

# JINDAL COTEX LIMITED

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WEBSITE : www.jindalcotex.com, CIN : L17115PB1998PLC021084

## Corporate Governance Report

Name of Listed Entity : Jindal Cotex Limited  
Quarter ending : 31st March, 2017

### I. Composition of Board of Directors

Title (Mr./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term	Date of 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)
Mr.	Sandeep Jindal	AAYPJ5790N & 01639743	Executive	18.02.1998		-	1	3	Nil
Mr.	Rajesh Khanna	AORPK7257J & 06971227	Independent	01.10.2014		five yrs	1	2	2
Mr.	Anil Kumar	AKWPK2870J & 06976525	Independent	01.10.2014		five yrs	1	2	Nil
Ms.	Alisha	BNFPA4449E & 07549385	Independent	22.06.2016		five yrs	1	1	Nil
<b>II.</b>	<b>Composition of Committees</b>								
	<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</b>						
	1. Audit Committee	Rajesh Khanna Sandeep Jindal Anil Kumar	Chairperson/Independent Executive Independent						
	2. Nomination & Remuneration Committee	Rajesh Khanna Alisha	Independent Independent						
	3. Corporate Social Responsibility Committee	Anil Kumar Rajesh Khanna Sandeep Jindal	Chairperson/Independent Independent Chairperson/Executive						
	4. Stakeholders Relationship Committee	Anil Kumar Rajesh Khanna Sandeep Jindal	Independent Chairperson/Independent Executive						
	5. Risk Management Committee	Anil Kumar Sandeep Jindal Rajesh Khanna	Independent Chairperson/Executive Independent						



III.	Meeting of Board of Directors	Date(s) of Meeting (if any) in the relevant quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in days)						
		14.02.2017	14.02.2017	45 days						
		02.11.2016								
		14.11.2016								
		30.12.2016								
IV.	Meeting of Committees	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 (14.02.2017) & Stakeholders Relationship Committee (21.02.2017)	Yes		Audit Committee (14.11.2016) & Stakeholders Relationship Committee (22.11.2016)	91 days 90 days					
V.	Related Party Transactions									
		Subject						Compliance status		
	Whether prior approval of audit committee obtained							NA		
	Whether shareholder approval obtained for material RPT							NA		
	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee							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) Corporate Social Responsibility Committee									
	d) Stakeholders Relationship Committee									
	e) Risk Management 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.									

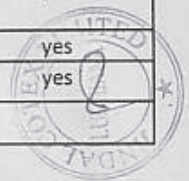


For Jindal Cotex Limited  
 (Anil Kumar)  
 Company Secretary

Date: 14.04.2017  
 Place: Ludhiana

**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		NA
New name and the old name of the listed entity		Yes
<b>II Annual Affirmations</b>		
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
Composition of Audit Committee	18(1)	yes
Meeting of Audit Committee	18(2)	yes
Composition of nomination & remuneration Committee	19(1) & 19(2)	yes
Composition of Stakeholder Relationship Committee	20(1) & 20(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)	NA
Approval for material related party transactions	23(4)	NA
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) & 25(2)	yes
Meeting of independent directors	25(3) & 25(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**

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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
<b>For Jindal Cotex Limited</b>		
(Anil Kumar)		
<b>Company Secretary</b>		

