



June 12, 2021

BSE Limited
Corporate Relation Department
1st Floor, New Trading Ring
Rotunga Building Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Stock code: 500378

National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051
Stock code: JINDALSAW

Sub. : Annual Secretarial Compliance Report for the Financial Year 2020-21.

Dear Sirs,

This is with reference to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find attached Annual Secretarial Compliance Report of the Company for the Financial Year 2020-21 issued by M/s S. K. Gupta & Co., Company Secretaries.

This is for your information and record please.

Thanking you,

Yours faithfully,
For Jindal Saw Limited,

Sunil K. Jain
Company Secretary
FCS- 3056

To,
The Board of Directors
Jindal Saw Limited,
A-1, UPSIDC Industrial Area, Nandgaon Road,
Kosi Kalan,
Distt. Mathura – 281403 (U.P.)

Sub: Annual Secretarial Compliance Report for the Financial Year 2020-2021

We have been engaged by **Jindal Saw Limited (CIN: L27104UP1984PLC023979)** (hereinafter referred to as 'the Company') whose Equity shares are listed on National Stock Exchange of India Limited (Symbol: **JINDALSAW**) and BSE Limited (Security Code:**500378**) to conduct an audit in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report for the Financial year ended 31st March, 2021.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued thereunder from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a



S. K. Gupta & Co.
Company Secretaries

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manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

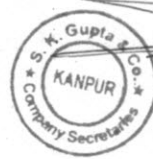
We have conducted online verification and examination of records, as facilitated by the Company, due to COVID-19 pandemic and subsequent lockdown situation for the purpose of issuing this Report.

The Annual Secretarial Compliance Report is enclosed herewith.

Place: Kanpur
Date: 27th May, 2021

Encl: As above

For **S.K.Gupta & Co.**
Company Secretaries



(S.K.GUPTA)
Managing Partner
F.C.S -2589
CP-1920

SECRETARIAL COMPLIANCE REPORT OF JINDAL SAW LIMITED

(CIN: L27104UP1984PLC023979)

For the Year ended on 31st March, 2021

We have examined:

- (a) all the documents and records made available to us and explanations provided by **Jindal Saw Limited** ("the Listed entity"),
- (b) the filings / submissions made by the listed entity to the Stock Exchanges,
- (c) website of the Listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made there under and the Regulations, Circulars, Guidelines issued there under by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the Circulars / Guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not Applicable as there was no reportable event during the period under review]**;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **[Not Applicable as there was no reportable event during the period under review]**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **[Not Applicable as there was no reportable event during the period under review]**;



(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and Circulars / Guidelines issued there under and based on the above examination, We hereby report that, during the Review Period:

(a) The Listed entity has complied with the provisions of the above Regulations and Circulars / Guidelines issued there under, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
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(b) The Listed entity has maintained proper records under the provisions of the above Regulations and Circulars / Guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the Listed entity / its Promoters / Directors / Material Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various



circulars) under the aforesaid Acts / Regulations and Circulars / Guidelines issued thereunder:

Sl. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
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(d) The Listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Observations of the Practicing Company Secretary in previous reports	Observations made in the Secretarial Compliance Report for the Financial year ended (The years are to be reported)	Action taken by the Listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the Listed entity
1.	There had been change in the Promoters' Shareholding	31.03.2019	A Report under Regulation 3(4) of the SEBI (Substantial	The Company has informed that the Report filed by Sigmatech Inc.



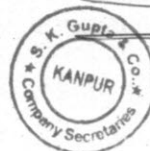
<p>reported in the Shareholding pattern for the quarter ended 30th September, 2018 filed with the Stock Exchanges in compliance with Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 wherein Promoters' shareholding has been stated as 20,14,73,301 Equity Shares (63.01%) as against 17,13,53,301 (53.59%) reported in the shareholding pattern of the immediately preceding quarter ended 30th June,</p>		<p>Acquisition of Shares and Takeover), 1997 alongwith a fee of Rs. 1,50,000/- was filed by Sigmatech Inc., a Promoter Group Company with the Securities and Exchange Board of India (SEBI) on 15th May, 2020 seeking exemption with regard to inter-se transfer of 3,01,20,000 Equity shares between Sigmatech USA and Sigmatech Inc. in December, 2000. It was submitted that no open offer obligation was triggered as it was an inter-se transfer between the two</p>	<p>under Regulation 3(4) of the SEBI (Substantial Acquisition of Shares and Takeover), 1997, is under examination and the matter is pending at SEBI</p>
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2018 by re-classification of 3,01,20,000 Equity shares (9.42%) held by Sigmatech Inc. from Public to Promoter category and such deviation was reported to stock exchanges and SEBI.		qualifying promoters, thus the collective shareholding of Promoter and Promoter Group in the target Company (i.e. Jindal Saw Limited) remained unchanged and the said inter-se transfer was exempted under the erstwhile Takeover Regulation ,1997.	
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- (d) The reporting of clause 6 (A) and 6(B) of the Circular No. CIR / CFD / CMD 1/ 114 / 2019 dated 18th October, 2019 issued by the Securities and Exchange Board of India on 'Resignation of statutory auditors from listed entities and their material subsidiaries' is not applicable during the review period.

Place: Kanpur
Date: 27th May, 2021



For **S.K. Gupta & Co.**
Company Secretaries
ICSI Unique Code: P1992UP012800
Peer Review Certificate No. 1088 / 2021

(S.K.GUPTA)
Managing Partner
F.C.S 2589, C.P 1920
UDIN: F002589C000372387