



December 29, 2014

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001

Dear Sir,

**Sub: Application under Clause 24(f) of the listing agreement for the proposed Composite Scheme of Arrangement among Jindal Stainless Limited, Jindal Stainless (Hisar) Limited, Jindal Coke Limited and Jindal United Steel Limited.**

In connection with the above application, we hereby confirm that the Company is in compliance of Clause 49 of Listing Agreement.

Thanking you,

Yours faithfully,  
For Jindal Stainless Limited

Jitendra Kumar  
Company Secretary

Encl: Corporate Governance Report



**Jindal Stainless Limited**

CIN: L26922HR1980PLC010001

Corporate Office: Jindal Centre, 12 Bhikaiji Ganga Place, New Delhi - 110066 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 Website: www.jindalstainless.com



**Corporate Governance Report**

Name of the Company: Jindal Stainless Limited

Date: December 29, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	Complied
(A) Composition of Board	49 (IIA)	Yes	Complied
(B) Independent Directors	49 (IIB)	Yes	Complied
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Complied
(D) Other provisions as to Board and Committees	49 (IID)	Yes	Complied
(E) Code of Conduct	49 (IIE)	Yes	Complied
(F) Whistle Blower Policy	49 (IIF)	Yes	Complied
III. Audit Committee	49 (III)	Yes	Complied
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Complied
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Complied
(C) Powers of Audit Committee	49 (IIIC)	Yes	Complied
(D) Role of Audit Committee	49 (IIID)	Yes	Complied
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Complied
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Complied
V. Subsidiary Companies	49 (V)	Yes	Complied
VI. Risk Management	49 (VI)	Yes	Complied
VII. Related Party Transactions	49 (VII)	Yes	Complied
VIII. Disclosures	49 (VIII)	Yes	Complied
(A) Related party transactions	49 (VIII A)	Yes	Complied
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Complied
(C) Remuneration of Directors	49 (VIII C)	Yes	Complied
(D) Management	49 (VIII D)	Yes	Complied
(E) Shareholders	49 (VIII E)	Yes	Complied
(F) Proceeds from public issues, rights, issue, preferential issues, etc	49 (VIII F)	Yes	Complied



**Jindal Stainless Limited**

CIN: L26922HR1980PLC010901

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Particulars	Clause Listing of agreement	Compliance Status Yes/No	Remarks
IX. CEO/CFO Certification	49 (IX)	Yes	Complied
X. Report on Corporate Governance	49 (X)	Yes	Complied
XI. Compliance	49 (XI)	Yes	Complied

for Jindal Stainless Limited

  
 Jitendra Kumar  
 Company Secretary



**Jindal Stainless Limited**

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