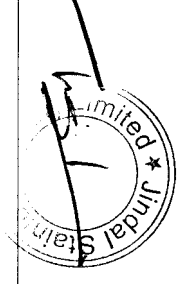


IV. Meeting of Committees			
Name of Committee	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting (if any) in the previous quarter
Audit Committee	February 08, 2017	Yes All members present	November 22, 2016
Nomination and Remuneration Committee			
Stakeholders Relationship Committee	February 08, 2017	Yes All members present	November 22, 2016

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

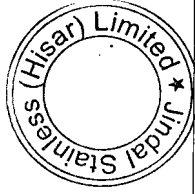
V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
If status is "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

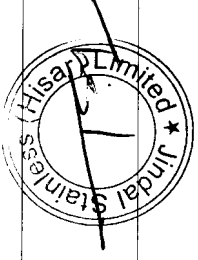



(Bhartendu Harit)
Company Secretary

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

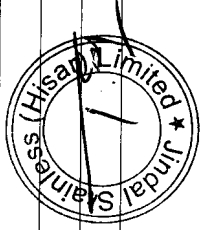
[Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I. Disclosure on website in terms of Listing Regulations			
Sr. No.	Item	Compliance status (Yes/No/NA)	Web-link
1	Details of business	Yes	http://jshlstainless.com/about-jshl.html
2	Terms and conditions of appointment of independent directors	Yes	http://jshlstainless.com/appointmentofindependentdirectors.html
3	Composition of various committees of board of directors	Yes	http://jshlstainless.com/Boardcommittees.html
4	Code of conduct of board of directors and senior management personnel	Yes	http://jshlstainless.com/codeofconduct.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://jshlstainless.com/whistleblower.html
6	Criteria of making payments to non-executive directors	Yes	http://jshlstainless.com/criteriaimakingpayment.html
7	Policy on dealing with related party transactions	Yes	http://jshlstainless.com/relatedpartiespolicy.html
8	Policy for determining 'material' subsidiaries	Yes	http://jshlstainless.com/policyfordetermining.html
9	Details of familiarization programmes imparted to independent directors	Yes	http://jshlstainless.com/pdf/DETAILS%20OF%20FAMILIARIZATI%20ON%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20JSHL.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://jshlstainless.com/queryandcontact.html
11	Email address for grievance redressal and other relevant details	Yes	http://jshlstainless.com/queryandcontact.html
12	Financial results	Yes	http://jshlstainless.com/unauditedfinancialresult.html
13	Shareholding pattern	Yes	http://jshlstainless.com/shareholdingpattern.html
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

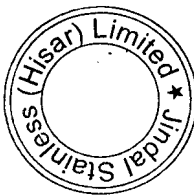
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	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
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.
	Compliance status (Yes/No/NA)
	Yes

For Jindal Stainless (Hisar) Limited



(Signature)
(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, 2017. 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
1	Jindal Stainless Limited	Sale, purchase or supply of goods and materials etc. amounting to Rs.1499.15 Crore
		Corporate Guarantee in favour of SBICAP Trustee Company Limited for secured obligations of Jindal Stainless Limited
		Corporate Guarantee in favour of Barclays Bank PLC for securing the payment of dues on account of settlement of derivative contract by Jindal Stainless Limited
		Corporate Guarantee in favour of Axis Bank Limited, agent of the finance parties relating to ECBs of Jindal Stainless Limited

For Jindal Stainless (Hisar) Limited


 (Bhartendu Harit)
 Company Secretary



Jindal Stainless (Hisar) Limited

CIN: L27205HR2013PLC049963

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

T: +91-1662-222471-83, F: +91-1662-220499

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