



May 29, 2019

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 2018-19

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 8<sup>th</sup> February, 2019. Please find attached Annual Secretarial Compliance Report of the Company for the Financial Year 2018-19 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



Encl: 9/9

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

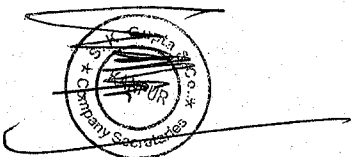
**Sub: Annual Secretarial Compliance Report for the Financial Year 2018-19**

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 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 thereon.

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 there under 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 manner which involved such examinations and verifications as considered necessary



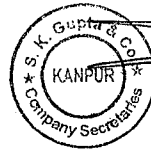
**S. K. Gupta & Co.**  
Company Secretaries

9, Roland Complex,  
Upper Floor, 37/17,  
Westcott Building,  
The Mall,  
Kanpur-208001  
Telefax:0512- 2315123  
Cell - 9415042137

E-mail:sk\_gupta1@rediffmail.com

and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed herewith.

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



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

Place: Kanpur  
Date: 29<sup>th</sup> May, 2019

**SECRETARIAL COMPLIANCE REPORT OF JINDAL SAW LIMITED**

**(CIN: L27104UP1984PLC023979)**

**For the Year ended on 31<sup>st</sup> March, 2019**

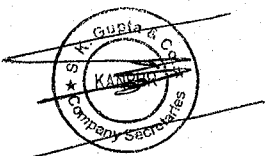
We have examined:

- (a) all the documents and records made available to us and explanation 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,

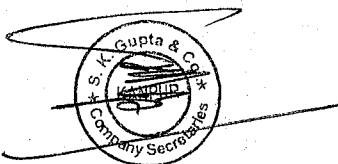
for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

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

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

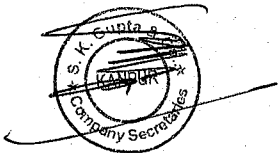


- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [Not Applicable as there was no reportable event during the period under review];
- (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 thereunder 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 thereunder, However, there had been a change in the Promoters' shareholding reported in the shareholding pattern for the quarter ended 30<sup>th</sup> 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 30<sup>th</sup> June,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.
- (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) No action has been 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.



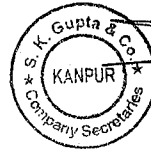
**S. K. Gupta & Co.**  
Company Secretaries

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- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: [Not Applicable since this report is being issued for the first time and accordingly, no action was required to be taken by the Company].

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



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

Place: Kanpur  
Date: 29<sup>th</sup> May, 2019