


JINDAL COTEX LIMITED

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WEBSITE : www.jindalcotex.com, CIN : L17115PB1998PLCO21084

Corporate Governance Report

Name of Listed Entity	Jindal Cotex Limited				
Quarter ending	31st March, 2019				
I.	Composition of Board of Directors				
Title (Mr./ Mrs.)	PAN & DIN	Category (Chairperson/Executive/Independent/Nominee)			
Name of the Director		Date of Appointment in the current term			
		Date of Cession			
		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 AQRKZ257J & 06971227	Independent 01.10.2014	5 yrs	1	2
Mr.	Anil Kumar AKWPK2870J & 06976525	Independent 01.10.2014	5 yrs	1	2
Ms.	Alisha BNFPA4449E & 07549385	Independent 22.06.2016	5 yrs	1	1
Mr.	Kartar Chand Dhiman AEBPD7771E & 05143805	Non Executive 23.09.2017	5 yrs	1	1
II. Composition of Committees					
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cession	
1. Audit Committee	Rajesh Khanna	Chairperson/Independent	1/10/2014		
	Sandeep Jindal	Executive	1/10/2014		
	Anil Kumar	Independent	1/10/2014		
	Rajesh Khanna	Independent	1/10/2014		
2. Nomination & Remuneration Committee	Alisha	Independent	22-06-2016		
	Anil Kumar	Chairperson/Independent	1/10/2014		
3. Corporate Social Responsibility Committee	Rajesh Khanna	Independent	1/10/2014		
	Sandeep Jindal	Chairperson/Executive	1/10/2014		
	Anil Kumar	Independent	14-11-2016		
4. Stakeholders Relationship Committee	Rajesh Khanna	Chairperson/Independent	1/10/2014		
	Sandeep Jindal	Executive	1/10/2014		
	Anil Kumar	Independent	1/10/2014		



III. Meeting of Board of Directors									
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)							
14.11.2018	05.01.2019	51 days							
	14.02.2019	39 days							
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 (14.02.2019) & Stakeholders Relationship Committee (25.03.2019)	Yes	Audit Committee (14.11.2018) & Stakeholders Relationship Committee (17.12.2018)	91 days 97 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.									
Date: 13.04.2019									
Place: Ludhiana									
<div style="text-align: right;">  For Jindal Cotex Limited (Anil Kumar) Company Secretary </div>									



I Affirmations


Board Heading	Regulation Number	Compliance status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes

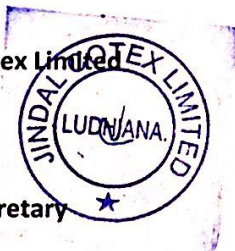
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
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Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting	19(3)	Not applicable
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Whether " Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of schedule V	Yes
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For Jindal Cotex Limited


(Anil Kumar)
Company Secretary

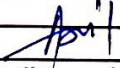


I. Disclosure on website in terms of Listing Regulations

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
II Annual Affirmations		
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)	NA
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.

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

