RSMV & CO.
COMPANY SECRETARIES

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SECRETARIAL COMPLIANCE REPORTOFJINDAL STEEL & POWER LIMITED FOR THE YEAR ENDED 31ST MARCH,2020

(Pursuant to SEBICircularNo.CIR/CFD/CMD1/27/2019 Dated February 08, 2019)

To,
The Members
Jindal Steel & Power Limited
CIN: L27105HR1979PLC009913
O.P.Jindal Marg, Hisar-125005

We, M/s RSMV &Co.,CompanySecretaries, have examined:

(a) all the documents and records made available to us and explanation provided by **Jindal Steel & Power Limited** ("the listed entity");

(b) the filings/ submissions made by the listed entity to the stock exchanges;

(c) the 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,2020 ("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:-

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(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;

(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;

The provisions of the said regulations are 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

The provisions of the said regulations are 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;

(i) other regulations as applicable 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 thereunder., except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary

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1.	Regulation 17(1) of Securities and Exchange Board of India(Listing Obligations &Disclosure Requirements) Regulations, 2015, as amended from time to time, pertaining to appointment of Women Director	Delay in appointment of Independent Women Director	**As on the date of issue of report the Company has complied with the said Regulation.**
2.	Regulation 108(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;	Delay in making application for listing of equity shares pursuant to conversion of warrants.	**The said equity shares have since been listed.**

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar 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/ guidelinesissued thereunder:

Sr. 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**
1.	National Stock Exchange of India Limited and BSE Limited	Regulation 17(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, pertaining to delay in appointment of Women Director	Fine	**As on the date of issue of report the Company has complied with the said Regulation.**

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2	National Stock Exchange of India Limited and BSE Limited	Regulation 108(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;	Fine	**The said equity shares have since been listed.**

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	**Observations of the Practicing Company Secretary in the previous Reports**	**Observations made in the secretarial compliance report for the year Ended 31.03.2020**	**Actions taken by the listed entity, if any**	**Comments of the Practicing Company Secretary on the actions taken by the listed entity**
Please refer the comments in the previous pages.				

For and on behalf of RSMV & Co.,
Company Secretaries

Place: Delhi

Date: 19/06/2020

UDIN:- F007516B000357063

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Manoj Sharma
Partner
FCS : 7516 ; CP : 11571