



**Quarterly Compliance Report on Corporate Governance**

**Name of the Company** : JSW Energy Limited  
**Quarter Ending on** : 31<sup>st</sup> December 2014

| Particulars   | Clause of Listing Agreement                    | Compliance status (yes/no) | Remarks  |                 |                       |          |                              |               |       |                   |  |     |
|---|--|----------------------------|--|-----------------|-----------------------|----------|------------------------------|---------------|-------|-------------------|--|-----|
| <b>II. Board of Directors</b>                           | <b>49 (II)</b>                                 |                            |  |                 |                       |          |                              |               |       |                   |  |     |
| (A) Composition of Board                                | <b>49 (II A)</b>                               | <b>Yes</b>                 | Mr. A.K. Motwani, Nominee Director, IDBI Bank, was not to be considered as Independent Director w.e.f 1 <sup>st</sup> October, 2014. His Nomination was withdrawn by the IDBI Bank on 26 <sup>th</sup> December, 2014.   |                 |                       |          |                              |               |       |                   |  |     |
| (B) Independent Directors                               | <b>49 (II B)</b>                               | <b>Yes</b>                 | Clause 49 (II B) (5) (6) & (7) being complied.   |                 |                       |          |                              |               |       |                   |  |     |
| (C) Non-executive Directors' compensation & disclosures | <b>49 (II C)</b>                               | <b>Yes</b>                 |  |                 |                       |          |                              |               |       |                   |  |     |
| (D) Other provisions as to Board and Committees         | <b>49 (II D)</b>                               | <b>Yes</b>                 | Clause 49 (II D) (6) being complied  |                 |                       |          |                              |               |       |                   |  |     |
| (E) Code of Conduct                                     | <b>49 (II E)</b>                               | <b>Yes</b>                 |  |                 |                       |          |                              |               |       |                   |  |     |
| (F) Whistle Blower Policy                               | <b>49 (II F)</b>                               | <b>Yes</b>                 |  |                 |                       |          |                              |               |       |                   |  |     |
| <b>III. Audit Committee</b>                             | <b>49 III</b>                                  |                            |  |                 |                       |          |                              |               |       |                   |  |     |
| (A) Qualified and Independent Audit Committee           | <b>49 (III A)</b>                              | <b>Yes</b>                 |  |                 |                       |          |                              |               |       |                   |  |     |
| (B) Meeting of Audit Committee                          | <b>49 (III B)</b>                              | <b>Yes</b>                 |  |                 |                       |          |                              |               |       |                   |  |     |
| (C) Powers of Audit Committee                           | <b>49 (III C)</b>                              | <b>Yes</b>                 |  |                 |                       |          |                              |               |       |                   |  |     |
| (D) Role of Audit Committee                             | <b>49 (III D)</b>                              | <b>Yes</b>                 |  |                 |                       |          |                              |               |       |                   |  |     |
| (E) Review of Information by Audit Committee            | <b>49 (III E)</b>                              | <b>Yes</b>                 |  |                 |                       |          |                              |               |       |                   |  |     |
| <b>IV. Nomination and Remuneration Committee</b>        | <b>49 (IV)</b>                                 | <b>Yes</b>                 | Being complied   |                 |                       |          |                              |               |       |                   |  |     |
| <b>V. Subsidiary Companies</b>                          | <b>49 (V)</b>                                  | <b>Yes</b>                 |  |                 |                       |          |                              |               |       |                   |  |     |
| <b>VI. Risk Management</b>                              | <b>49 (VI)</b>                                 | <b>Yes</b>                 |  |                 |                       |          |                              |               |       |                   |  |     |
| <b>VII. Related Party Transactions</b>                  | <b>49 (VII)</b>                                | <b>Yes</b>                 |  |                 |                       |          |                              |               |       |                   |  |     |
| <b>VIII. Disclosures</b>                                | <b>49 (VIII)</b>                               |                            |  |                 |                       |          |                              |               |       |                   |  |     |
| (A) Related party transactions                          | <b>49 (VIII A)</b>                             | <b>Yes</b>                 | <p>The Company's results for Nine months and Quarter ended December 2014 are likely to be considered around early February, 2015 and hence we are unable to furnish the details of Material transactions, if any, based thereon. However, based on published Unaudited Results for the Quarter / Half year ended 30<sup>th</sup> September 2014, Company had made following material transactions as details below:</p> <table border="1"> <thead> <tr> <th>Name of Company</th> <th>Nature of Transaction</th> <th>in crore</th> </tr> </thead> <tbody> <tr> <td>JSW Power Trading Co Limited</td> <td>Sale of Power</td> <td>2,086</td> </tr> <tr> <td>JSW Steel Limited</td> <td>Sale of Power, Purchase of Gas, materials, etc</td> <td>952</td> </tr> </tbody> </table> <p>Shareholders at their meeting held on 23rd July, 2014 had already approved material transactions as above.</p> | Name of Company | Nature of Transaction | in crore | JSW Power Trading Co Limited | Sale of Power | 2,086 | JSW Steel Limited | Sale of Power, Purchase of Gas, materials, etc | 952 |
| Name of Company   | Nature of Transaction                          | in crore                   |  |                 |                       |          |                              |               |       |                   |  |     |
| JSW Power Trading Co Limited                            | Sale of Power                                  | 2,086                      |  |                 |                       |          |                              |               |       |                   |  |     |
| JSW Steel Limited                                       | Sale of Power, Purchase of Gas, materials, etc | 952                        |  |                 |                       |          |                              |               |       |                   |  |     |
| (B) Disclosure of Accounting Treatment                  | <b>49 (VIII B)</b>                             | <b>Yes</b>                 |  |                 |                       |          |                              |               |       |                   |  |     |





**JSW Energy Limited**

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Website : [www.jsw.in](http://www.jsw.in)

|   |             |     |  |
|---|-------------|-----|--|
| (C) Remuneration of Directors   | 49 (VIII C) | Yes |  |
| (D) Management  | 49 (VIII D) | Yes |  |
| (E) Shareholders  | 49 (VIII E) | Yes |  |
| (F) Proceeds from public issues, rights issue, preferential issue, etc. | 49 (VIII F) |     |  |
| <b>IX. CEO / CFO Certification</b>                                      | 49 (IX)     | Yes |  |
| <b>X. Report on Corporate Governance</b>                                | 49 (X)      | Yes |  |
| <b>XI. Compliance</b>   | 49 (XI)     | Yes |  |

For JSW Energy Limited



**S. Madhavan**  
**Company Secretary & Compliance Officer**

Date: 15<sup>th</sup> January 2015

