

FARMING HAS BEEN AND WILL ALWAYS BE  
MANKIND'S MOST IMPORTANT ACTIVITY THROUGH THE AGES.



Indus Valley Civilization  
3300 BCE-1900 BCE



Egyptian Civilization  
3150 BCE-30 BCE



Indus Valley Civilization  
3300 BCE-1900 BCE



Maya Civilization  
2600 BCE-900 CE



Chinese Civilization  
1600 BCE-1046 BCE



Greek Civilization  
2700 BCE-479 BCE



Persian Civilization  
550 BCE-331 BCE



Inca Civilization  
1438 CE-1532 CE



Roman Civilization  
550 BCE-465 CE



Aztec Civilization  
1345 CE-1521 CE



Modern Farming  
1800 -



Stone Age  
8700 BCE-2000 BCE



Southeast Asian Civilization  
900-1300 CE



# INDEX

Corporate Information	1
Five Years at a Glance	2
Key Performance Indicators	3
Consolidated Revenue Segmentation	6
<b>Statutory Report</b>	
<b>Board Report</b>	7
<b>Annexure I</b> Details of Employees Pursuant to Section 134 of Act	23
<b>Annexure II</b> Form AOC-1	24
<b>Annexure III</b> Report of Corporate Social Responsibility	26
<b>Annexure IV</b> Corporate Governance Report	28
<b>Annexure V</b> Management Discussion and Analysis	52
<b>Annexure VI</b> Register of Loans, Guarantee, Security & Acquisition	66
<b>Annexure VII</b> Form No. MGT 9 Extract of Annual Return	67
<b>Annexure VIII</b> Disclosure on Managerial Remuneration	86
<b>Annexure IX</b> Form AOC-2-Related Party Transactions (FY 2019-20)	87
<b>Annexure X</b> Form No. MR-3: Secretarial Audit Report	89
<b>Annexure 'A'</b> To Secretarial Audit Report	91
<b>Annexure XI</b> Business Responsibility Report	92
<b>Financial Statements</b>	
<b>Standalone</b>	
Independent Auditor's Report	109
Annexure 1 to the Independent Auditor's Report	113
Annexure 2 to the Independent Auditor's Report	115
CEO and CFO Certification	117
Balance Sheet	118
Statement of Profit and Loss	119
Statement of Cash Flows	120
Statement of Changes in Equity	122
Notes to Standalone Financial Statements	124
<b>Consolidated</b>	
Independent Auditor's Report	182
Annexure to the Independent Auditor's Report	188
Consolidated Balance Sheet	190
Statement of Consolidated Profit and Loss	191
Consolidated Cash Flow Statement	192
Statement of Change in Equity	194
Notes Consolidated Financial Statements	196

# CORPORATE INFORMATION

## Board of Directors (as on 8<sup>th</sup> December 2020)

### Non Executive Directors

Devendra Raj Mehta	- Independent Director
Ghanshyam Dass	- Independent Director
Radhika Pereira	- Independent Director
H. P. Singh	- Independent Director
Bastiaan Mohrmann	- Independent Director
Dr. Narendra Jadhav	- Additional Director
Nancy Barry	- Additional Director
Mukul Sarkar	- Nominee-Exim Bank of India
Uday Garg	- Nominee Mandala Rose Co-Investment Limited, Mauritius

### Executive Directors

Ashok B. Jain	- Whole time Director
Anil B. Jain	- Vice Chairman & Managing Director
Ajit B. Jain	- Joint Managing Director
Atul B. Jain	- Chief Financial Officer
R. Swaminathan	- Executive Director

### Audit Committee

Ghanshyam Das	- Chairman
Uday Garg	- Member
Narendra Jadhav	- Member
Bastiaan Mohrmann	- Member
Nancy Barry	- Member
Anil Jain	- Member

### Nomination & Remuneration Committee

Radhika Pereira	- Chairman
H.P. Singh	- Member
Nancy Barry	- Member
Ashok Jain	- Member

### Stakeholders Relationship Committee

Narendra Jadhav	- Chairman
H.P. Singh	- Member
Ajit Jain	- Member
R.S. Swaminathan	- Member

### Corporate Social Responsibility Committee

D.R. Mehta	- Chairman
Ashok Jain	- Member
Atul Jain	- Member

### Risk Management Committee

Ghanshyam Das	- Chairman
D.R. Mehta	- Member
Radhika Pereira	- Member
Bastian Mohrmann	- Member
Uday Garg	- Member
Ajit Jain	- Member
Atul Jain	- Member

### Operations Review Committee

Anil B. Jain	- Vice Chairman & Managing Director
Ajit B. Jain	- Member
Atul B. Jain	- Member
R. Swaminathan	- Member

## Company Secretary & Chief Compliance Officer

Avdhut V. Ghodgaonkar

## Chief Financial Officer

Atul B. Jain

## Auditors

**Retiring Auditors:** Haribhakti & Co. LLP Chartered Accountants, Mumbai.

705, Leela Business Park, Andheri-Kurla Road, Andheri(E), Mumbai 400 059.

**Proposed Auditors:** Singhi & Co. Chartered Accountants, Kolkata.

161, Sarat Bose Road, Kolkata - 700 026.

## Bankers

Bank of Baroda, Mumbai

Bank of Bahrain & Kuwait, Mumbai

Canara Bank, Jalgaon (#Including Syndicate Bank, Mumbai)

Export Import Bank of India, Mumbai

IDBI Bank Ltd., Mumbai / Pune

Punjab National Bank, Mumbai (#Including Oriental Bank of Commerce, Mumbai)

Co-operative Centrale Raiffesen Boerenleen Bank, Mumbai (formerly Rabo Bank International)

Standard Chartered Bank, Mumbai

State Bank of India, Mumbai / Jalgaon

Union Bank of India, Mumbai (#including Andhra Bank, Mumbai)

Yes Bank Ltd., Mumbai

Shree Mahavir Sahakari Bank Ltd., Jalgaon

South Indian Bank, Mumbai

# Merged with the other named bank

## Registrar and Transfer Agent (RTA)

Link Intime India Private Limited,

C 101, 247 Park, LB S Marg, Vikhroli West, Mumbai 400

083. Tel No: +91 22 49186000, Fax: +91 22 49186060,

email id: rnt@linkintime.co.in. Web: www.linkintime.co.in

## Solicitors

Solomon & Company, Calcot House, 3rd Floor, 8/10, M.P.Shetty Marg, (Tamarind Street), Fort, Mumbai- 400023.

## Corporate Identification Number (CIN)

L29120MH1986PLC042028

## Registered Office

Jain Plastic Park, N.H. No.6, Bambhori, Jalgaon. 425001. (Maharashtra) India.

Tel +91-257-2258011, Fax +91-257-2258111,

Email : jisl@jains.com; investor.corr@jains.com,

Visit us at: www.jains.com

# FIVE YEARS AT A GLANCE

Fig. ₹ in Million

	Standalone					Consolidated				
	2016	2017	2018	2019	2020	2016	2017	2018	2019	2020
<b>Financial Performance (April-March):</b>										
Revenue from Operation (net of Excise Duty)	42,739	37,102	42,889	45,247	20,034	63,222	67,698	79,468	86,972	62,800
Profit before Interest, Depreciation, Taxation and Forex gain/loss (PBDIT)	7,496	7,077	7,805	8,771	468	9,221	10,360	11,264	12,896	3,026
Finance cost ^	4,013	3,240	2,565	3,003	3,903	4,722	4,499	4,585	5,023	6,815
Depreciation, Amortization and Amounts written off	2,803	2,368	2,385	2,354	4,255	3,609	3,718	3,972	3,843	6,720
Net (gain)/loss on foreign currency transactions and translations	(250)	(563)	(54)	185	(136)	255	(264)	(249)	327	(292)
<b>Profit (Loss) Before Tax</b>	<b>930</b>	<b>2,032</b>	<b>2,909</b>	<b>3,229</b>	<b>(7,554)</b>	<b>635</b>	<b>2,407</b>	<b>2,956</b>	<b>3,704</b>	<b>(10,217)</b>
Taxation (including MAT & deferred tax adjustments)	318	394	98	884	(2,471)	180	667	779	1,199	(3,005)
<b>Profit (Loss) After Tax</b>	<b>611</b>	<b>1,638</b>	<b>2,811</b>	<b>2,345</b>	<b>(5,083)</b>	<b>455</b>	<b>1,740</b>	<b>2,177</b>	<b>2,505</b>	<b>(7,212)</b>
Prior period Expenses	-	-	-	-	-	-	-	-	-	-
Pre acquisition profit/ (loss), Minority interest & Share of profit in associate	-	-	-	-	-	29	(45)	17	(114)	61
<b>Net Profit (Loss) for the year (NP)</b>	<b>611</b>	<b>1,638</b>	<b>2,811</b>	<b>2,345</b>	<b>(5,083)</b>	<b>484</b>	<b>1,695</b>	<b>2,193</b>	<b>2,391</b>	<b>(7,151)</b>
<b>Adjusted Net Profit (Loss) for the year <sup>(1)</sup></b>	<b>361</b>	<b>1,075</b>	<b>2,756</b>	<b>2,530</b>	<b>(5,219)</b>	<b>739</b>	<b>1,431</b>	<b>1,945</b>	<b>2,718</b>	<b>(7,444)</b>
Equity Dividend (including Dividend Tax)	287	433	622	-	-	287	433	622	-	-
^ - (Net of interest received and excluding Loss on foreign Currency transaction)										
<b>Financial Position As At March 31,</b>										
<b>Liability</b>										
Shareholders Equity <sup>(2)</sup>	44,514	46,092	45,587	47,210	42,164	42,143	43,166	44,949	45,612	36,271
Minority Interest	-	-	-	-	-	1,025	1,089	1,302	1,413	1,431
Deferred Tax Assets/ Liabilities (net)	3,728	3,907	3,552	3,782	1,314	3,186	3,393	3,474	3,584	292
Long term liabilities & provisions	313	1,074	757	635	526	1,253	1,269	1,072	1,078	3,059
Long term loans (including current maturities & Excluding CCDs)	11,984	7,331	6,440	7,896	7,428	18,426	26,399	28,118	31,824	31,783
Short Term Loan	13,435	6,008	5,583	8,459	23,833	21,315	12,348	14,977	19,169	36,018
Other current liabilities (excluding current maturities of long term loans)	10,543	12,078	15,116	13,896	9,416	18,819	22,402	27,629	24,901	21,266
<b>Total Liabilities</b>	<b>84,517</b>	<b>76,490</b>	<b>77,035</b>	<b>81,878</b>	<b>84,681</b>	<b>106,167</b>	<b>110,066</b>	<b>121,520</b>	<b>127,580</b>	<b>130,120</b>
<b>Assets</b>										
Goodwill on Consolidation	-	-	-	-	-	3,440	3,448	6,189	7,550	7,989
Tangible assets (including CWIP)	30,225	29,490	29,863	30,478	30,220	44,955	44,471	47,006	48,499	49,029
Intangible assets	161	147	120	110	319	535	755	865	989	3,434
Long term loans, advances & other non-current assets	3,098	2,055	2,033	2,148	3,342	2,727	2,783	2,714	3,503	4,279
Investment (excluding Liquid Investments)	14,271	11,227	11,666	11,815	11,799	707	811	847	828	857
Current assets (excluding cash & cash equivalents)	35,477	33,208	32,882	37,288	38,021	49,657	55,138	59,713	64,756	62,049
Cash & Cash Equivalent (including Liquid Investments)	1,285	363	471	40	980	4,145	2,661	4,186	1,455	2,482
<b>Total Assets</b>	<b>84,517</b>	<b>76,490</b>	<b>77,035</b>	<b>81,878</b>	<b>84,681</b>	<b>106,167</b>	<b>110,066</b>	<b>121,520</b>	<b>127,580</b>	<b>130,120</b>
<b>Ratio Analysis</b>										
Current Ratio (Times)	1.38	1.47	1.47	1.55	1.07	1.23	1.43	1.40	1.38	1.02
Total Debt / Equity (Times) <sup>(3)</sup>	0.54	0.27	0.26	0.35	0.74	0.94	0.90	0.96	1.12	1.87
Return on Average Capital Employed <sup>(4)</sup> (%)	10.39%	10.35%	12.44%	13.56%	0.66%	11.31%	12.32%	12.89%	13.51%	2.91%
<b>Per Share Data (₹) (Face Value ₹ 2 each)</b>										
Basic EPS	0.88	3.18	5.45	4.55	(9.86)	1.05	3.29	4.25	4.64	(13.87)
Diluted EPS	0.88	3.18	5.45	4.55	(9.86)	1.05	3.29	4.25	4.64	(13.87)
Basic Adjusted EPS	0.78	2.26	5.35	4.91	(10.12)	1.60	3.00	3.77	5.27	(14.44)
Equity Dividend	0.50	0.75	1.00	0.00	0.00	0.50	0.75	1.00	0.00	0.00
Book Value	93.42	96.13	88.41	91.55	81.77	88.44	90.03	87.17	88.45	70.34
<b>Shareholding Related As At March 31,</b>										
Number of Ordinary & DVR Equity shareholders	204,020	193,924	231,289	252,814	266,138	204,020	193,924	231,289	252,814	266,138
Market Capitalization <sup>(5)</sup> (₹ in Million)	28,309	44,344	54,063	29,998	1,704	28,309	44,344	54,063	29,998	1,704
Non-Promoter Shareholding	69.10%	69.30%	71.54%	71.29%	71.36%	69.10%	69.30%	71.54%	71.29%	71.36%

[1] Net Profit plus Net (gain)/loss on foreign currency transactions and translations

[2] Shareholders equity includes CCD debt portion

[3] Equity includes Compulsory Convertible Debentures (CCDs)

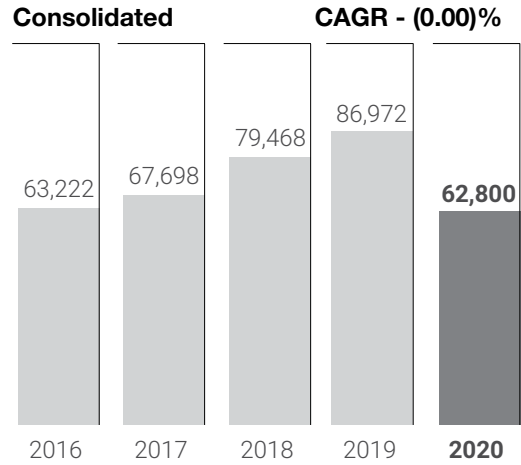
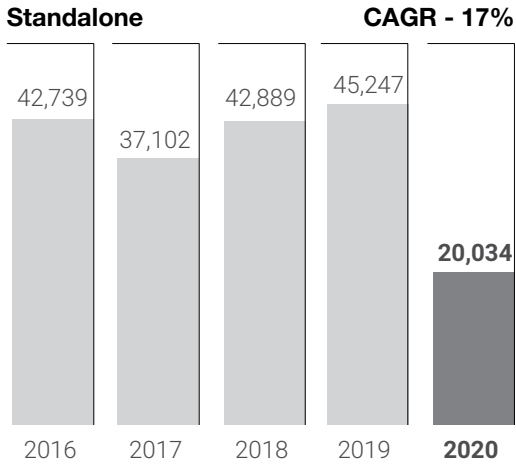
[4] Average Capital Employed (Total Assets less Deferred Tax Assets less Cash &amp; Cash Equivalent)

[5] Based on Market Price on National Stock Exchange (NSE) ON 31st March of the year

# KEY PERFORMANCE INDICATORS

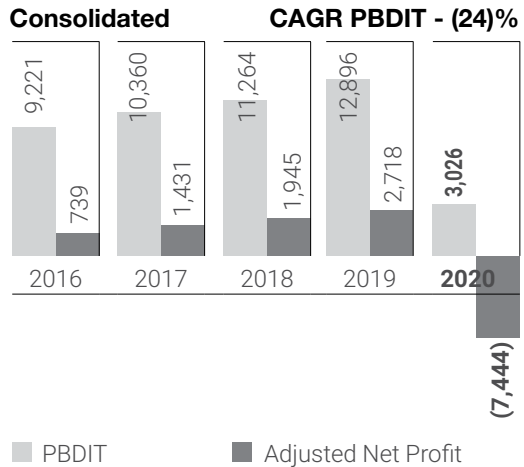
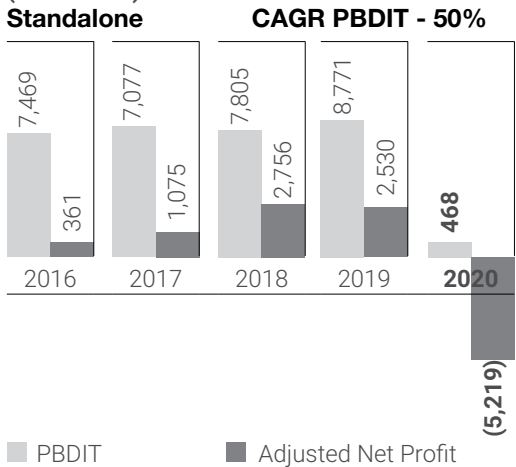
## REVENUE FROM OPERATIONS

(Net of excise duty and including government incentive & assistance) (₹ in Million)



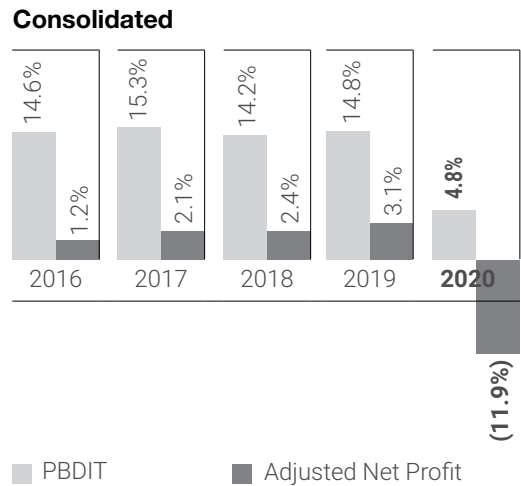
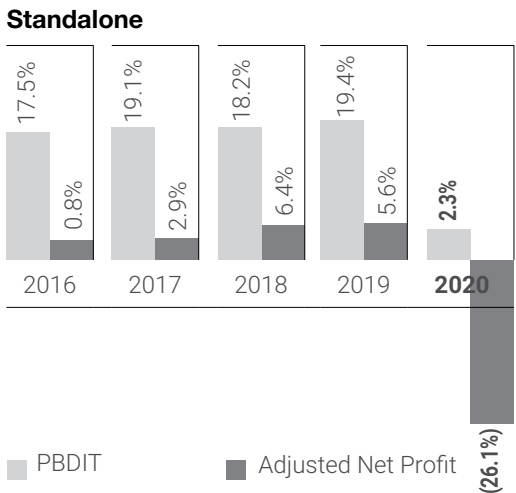
## PROFITABILITY

(₹ in Million)



## MARGINS

% to Revenue from Operations (net of excise duty)

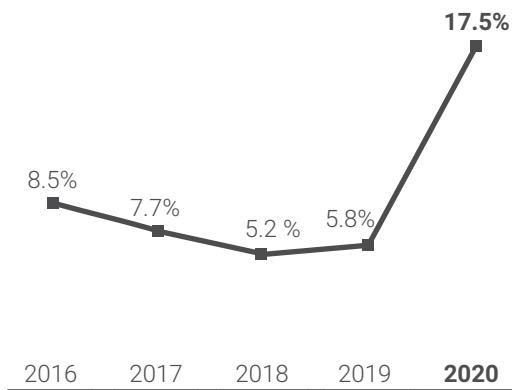


# KEY PERFORMANCE INDICATORS

## INTEREST COST<sup>\$</sup>

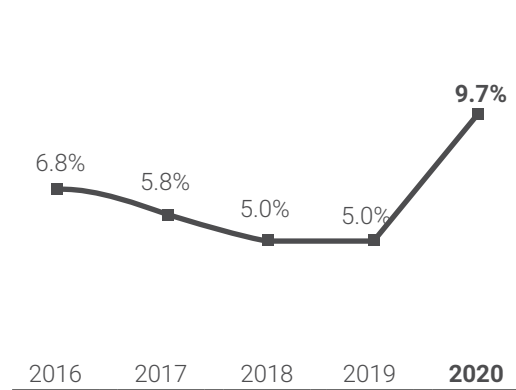
% to Revenue from Operations (net of excise duty)

### Standalone



\$ Finance cost less interest received less bank charges

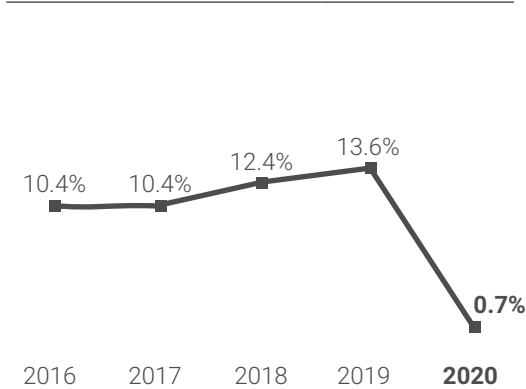
### Consolidated



## ROCE TREND<sup>#</sup>

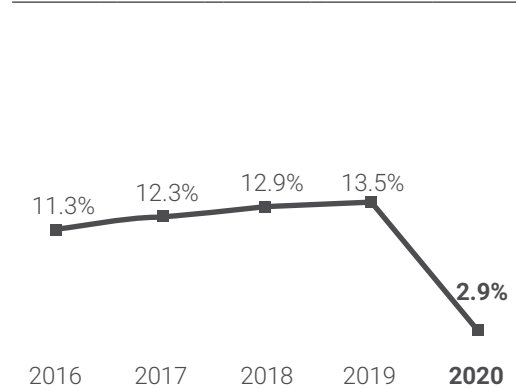
(% age)

### Standalone



# Based on average capital employed

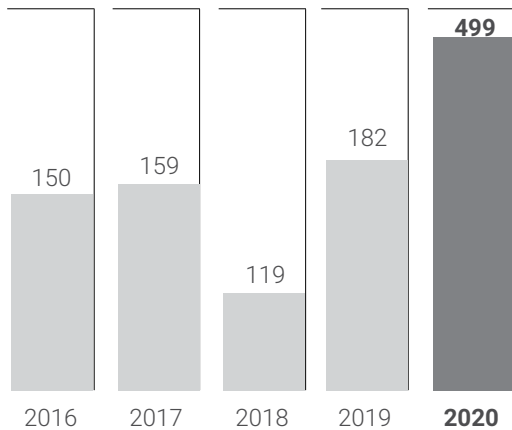
### Consolidated



## WORKING CAPITAL CYCLE (NET<sup>@</sup>)

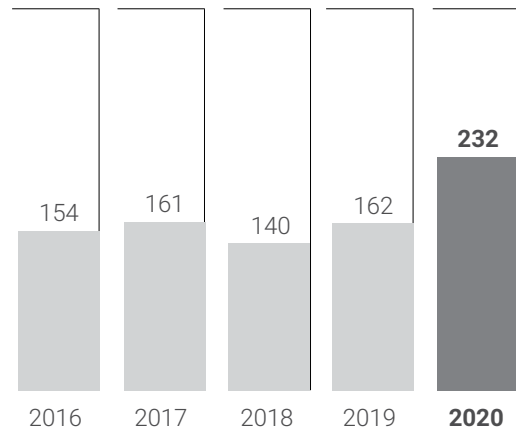
Days Sales Outstanding (DSO)

### Standalone



@ Inventory plus Receivables less Accounts Payable

### Consolidated

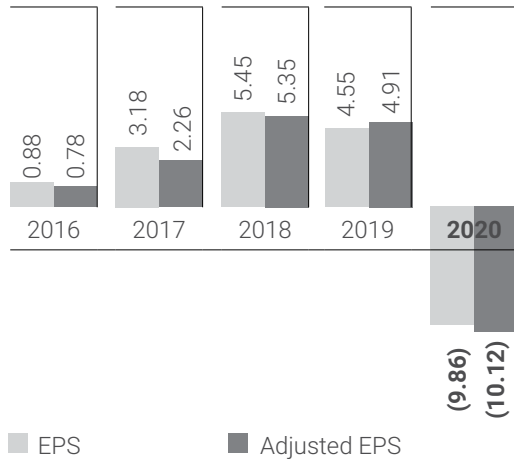


# KEY PERFORMANCE INDICATORS

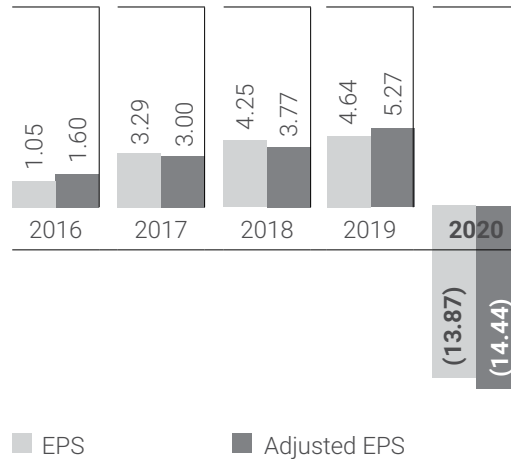
## EARNING PER SHARE (EPS)

(₹ Per Share)

### Standalone

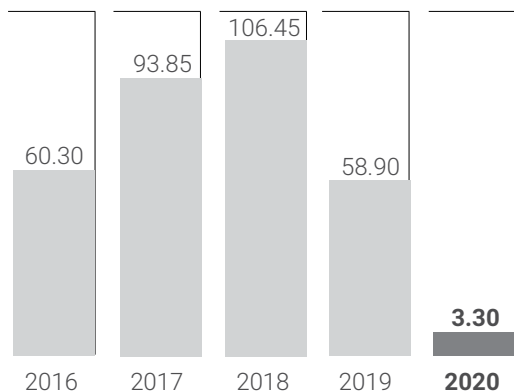


### Consolidated



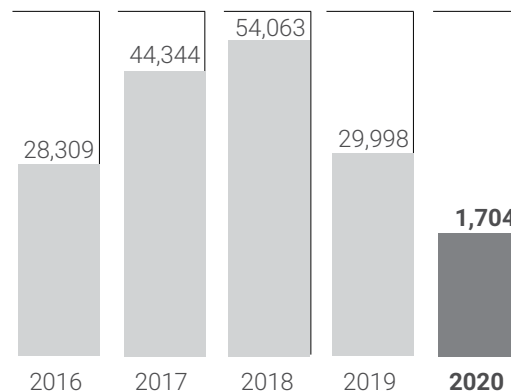
## MARKET PRICE PER SHARE\*

(₹ Per Share)



## MARKET CAPITALIZATION

(₹ in Million)

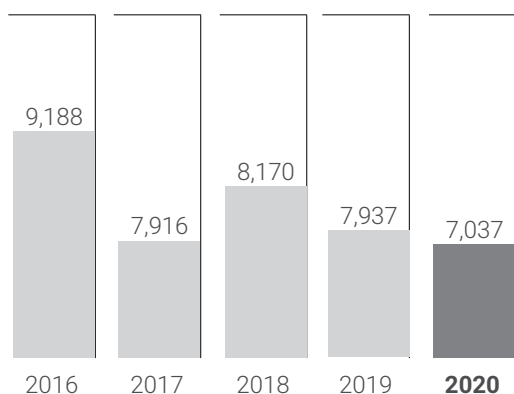


\* As at March 31, on National Stock Exchange (NSE)  
Face Value- ₹ 2/- per share

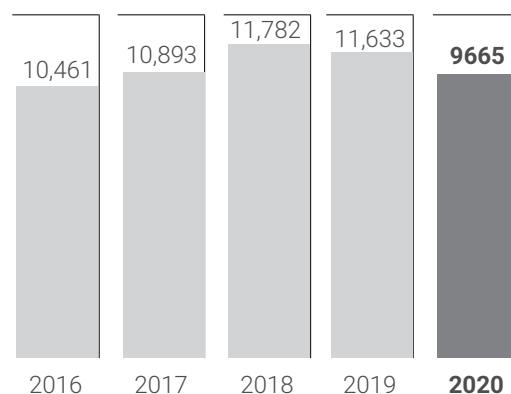
## ASSOCIATES STRENGTH

(No of Associates)

### Standalone



### Consolidated



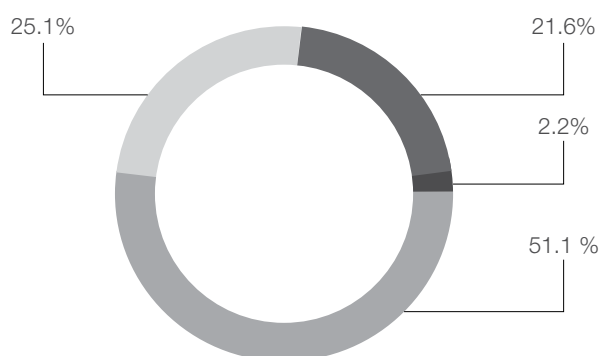
# CONSOLIDATED REVENUE\* SEGMENTATION

## BY BUSINESS VERTICAL

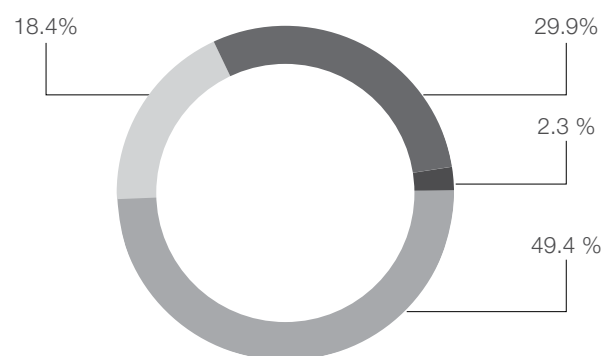
₹ in Million

Period April to March	2016	2017	2018	2019	2020	Mix(2020)	CAGR
Hi-tech Agri Input Products	30,203	32,230	41,356	44,467	31,054	49.4%	0.7%
Plastic Division	15,329	16,445	19,688	21,838	11,564	18.4%	(6.8%)
Agro Processing Division	15,347	15,887	16,082	18,771	18,777	29.9%	5.2%
Other Business Division	2,343	3,135	2,341	1,896	1,404	2.3%	(12.0%)
<b>Total</b>	<b>63,222</b>	<b>67,698</b>	<b>79,468</b>	<b>86,972</b>	<b>62,800</b>	<b>100.0%</b>	<b>(0.2%)</b>

Revenue Mix (2019)



Revenue Mix (2020)



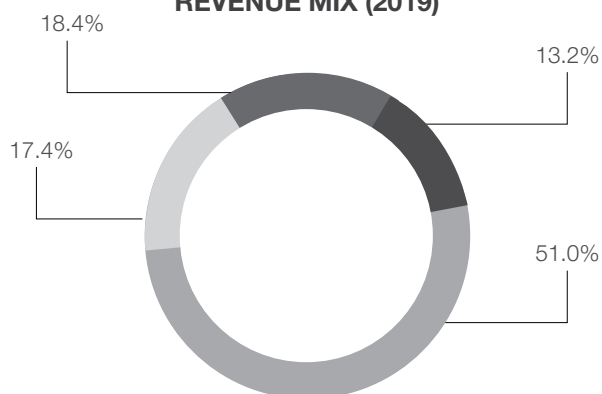
● Hi-tech Agri Input Products ● Plastic Division ● Agro Processing Division ● Other Business Division

## GEOGRAPHY

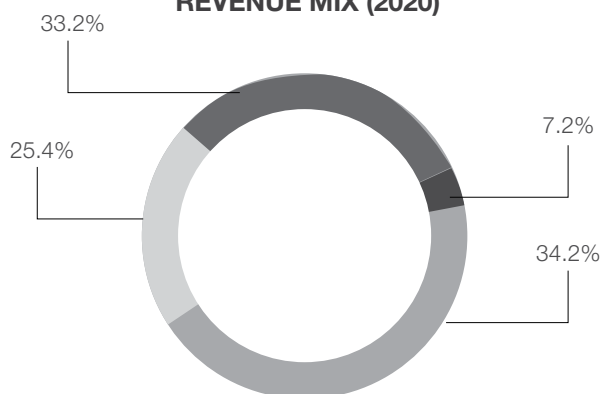
₹ in Million

Period April to March	2016	2017	2018	2019	2020	Mix (2020)	CAGR
India	33,989	36,712	41,939	44,418	21,452	34.2%	(10.9)%
Europe	12,383	12,884	12,932	15,104	15,933	25.4%	6.5%
North America	7,669	8,828	13,854	15,979	20,837	33.2%	28.4%
Rest of World	9,181	9,275	10,743	11,472	4,577	7.2%	(16.0)%
<b>Total</b>	<b>63,222</b>	<b>67,698</b>	<b>79,468</b>	<b>86,972</b>	<b>62,800</b>	<b>100.0%</b>	<b>(0.2%)</b>

REVENUE MIX (2019)



REVENUE MIX (2020)



● India ● Europe ● North America ● Rest of World

\* Gross revenue (Including other operating income, Government incentive & assistance and net of exise duty).



# BOARD'S REPORT

To

## The Members

The Company has just gone through the worst possible year in its history, where revenues in India almost halved and losses have mounted. The Lenders have signed an Inter Creditor Agreement (ICA) and the Resolution Plan in terms of RBI circulars is in final stages of the approval process. The Company has faced liquidity challenges as working capital froze or was brought down and cash and carry allowed business to function in India. Finally the COVID19 related Lockdown meant closure of plants in peak quarter of the business of the Company. However, despite the challenges the Company is afloat due to efforts put in by all its stakeholders.

## 1) Financial Highlights

₹ in Million (except EPS)

Particulars	2019-20	2018-19
Domestic Sales & Services	16,787	39,593
Export Sales & Services	2,550	4,422
Other Operating Income	251	413
<b>Sub Total</b>	<b>19,588</b>	<b>44,428</b>
Other Income	816	1,180
<b>Total Income</b>	<b>20,404</b>	<b>45,608</b>
<b>Operating Profit</b>	<b>(1,969)</b>	<b>8,054</b>
Interest and Finance Charges	3,995	3,099
Depreciation and Amortisation	1,590	1,726
<b>Profit before taxation and exceptional items</b>	<b>(7,554)</b>	<b>3,229</b>
Profit/(loss) before tax	(7,554)	3,229
<b>Provision for Tax</b>		
Current Tax Provision	-	606
Deferred Tax Asset/(Liability)	2,471	278
<b>Profit for the year before Prior Period Expenses</b>	<b>(5,083)</b>	<b>2,345</b>
Prior Period Items-Income/(Expenses)	-	-
<b>Profit for the year</b>	<b>(5,083)</b>	<b>2,345</b>
<b>Earnings per Share (₹)</b>		
Basic	(9.86)	4.55
Diluted	(9.86)	4.55

## 2) Operations - Standalone, and State of Affairs of the Company

### Standalone

Total revenue from operations for the FY 20 was ₹ 1,958.8 crores as against ₹ 4,442.8 crores of FY 19, a reduction

in growth by 55.9%. Raw material consumption for FY 20 was ₹ 1,103.9 crores, as against ₹ 2,496.5 crores of FY 19. Employee cost has decreased marginally for FY 20 to ₹ 300.8 crores from ₹ 319.8 crores of FY 19. Finance Costs for FY 20 were recorded at ₹ 399.5 crores as against ₹ 309.9 crores of FY 19, net loss for the FY 20 was recorded at ₹ 508.3 crores as against profit of ₹ 234.5 crores of FY 19.

### Consolidated

Revenue from operations for FY 20 was ₹ 6,215.8 crores as against ₹ 8,576.9 crores for FY 19, showing reduction in growth by 27.5%. Total raw material consumption was recorded at ₹ 3,499.9 crores for FY 20 as against ₹ 4,595.8 crores of FY 19. Employee cost was ₹ 984.5 crores for FY 20 as against ₹ 968.8 crores of FY 19. The finance cost for FY 20 was recorded at ₹ 688.1 crores as against ₹ 513.7 crores of FY 19. The Net loss for FY 20 was ₹ 715.1 crores as against profit of ₹ 293.1 crores of FY 19.

## 3) (a) Dividend Distribution Policy

The Company has adopted the Dividend Distribution Policy with respect to SEBI notification dated 8<sup>th</sup> July, 2016 and the detailed policy is available on our website [http://www.nseprimeir.com/z\\_JISLJALEQS/files/JISL\\_Dividend\\_Policy.pdf](http://www.nseprimeir.com/z_JISLJALEQS/files/JISL_Dividend_Policy.pdf).

### (b) Dividend

The Directors in their meeting held on 31<sup>st</sup> July 2020 have not recommended to shareholders a Dividend on Ordinary and DVR Equity Shares of ₹ 2.00 each, in view of losses for the for year ended 31st March, 2020:

## 4) Capacity Expansion and Capital Expenditure

The Company has continued its pre-decided growth/maintenance capex. The following table shows the capex incurred for maintenance capex and capacity expansion implemented during the year, and the resultant capacity addition in FY 2020,

Segment Name	Unit	Addition in Capacity for FY 2020	Capex FY 2020 (₹ in Million)
MIS	Ton	2,680	644
Plastic Division	Ton	-	165
Tissue Culture	Nos.	-	151
HO	-	-	590
<b>Total</b>		<b>2,680</b>	<b>1,550</b>

## 5) Credit Ratings:

a) CARE Rating Limited downgraded the Bank Facilities Rating of the Company during the year under review.

Facilities	Amount (₹ Crore)	Ratings	Rating Action
Long Term Bank Facilities - Term Loans	783.20	* CARE D (Single D)	Revised from CARE B+;Stable (Single B Plus ; Outlook:Stable)
Long Term Bank Facilities - Working capital	1,650.00	* CARE D (Single D)	Revised from CARE B+;Stable (Single B Plus ; Outlook:Stable)
Short Term Bank Facilities	2,220.00	* CARE D (Single D)	Revised from CARE A4 (A Four)
Total Facilities ₹ 4,653.20 (Rupees Four Thousand Six Hundred Fifty Three crores and Twenty Lacs only)			

\* Company is undergoing restructuring and a resolution plan is subjected to credit rating.

b) India Ratings & Research Private Limited (a Fitch Group Company) downgraded the credit ratings of the Company as follows.

Instrument Type	Size of Issue (₹ in billion)	Rating/Rating Watch	Rating Action	Historical Rating/ Outlook as on 23 <sup>rd</sup> August, 2019
Fund based working capital limits	15.50	IND D	Downgraded, off RWN	IND BB/RWN
Non fund based working capital limits	17.35	IND D	Downgraded, off RWN	IND BB/ RWN /INDA+3/ RWN
Term loan	3.46	IND D	Downgraded, off RWN	IND BB/ RWN /INDA+4/ RWN
Proposed term loan	1.5	IND D	Downgraded, off RWN	IND BB/RWN

## 6) Debt Restructuring Plan

The Company's Lenders in India have signed an Inter Creditor Agreement on 6<sup>th</sup> July 2019, and have undertaken the exercise of restructuring the debt of the Company. Considering the total debt of the Company and its scalability of operations in the present scenario, portion of the debt is carved out as unsustainable debt. This debt restructuring will help the Company in terms of deferment of payments to lenders, an increase in the liquidity and also reduction in the finance cost to an extent.

The Company expects the debt resolution plan shall be finalized soon after all processes related to the same are completed, including internal approvals from lenders.. This DRP will help the Company to overcome its present liquidity issues and has resulted in change in the business model of the Company. Company has changed its business model and has reduced its focus on government linked business and is changing its credit policies to improve cash flows. Company is also engaged in various cost optimization initiatives which shall bear visible results once operations reach normalcy in the last quarter of the current fiscal year, subject to improvement in pandemic linked slowed down economy. Company will remain engaged on value monetization initiatives once the situation becomes normal to get appropriate value to achieve its objective of de-leveraging.

Company wants to ensure that it shall not get into a current situation again and has to de-risk it's business model to achieve improved performance and significant value creation for all stakeholder especially shareholders. Company will be looking at changing its Organizational structure as well as bringing in new talent.

Also the Company has initiated discussions with bond holders for restructuring of the USD 200 mn bonds raised in JITBV, The Netherland. This will also help the Company to maintain liquidity in the overseas business and sail through the overall slowdown in the global economy due to pandemic.

## 7) Other Major Developments during FY 2020

### Jain Farm Fresh Foods Limited

The Company attained revenues of ₹ 7,428 million in FY 2020 as against ₹ 8,201 million for FY 2019, a decrease of 9.4%. The earnings before depreciation, interest cost and income tax was ₹ 375 million for FY 2020, as against ₹ 1911 million for FY 2019. Loss from ordinary activities before tax was recorded at ₹ 1,049 million for FY 2020, as against profit ₹ 731 million for FY 2019. Net loss for the period was ₹ 706 million for FY 2020 as against ₹ 545 million for FY 2019.

The Company recorded consolidated revenue of ₹ 18,612 million for FY 2020 as against ₹ 18,444 of FY 2019, an increase of 1.0% YoY. The earnings before depreciation, interest cost and income tax was ₹ 972 million for FY 2020 as against ₹ 2,165 million for FY 2019. The Finance Cost for FY 2020 was ₹ 1,293 million as against ₹ 1,032 million in FY 2019, an increase of 25%. Loss before tax for the Company for FY 2020 was ₹ 1,176 million as against profit ₹ 491 million of FY 2019. Net loss for FY 2020 was ₹ 906 million as against profit of ₹ 346 million of FY 2019.

## Sustainable Agro-Commercial Finance Limited (SAFL)

SAFL is focusing its activities on farm and farmer only and operates in the rural & semi-urban geographies of India. SAFL currently has 67 branches operating across the states of Maharashtra, Karnataka and Madhya Pradesh. During the year 2019-20, SAFL's performance details are as follows:

During the year 2019-20 SAFL made a Net profit after depreciation of ₹ 8.82 Crores and has net worth is ₹ 169.17 Crores. Highlights for the year ended 31<sup>st</sup> March 2020:

Sr. No.	Particulars	Nos. (Customers)	Amount (₹ in Crores)
1	Applications received	535	29.9
2	Sanctions accorded	458	25.1
3	Disbursements effected	415	16.5
4	Loans outstanding	12,469	259.6
5	Repayment received	-	95.5

## 8) List of Awards/ Recognition – Financial Year 2019-20

The Company has received the following awards and accolades during the fiscal 2020.

Sr.No.	Year	Name & Nature of Award/ Honour	Instituted by	Given by	Nature or Citation of Award	Received by
01	2019	Star Performer- 2016-2017 (Western Region)	EEPC India (Formerly Engineering Export Promotion Council) - Ministry of Commerce and Industry, Govt. of India)	Sudhir Mungatiwar, Hon'ble Minister of Finance & Planning and Forests, Govt of Maharashtra	Star Performer award 2014-15 - Other Agricultural or Forestry Machinery and Parts Thereof Large Enterprise.	B. N. Misal
02	2019	Udyogratna	Uttar Maharashtra Khandesh Vikas Mandal, Kalyan	Gulabrao Patil, Minister of State for Co-operation, Maharashtra State	Increased the employment opportunities to the local people as well as sons of the soil. Jain Irrigation is continuing the progress to help farmers by following the legacy and work culture of Dr. Bhavarlalji Jain.	Ashok Jain
03	2019	Global CEO Award 2018	Indian Council of Food and Agriculture	P. Sadasivam, Hon. Governor of Kerala in the presence of Suresh Prabhu (Central Minister of Commerce and Industries)		Dr. H. P. Singh
04	2019	Best Management Award	Government of Andhra Pradesh	Hon. Chandrababu Naidu, C.M. Andhra Pradesh		Sameer Sharma
05	2020	Jivan Sadhana Gaurav - Life time achievement Award 2020	National Banana Research Centre Indian Council for Agriculture Research (ICAR)	Dr. A.K. Singh, Dy. Director, ICAR	"India has reached the number one banana production in the world today due to the remarkable work done by Bhavarlal Jain in the field of banana production, processing and contract farming in the last 40 years."	K. B. Patil, Dr. Anil B. Patil, Dr. A. K. Singh, Dr. S. Narayan

## 9) Other major developments post March, 2020

### COVID -19 IMPACT

Details information can viewed on <http://jisl.co.in/temp/upfile/Covid%2019%20Note.pdf>

### Recent broad-basing and restructuring of committees of Board

The Company is also undertaking an exercise of changing its governance mechanism by first broad basing its Board of Directors and diversifying its mandatory committee structure to make decision making more effective and aligned to the recent regulatory framework changes and good governance practices. The Board of Directors is responsible for ensuring sound performance, profitability, and sustainability. We believe with these changes the Board will be able to provide effective and timely guidance to management and achieve the turnaround. Accordingly, more Independent Directors have been appointed on the Board. The Board is confident that this broad basing of the Board and diversification will add to the present efficiency of the Board and help the Company to recuperate its glory in a short span post Resolution Plan implementation.

## 10) Particulars of Employees

As per provisions of Section 134 of the Companies Act, 2013 only four of the persons in employment of the Company have drawn remuneration in excess of ₹ 8,50,000/- per month, during the year under review or part thereof as per details in the **Annexure I** to this report.

## 11) The Operations of Subsidiaries (SPV's)

The Statement containing salient features of the financial statements of overseas subsidiary companies is attached in AOC-1 at **Annexure II-Part A (b)**.

### Operating Subsidiaries

Information on operations and performance of operating subsidiaries is covered in the section MANAGEMENT DISCUSSION AND ANALYSIS elsewhere in this Annual Report at **Annexure V**.

## 12) Employee Stock Option Plan (ESOP)

### i) JISL Employees ESOP Trust :

On recommendation of Nomination and Remuneration Committee the Board of Directors in their meeting held on 13<sup>th</sup> August, 2018 established a Private Trust named as **"JISL Employees ESOP Trust"** for acquisition of Equity Shares of the Company from the secondary market in the name of Trust.

The details of Trustees are as follows:

- 1) IDBI Trusteeship Services Limited,
- 2) Aaron Solomon, Solicitor
- 3) Snehal Walvalkar, FCA
- 4) Jayant M Thakur, CA

## ii) JISL ESOP 2011

**[i] A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including:**

Sr. No.	Particulars	ESOP 2011
1	Date of Shareholders approval -	30 <sup>th</sup> September, 2011, 27 <sup>th</sup> September, 2013 & 28 <sup>th</sup> September, 2018
2	Total number of options approved under ESOS	5,356,000
3	Vesting requirements	Not yet granted
4	Exercise price or pricing formula	To be decided
5	Maximum term of options granted	To be decided
6	Source of shares (primary, secondary or combination)	Primary/ secondary or combination
7	Variation in terms of options	None

### [ii] Option movement during the year

Sr. No.	Particulars	ESOP 2011
1	Number of options outstanding at the beginning of the period	-
2	Number of options granted during the FY 2020	-
3	Number of options forfeited / lapsed during the FY 2020	-
4	Number of options vested during the FY 2020	-
5	Number of options exercised during the FY 2020	-
6	Number of shares arising as a result of exercise of options	-
7	Money realized by exercise of options (₹), if scheme is implemented directly by Company	-
8	Loan repaid by the Trust during the year from exercise price received	-
9	Number of options outstanding at the end of the year	-
10	Number of options exercisable at the end of the year	-

### iii) Details related to the Trust

#### (a) General information on all schemes

Sr. No.	Particulars	Details
1	Name of the Trust	JISL Employees ESOP's Trust
2	Details of the Trustee(s)	1) IDBI Trusteeship Services Limited 2) Mr. Aaron Solomon, Solicitor 3) Mrs. Snehal Walvalkar, FCA 4) Jayant M Thakur, CA



Sr. No.	Particulars	Details
3	Amount of loan disbursed by Company/ any Company in the group, during the year	₹ 6,64,12,943.58
4	Amount of loan outstanding (repayable to Company / any Company in the group) as at the end of the year	₹ 6,64,12,943.58
5	Amount of loan, if any, taken from any other source for which Company / any Company in the group has provided any security or guarantee	NIL
6	Any other contribution made to the Trust during the year	NIL

**(b) Movement of Shares during the year under review**

Sr. No.	Particulars	Details
1	Number of Shares	18,96,429
2	Held at the beginning of the year FY 20	5,15,283
3	Acquired during the year FY 20	13,81,146
4	Sold during the year	NIL
5	Transferred to the employees during the year	Granted but not vested yet
6	Held at the end of the year	18,96,429

**(c) In case of secondary acquisition of shares by the Trust. -**

The Trust has purchased 18,96,429 (Eighteen Lakhs ninety six Thousand four Hundred & twenty nine) Ordinary Equity Shares of the Company from the Secondary market in the last two years.

**13) Material Developments in Human Resource**

We continue to bring to life and nurture the guiding principles laid down by our Founding Chairman. The far reaching impact of those profound and insightful principles can be seen in the positive words and actions of our associates. Inspired by these eternal concepts numerous projects that incentivize real performance are being executed across the supervisory and managerial cadre of the Company. We have also incorporated a flexi job scheme to ensure that each individual member of our skilled and unskilled workforce feels comfortable at the workplace. The organization also helps them and other stakeholders fulfill their aspirations and responsibilities in the following manner:

**Associate Engagement**

We continue to evolve innovative training and performance incentivizing schemes that work in tandem with our high performance and flexible production systems. The flexi job approach provides our operational workforce an opportunity to explore and acquire multiple skills. This also helps manages stress levels through job rotation. The antidote also alleviates the fatigue normally associated with continuously running processes. Our work culture promotes trust, organizational commitment and pleasure associated with a job well done while helping associates balance efforts required to achieve a goal.

Transparency also is a value practiced at Jain Irrigation. A huge meeting of all our Associates in all cadres was arranged at Jain Hills. The financial position of the Company and way ahead was shared with them with figures. It was an interactive session, and all the questions of the Associates were answered by the Key Managerial Personnel's. 6000+ Associates attended the meeting which was followed by a sumptuous lunch. The whole meeting was conducted peacefully and the Associates attending the meeting expressed a great trust in the management.

**Family Support / Medical Support**

During the year 13 associates availed of the facility to use our large and well-equipped multi-purpose hall in Jalgaon city at nominal charge to host up to 500 people at family functions like marriages. We also continue to provide financial support to people suffering from a wide range of chronic ailments like infertility, ophthalmic and orthopedic disorders etc.

**Children's Educational Development**

In line with our belief in that the youth are the future of a nation we covered 205 children studying in the 7<sup>th</sup> to 10<sup>th</sup> standards under the "Vidyarthi Utkarsh Abhiyan". This program focuses on the academic & cultural development of these children. In addition we also organized a 8 day residential camp aimed at developing the overall personality of 100 children at Anubhuti International School campus.

**Prevention of Sexual Harassment**

The Company has already adopted and put in place a policy on prevention, prohibition and redressal of sexual harassment at workplace according to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules thereunder. The Company stands committed to providing equal opportunities for employment irrespective of the candidate's race, caste, sex, religion, colour and nationality, among others. All the employees are treated in dignified manner and the Company maintains a work atmosphere free of sexual harassment whether physical, verbal or psychological. The committee consists of Ms. Kalyani Moharir (Chairperson), Ms. Rajashri Patil, Ms. Sulabha Joshi, Ms. Ankita Pradeep Surana, Dr. Aruj Singh, Mr. Vijay Singh Patil, and Mr. P. S Naik. A sensitization workshop was

conducted during the year under review by the Company to spread awareness about prevention of sexual harassment.

### Social Involvement

The Company also organized blood donation camps at periodic intervals for blood banks operating in the area. These programs were conducted through the year at various locations such as Plastic Park and Agri Park at Jalgaon (Maharashtra), Food park at Chittoor (Andhra Pradesh) & Padra (Vadodara – Gujrat), Plastic Park at Hyderabad (Telangana), Alwar (Rajasthan) & Udumalpet (Tamil Nadu). A total of 549 units of blood were donated.

A series of Eye Camps were organized in collaboration with Kantai Netralaya in various villages in Jalgaon, Maharashtra. Cataract surgeries were carried out free of charge for patients identified at these camps. In collaboration with the Zilla Parishad administration under the National Child Safety program 13 surgeries were conducted at Kantai Netralaya on 25th September 2019 for children in classes 1 to 10 for conditions like cataract, squint etc.

World Bee Day was celebrated on 20<sup>th</sup> May 2019 to celebrate the contribution of these invaluable helpers. In addition to marking World No Tobacco Day on 31st May 2019 we also carried out activities to encourage people to give up alcohol. The International Day of Yoga was celebrated with gusto across our various locations on 21<sup>st</sup> June 2018. On 29<sup>th</sup> Jun 2019 in collaboration with

the B&K foundation a poster exhibition was organized to raise awareness amongst children on water conservation. Educational supplies were also provided to needy students through local activists on 30<sup>th</sup> June 2019. To celebrate the World Environment Day on 5th July 2019 over 500 saplings were distributed. JISL associates participated in a rally to highlight “Water is Life, Life is Water”. On 24<sup>th</sup> November 2019 associates participated in the Khandesh Run 2019 to raise awareness on a healthy lifestyle. A medical emergency kit to prevent immediate death due to heart disease was also provided to 600 associates who travel frequently.

With the aim of empowering employees an upgradation project for HR IMS systems was launched. The system will allow associates to easily access their HR related information bring increased transparency to the system. A workshop was organized for training the concerned staff members on the latest developments in the web based system for EPF.

Emergency services such as fire engines and ambulances were provided in and around each manufacturing site across the country whenever required to deal with situations like road accidents.

### Training

Training is a continuous process to sharpen the performance/skills of associates and it continues at all our locations of the Company, all the time. The brief about location and program-wise training is as under:

#### Associates Training 2019-20

Location	In House Training		Orientation		External Institute		Total no of participants	Total Man Hours
	No. of participants	Duration (Hours)	No. of participants	Duration (Hours)	No. of participants	Duration (Hours)		
Jain Plastic Park Jalgaon	6,901	29,749	12	480	38	763	6,951	30,992
Jain Green Energy Park Jalgaon	1,045	2,118	1	40	3	35	1,049	2,193
Jain Tissue Culture Park Jalgaon	1,348	2,712	1	40	1	21	1,350	2,773
Jain Agri Park, Jalgaon	509	1,079	2	80			511	1,159
Jain Plastic Park, Hyderabad	579	1,544	1	40			580	1,584
Jain Plastic Park, Alwar	597	2,164					597	2,164
Jain Plastic Park Udumalpet	205	513					205	513
JFFFL, Jalgaon	4,353	17,389	6	240	7	77	4,366	17,706
JFFFL, Chittoor-I & II	584	2,263					584	2,263
JFFFL, Vadodara	937	1,838					937	1,838
<b>Total</b>	<b>17,058</b>	<b>61,369</b>	<b>23</b>	<b>920</b>	<b>49</b>	<b>896</b>	<b>17,130</b>	<b>63,185</b>

Exhaustive courses were organized to foster a sense of responsibility and enhance focus on high performance delivery. Apart from the onsite orientation programs, few associates of the managerial & supervisory cadre were nominated for external trainings, seminars & workshops with the objective of core & multi skill set development. Behavioral & soft skill programs along with nomination for technical courses was done during the year as a routine exercise. The total of 63,185 man-days were devoted to training of 17,130 participants during the year under review. The associates were nominated from across functions with the objective of multi skill set development.

### Workforce strength & recruitment

Given the Company's rapid growth recruitment is an on-going process where we strive to identify, select and appoint the right people for the job at hand. This also includes recruitment of Managers, Engineering Graduates and Post Graduates from institutes like IIMs, IIFT, IITs, agricultural universities and colleges through campus placements. We were also able to successfully acquire talented people through walk in interviews held at short notice. New associates are selected on basis of merit, potential, compatibility with the organizational culture. The strength of the Company in terms of man power has reached 8,722 on 31<sup>st</sup> March 2020, after gross addition of 568 during F.Y. 2019-20.

Total Associates as on 31 <sup>st</sup> March 2020 for JISL	= 8,722
Total Associates as on 31 <sup>st</sup> March 2020 for JFFFL	= 1,685
Gross Addition during 2019-2020 for JISL	= 360
Gross Addition during 2019-2020 for JFFFL	= 208

## 14) Remuneration Policy

The Company has adopted revised Appointment and Remuneration Policy for Executive Directors, Independent Directors, and KMP's made effective w.e.f. 1<sup>st</sup> April, 2019 pursuant to provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is available on our website at- [http://www.nseprimeir.com/z\\_JISLJALEQS/files/JISL\\_APPOINTMENT\\_AND\\_REMUNERATION\\_POLICY.pdf](http://www.nseprimeir.com/z_JISLJALEQS/files/JISL_APPOINTMENT_AND_REMUNERATION_POLICY.pdf).

## 15) Corporate Social Responsibility & Sustainability brief

### Sustainability Reporting

Company has followed its biennial cycle as far as sustainability reporting is concerned. At the same time following Company's spirit to achieve highest quality in whatever we do, it was decided that in order to bring highest level of transparency we will prepare for comprehensive type-II assurance for our sustainability report. Therefore, during the last cycle (2016-18) we had engaged the third party assurer but did not conclude the report. We have implemented the recommendations

from assurer to achieve the highest level of verification and we will now publish our 2020 sustainability report along with the Annual Report of FY 19-20. Our upcoming sustainability report will be prepared as per GRI standards will be available on our website <http://jains.com/>

### Climate change mitigation at a glance

Company is committed to protect the environment from impacts of climate change. We are among very few organizations in the country that have incorporated GHG accounting and mitigation actions in their management systems and got it certified from third party. FY 2020 was sixth year of our carbon accounting and certification. We account and report on our complete Scope 1 and Scope 2 GHG emissions and removals and selective Scope 3 emissions.

We have implemented and registered renewable energy and energy efficiency projects to generate green energy and mitigate climate change. Some of these projects are also registered under Clean Development Mechanism (CDM) of United Nations Convention on Climate Change (UNFCCC). All our registered CDM Projects have potential to generate 30,000 plus carbon credits per annum. Out of the registered CDM projects, solar and biogas based power generation projects are also registered under Renewable Energy Certificate (REC) Scheme.

### Corporate Social Responsibility

The Company has a comprehensive Policy in place with the identified CSR Programme and projects. Review of the CSR policy is conducted annually under the guidance of the CSR committee. The CSR Committee of the Company has approved, to carry out CSR activities on its own and also through the two Trust/Foundation, namely Bhavarlal and Kantabai Jain Multipurpose Foundation (BKJMF) Trust, Jalgaon and another Section-8 Company, Gandhi Research Foundation (GRF), Jalgaon. The CSR Report is attached as **Annexure III** to this report. Please refer to the corporate social responsibility report and business responsibility report for more details.

## 16) Directors Appointment/ Directors retiring and their background

The year under review saw no changes to the Board of Directors ("Board"), however, after the year 4 Directors (2 Additional Directors and 2 Nominee Directors), 4 Directors retiring at the ensuing AGM, whose background is given in following paragraphs.

### Directors retiring and their background

All Independent Directors have given declaration that they continue to meet the criteria for independence as laid down under Section 149 (6) of the Companies Act, 2013, and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Ajit B. Jain retires by rotation as per the Companies Act, 2013, and being eligible offers himself for reappointment, at the ensuing Annual General Meeting. The brief background of retiring director is as follows:

**Shri Ajit B. Jain**

Shri Ajit B. Jain is a Mechanical Engineer. As a Director, he joined the organization in 1998. He was designated as Chief Operating Officer of the Company in 2002. He has handled many responsibilities in the Company such as Business Unit Head of Micro Irrigation Division, Solar Pumping Division, Tissue Culture Division, as Head of product development & new application, Micro Irrigation, piping and Solar Pumping Systems, development and adaptation of drip technology for new crops and integration with major irrigation, leading integration of acquired entities.

**Appointment**

Based on approval of Board of Directors, and pursuant to Section 161 (1) and Section 161 (3) of Companies Act, 2013, the following directors are appointed as Additional/Nominee Directors,

**Dr. Narendra Jadhav**

Dr. Narendra Jadhav, is an Indian national (born in 1953). Dr Jadhav currently a Member of Parliament Rajya Sabha-Nominated, has had a long and outstanding professional career spanning more than four decades in public service. Some of the distinguished positions held by Dr Jadhav with distinction include Member, Planning Commission, Member, National Advisory Council (NAC), Vice- Chancellor of University of Pune and the Chief Economist, Reserve Bank of India.

**EDUCATION:**

- Ph.D in Economics, Indiana University, USA; 1986, with a record Grade Point Average (GPA).
  - Received Award for Outstanding Contribution to Economic Theory for the Ph.D dissertation in 1986, and Honored with the Best International Student Award by Indiana University, USA in 1983.
  - Recipient of 4 Honorary D. Litt degrees from 4 different State Universities MA (Economics), University of Bombay, 1975. Awarded degree with First Class - Specialization in Mathematical Economics and Econometrics.
- B.Sc (Statistics & Economics), University of Bombay, 1973, Passed in First Class with Distinction - Specialization in Statistics & Economics.

**PROFESSIONAL PROFILE:**

**a) Current Assignments**

- a) Member of Parliament (Rajya Sabha – Nominated)
- b) Distinguished Professor, Council for Social Development (CSD), New Delhi
- c) Emeritus Professor of Public Policy - MIT School of Government, Pune.
- d) Chairman, RBI History Advisory Committee -Reserve Bank of India, Mumbai

- e) Member, National Committee on Nationwide Celebration of 125<sup>th</sup> Birth Anniversary of Dr. B.R. Ambedkar. (Chairman: Prime Minister Shri Narendra Modi)
- f) Chairman, Committee on Preparation of Perspective Plan for Higher Education in Maharashtra, Government of Maharashtra.
- g) Independent Director
  - i. Tata Teleservices (TTSL) Ltd.
  - ii. Sustainable Agro- Commercial Finance (SAFL) Ltd., Mumbai.

**Ms. Nancy Barry**

Nancy Barry is currently the President and CEO of NBA Enterprise Solutions to Poverty (ESP) since 2006. ESP has worked with over 150 companies, banks and emerging enterprises in major emerging markets, to build profitable, inclusive growth strategies which engage millions of low-income people as suppliers, distributors and consumers, building their income and assets. Deep engagement and results with companies and banks in India, China, Kenya, Mexico, Colombia and Peru.

She has Strong emphasis on agribusiness and inclusive agri-finance. In India, with ten leading agribusinesses, built the Action Platform to Create Shared Value in Agribusiness in India. Over 70 leading companies and banks were engaged between 2012 and 2018 in company actions, collaborations and joint initiatives geared to creating shared value with small farmers, through value chain development, inputs and advice, and financial services. She has strong knowhow and engagement on retail distribution channels for consumer goods, insurance, and B2B products with Exito, Bimbo, FEMSA, P&G in Latin America. Nancy joined the World Bank as a Young Professional and became the global Division Chief for Industry globally. She has held managerial positions in industry, trade, finance, and public sector management in Latin America and South Asia. She went on to become the CEO for Women's World Bank in 1990 where she led major expansion in performance, innovation, and impact expansion of microfinance by specialized institutions and banks in the WWB network, from 20,000 clients in 1990 to 23 million clients in 2006, in over 40 countries of Asia, Latin America, Africa, the Middle East, and Eastern Europe. The aggregate global portfolio of WWB network members grew to over US\$8 billion, with loan sizes averaging US\$400 Mn.

**Education**

- Harvard University. Master of Business Administration, 1975
- Stanford University. Bachelor of Economics, 1971

**PROFESSIONAL PROFILE**

- Global Division Chief - World Bank, USA 1975 - 1990
- President and CEO, Women's World Banking—1990 to 2006
- President and CEO, NBA Enterprise Solutions to Poverty—2006 to present



### Honours

- Harvard Business School. The Social Impact Award at SEI 20<sup>th</sup> Anniversary, 2014
- Harvard 100 Most Influential Alumni Award, 2007
- US News and World Report's America's Twenty Best Leaders Award, 2006
- Harvard Business School Club of New York Leadership Award, 2006
- Financial Women's Association Public Service Woman of the Year, 2006
- Harvard Business School Achievement Award, 2005
- Forbes Top 100 World's Most Powerful Women, 2004 and 2005
- Kellogg-McKinsey Award for Distinguished Leadership, 2004
- Forbes Trailblazer Award, 2002

### Mr. Mukul Sarkar

Mukul Sarkar is a Graduate [B.Tech] in Mechanical Engineering from Indian Institute of Technology, Kharagpur, and an MBA from Indian Institute of Management, Calcutta. He has over 30 years of experience in Indian financial sector mainly in the area of investment banking, corporate banking, trade finance and risk management. He is presently the Chief General Manager and Chief Risk Officer of Export-Import Bank of India (Exim Bank). He was earlier Group Head of Exim Bank's Project Exports Group, Corporate Banking Group and SME Business Group. Mr. Sarkar spent three years in Milan, Italy as Head of Exim Bank's operations in Western Europe. He has vast experience in trade finance, overseas investment finance, export credit, buyer's credit and project finance.

Prior to joining Exim Bank, Mr. Sarkar worked in SBI Capital Markets Ltd in investment banking. He has also served on the Board of many Indian companies e.g. Natco Pharma, Welspun Corp, Strides Pharma, TCG Lifesciences Ltd. Mr. Sarkar has also consulting experience as he has served as Managing Director & CEO of GPCL Consulting Services Ltd, a consulting firm promoted by Exim Bank.

### Mr. Uday Garg

Uday Garg founded Mandala Capital in 2008 and has since been dedicated exclusively to developing the business with a focus on the Food and Agribusiness sector. Since the firm's inception, Mr. Garg has been involved in all areas of the business and was instrumental in developing its strategy and vision, as well as raising the current funds under management. He sits on the Boards of portfolio companies and manages the relationships with the firm's partners and stakeholders. The inspiration behind food and agriculture as a sector focus stems from the influence of Mr. Garg's late grandfather, Mr. B.R. Barwale, who founded Mahyco, India's leading seed company, in 1964. Mr. Barwale was a recipient of the World Food Prize in 1998 and has been widely recognized as a leader in the agriculture world

with a keen business sense and a deep connection to the Indian farming community. Prior to Mandala Capital, Mr. Garg worked at Altima Partners (London) focusing on private investments in global Emerging Markets across sectors (including Agribusiness). Mr. Garg began his career in the Investment Banking division of Deutsche Bank (New York), followed by Portfolio Manager roles at Amaranth Advisors (Connecticut) and Duet Group (London). Mr. Garg holds a B.S. in Economics from the Wharton School of the University of Pennsylvania, with a concentration in Finance.

### 17) Names of Key Managerial Person's

Name	Designation
Shri. Ashok B. Jain	Chairman
Shri. Anil B. Jain	Vice Chairman & Managing Director
Shri. Ajit B. Jain	Joint Managing Director
Shri. Atul B. Jain	Joint managing director & CFO
Shri. R. Swaminathan	Executive Director
Shri. Avdhut V. Ghodgaonkar	Company Secretary & Chief Compliance Officer

### 18) Internal Financial Controls ("IFC")

The Board of Directors of the Company are responsible for ensuring that Internal Financial Controls have been laid down in the Company and that such controls are adequate and operating effectively. The foundation of Internal Financial Controls ('IFC') lies in the Code of Conduct of the Company, policies and procedures adopted by the Management, corporate strategies, annual business planning process, management reviews, management system certifications and the risk management framework.

The Company has IFC framework, commensurate with the size, scale and complexity of its operations. The framework has been designed to provide reasonable assurance with respect to recording and providing reliable financial and operational information, complying with applicable laws and regulations, safeguarding the assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies formulated by Board or its sub committees. The controls, based on the prevailing business conditions and processes have been tested during the year by an independent agency and no reportable material weakness in the design or effectiveness was observed. The framework on IFC over Financial Reporting has been reviewed by the independent agency and statutory auditors. The Company uses various IT platforms to keep the IFC framework robust. The systems, standard operating procedures and controls are implemented by the management team and are reviewed by the internal audit team whose findings and recommendations are placed before the Audit Committee.

**a) Policies and processes adopted for orderly & efficient conduct of business**

The Company has formalized various policies at Board level to ensure ethical, orderly, timely, flexible and efficient conduct and control of business in all its divisions, namely Micro- sprinkler irrigation, PVC & PE piping systems, Tissue Culture, Greenhouses, bio fertilizers and green energy products, besides processing of foods and vegetables through its subsidiary JFFFL.

**b) Safeguarding of assets**

The Company has evolved efficient, effective mechanism for the safeguarding of its assets whether tangible or intangible, assets and property with self-control or third parties, funds or securities and negotiable instruments, employee associates. Besides providing for safety, housekeeping and security of the assets, the Assets are adequately insured against perils/happenings etc.

**c) Prevention and detection of fraud and errors**

The Company has an internal audit department at each of its manufacturing location, which conducts comprehensive audit of every single financial transaction, as well as reconciliation to accomplish control and to ensure prevention of fraud, and is aided by an "external" internal audit which reviews not only manufacturing locations but also depots/ other processes like purchase, statutory compliance, collection, foreign exchange, taxation, costing, compliance, accounting etc. The Company's management information and accounting system also integrates internal control mechanism.

**d) Accuracy and completeness of accounting records**

The Company has in place fully integrated ERP system, based on SAP software, and its subsidiary's records also get integrated while consolidating the same as per requirements of Law and regulations for the time being in force. ERP System encompasses authorization matrix and maker / checker verification to ensure transparent and timely flow of information, and recording thus creating appropriate and conductive platform for effective control and decision making. The accounting system has the provision for Audit trail and check mechanism for use by various auditors.

**e) Timely preparation of reliable financial information**

The Company has a robust and efficient mechanism for timely preparation of reliable financial information, within given timelines and has a track record of submitting information without any delay to relevant authorities.

**f) Monitoring and reporting**

The Company has put in place a mechanism to monitor and report exceptions on compliance requirements on an enterprise wide level. Company has already implemented an IT platform to capture non conformity and reporting to Chief Compliance

Officer & Company Secretary, who is mainly responsible for the monitoring control and reporting function. In case of non-compliance despite warnings thrown up in the system, a gradual system of remedial action, warning, punishment is laid down depending on gravity and level of non-compliance and deterrent is in place for non-compliance.

**19) Corporate Governance Report**

The Company constantly endeavors to follow the corporate governance guidelines and best practices sincerely and disclose the same transparently. The Board is conscious of its inherent responsibility to disclose timely and accurate information regarding the Company's operations, performance, material corporate events as well as on the leadership and governance matters relating to the Company.

The Board, at all times exercises its independence both, in letter and in spirit and the Directors fully understand their fiduciary duties. The Directors have always acted in the best interest of the Company and will continue to do so in the future. It is equally important to state that the Company has a professional and competent leadership team for the management of the business. The Board guides, supports and compliments the Management team towards achieving the set objectives to make the enterprise more sustainable and valuable in the future.

A separate Corporate Governance Report is attached as **Annexure IV**, forming part of Director's Report in terms SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A Certificate from Statutory Auditors, confirming compliance of Corporate Governance code and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also attached together with CEO Certificate/declaration.

**20) Management Discussion and Analysis Report (MDAR)**

As per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate Management Discussion & Analysis is given elsewhere in the Annual Report at **Annexure V**.

**21) Particulars of Loans, Guarantees or Investments by the Company**

The details of Loans given, Guarantees provided or Investments made by the Company during FY 2019 are given at **Annexure VI**.

**22) Consolidated Financial Statements**

Consolidated Financial Statements are prepared in accordance with IND-AS and form part of the Annual Report. Pursuant to Section 129 (3) of the Act, a statement in Form AOC-1 containing the salient features of the financial statements of the subsidiary companies

are attached to the Financial Statements. The financial statements will also be kept open for inspection by any Member at the Registered Office of the Company. In terms of requirement of the Companies Act, 2013 the financial statements of the Company, consolidated financial statements along with relevant documents are available on the website of the Company.

### 23) Significant, Material orders passed by the Regulators/ Court/ Tribunals

There are no material orders or judgments passed by the Regulators/ Court/ Tribunals which would impact the 'going concern' status of the Company or its future prospects, subject to contingent Liabilities as mentioned in the notes forming part of the Financial Statements.

### 24) Director's Responsibility Statement

In accordance with the provisions of Section 134 (3) (c) of the Companies Act, 2013, your Directors state that:

- i) In the preparation of the annual accounts, the applicable Accounting Standards (Ind AS) have been followed along with proper explanation relating to material departures except, to the extent indicated in notes;
- ii) The accounting policies are selected and applied consistently and are reasonable; prudent judgments, and estimates were made so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020, and, of the loss of the Company for the year ended 31<sup>st</sup> March, 2020;
- iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors had prepared the annual accounts for the FY ending 31<sup>st</sup> March, 2020 on a 'going concern basis' and;
- v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 25) Extract of Annual Return

As provided under Section 92 (3) of the Companies Act, 2013, the extract of Annual Return in form MGT – 9 is annexed as **Annexure VII**.

### 26) Governance Disclosers

#### Policy for Performance Evaluation

In terms of Section 178 of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board has constituted Nomination & Remuneration Committee (NRC) with three Independent Directors and one Non-Independent Director, and an

Independent Director being Chairman of the Committee.

Board has evolved Company's policy for appointment and remuneration based on qualifications, positive attributes, the details of which are laid out in Appointment & Remuneration Policy at [http://www.nseprimeir.com/z\\_JISLJALEQS/files/JISL\\_APPOINTMENT\\_AND\\_REMUNERATION\\_POLICY.pdf](http://www.nseprimeir.com/z_JISLJALEQS/files/JISL_APPOINTMENT_AND_REMUNERATION_POLICY.pdf)

#### Board Evaluation

Pursuant to provisions of the Companies Act, 2013 and sub Regulation (3) and (4) of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate meeting of Independent Directors was held to review the performance of Chairperson, Executive Directors and the Board as a whole on 30<sup>th</sup> September, 2019 at Jalgaon.

The Nomination and Remuneration Committee has evolved the policy for performance evaluation of Executive Directors, Independent Directors, Board Sub-Committees and the Board as whole and updated the formats as per requirements of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The evaluation of the Board as a whole was conducted in the Board Meeting held on 30.09.2019 as per the provisions of the Companies Act, 2013 and SEBI (LODR), Regulations, 2015.

#### Criteria for evaluation of Board and its Committees

S.N.	Particulars	Parameters for evaluation
1	Board	Board composition and structure; effectiveness of Board processes, information and functioning etc.
2	Committees	composition of Committees, effectiveness of Committee meetings etc.
3	Individual Directors	Whether Director possesses adequate experience in industry/ business/ profession and is knowledgeable to give dispassionate advice, Diligently executes all responsibilities and actions delegated to him/ her, contribution to the Board and Committee meetings, like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.
4	Chairman	Whether the Chairman leads the Board effectively, whether the Chairman ensure participation of all members in the Board deliberations, Whether Chairman guides the Board /Management on key issues to be brought up to the Board for deliberations, whether the Chairman enhances the Company's image in dealing with major stakeholders

## 27) Familiarisation programme for Independent Directors (ID's)

The Company has arranged for visit of Directors at head quarters and new plants including overseas to make the ID's aware of their roles; rights and responsibilities in the Company as well as the industry in which the Company operates; business model of the Company, and also their role in governance. All Directors are aware about Company and are always updated through site visits about new developments or through Board presentations.

## 28) Vigil Mechanism

The Company has adopted a Whistle Blower Policy to provide a mechanism to all employees, to report their concern about suspected fraud or violation of Company's ethics policy, code of conduct. The policy provides direct access for employees to Chairman of Audit Committee and it is affirmed that no associate of the Company has been denied access to the Audit Committee. The policy of vigil mechanism is available on the Company's website and web-link there to is [http://www.nseprimeir.com/z\\_JISLJALEQS/files/WHISTLE\\_BLOWER\\_POLICY.pdf](http://www.nseprimeir.com/z_JISLJALEQS/files/WHISTLE_BLOWER_POLICY.pdf).

## 29) Fraud Reporting

Directors have confirmed that there is no detection of fraud. Pursuant to provisions of the Section 143(12) of the Companies Act, 2013, neither the Statutory Auditors nor the Secretarial Auditor has reported any incident of fraud to the Audit, Risk and Compliance Committee during the year under review.

## 30) Directors Remuneration

The information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Person) Rules, 2014 are given in **Annexure VIII** to this Report.

## 31) Contracts or arrangements with related parties

The Contracts and Arrangements entered into during the year with Related Parties were on arm's length basis, in compliance with the applicable provision of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, although except Subsidiaries where Transfer Pricing arrangements are in place complying with regulations in country of operation, no fresh RPT has been entered into. The Company has transactions with subsidiaries in ordinary course of the business for some of the export-import related transactions for details refer **Annexure IX**.

There are no "materially significant" Related Party Transactions entered into by the Company with

Promoters, Directors, KMP's which may have potential conflict with the interest of the Company. All Related Party Transactions are placed before the Audit Committee, which Comprises of Mr. Ghanshyam Dass, Mr. H P Singh, Smt. Radhika Pereira (being the ID's) of the Company for its approval. The Audit Committee also reviews on quarterly basis all Related Party Transactions during the quarter whether or not previously approved. The Company has adopted Policy on Materiality and dealing with Related Party Transactions. The policy approved by the Board is available on Company's website and web-link thereto is [http://www.nseprimeir.com/z\\_JISLJALEQS/files/Policy\\_on\\_Materiality\\_and\\_Dealing\\_with\\_Related\\_Party\\_Transactions.pdf](http://www.nseprimeir.com/z_JISLJALEQS/files/Policy_on_Materiality_and_Dealing_with_Related_Party_Transactions.pdf).

## 32) Environment Health and Safety performance

The Company has implemented Quality, Environment, Occupational Health and Safety Integrated Management System (IMS) with latest revision certifications, and the same is maintained with continued improvement at all locations including Jalgaon, Hyderabad, Alwar plants and installation and servicing project sites. Some of the Environment, Health and safety improvements achieved in the manufacturing facilities are given below:

- Integrated vibratory feeders from available resources on L42 and this has helped in reduction of dripper spillage and resource conservation in dripline plant
- Provision of vertical manifold for utility pump filter helped in ease of operation and improving safe working condition in dripline plant.
- Provision of ladder for safe operation and maintenance of gravimetric blenders in dripline plant
- Provision of work platform at conair gravimetric blender system on 8 machines for safe operation and maintenance in driptape plant.
- Introduction of an online microhole detection system in thin wall tubing helped operators for timely action and reduction in rejection and resource conservation.
- Design of all I/M plant related corrugated boxes have been optimized based on weight carrying capacity & stacking requirements. Wherever boxes need to be manually handled, weight restrictions of 15-16kg gross weight have been implemented by selecting appropriate box SKU. This has resulted in natural resource conservation by saving paper.
- Developed ladder with workplace safety features for hopper loading of raw material in IM-II plant for Armour 260 / 350 machines & in IM -1 plant for VT series machines.
- Installation & commissioning of electric hoist done in addition to HOT in one row of higher size I/M machine & M/M area resulting in reduced operator fatigue & faster mould change-over time on machine.
- In MIS Pipe plant for Mixer no. 1 , 2 & 3 the path from hot mixer to cold mixer and cold mixer to compound hopper is modified to minimise dust in the workplace.
- In the filter plant additional safety guard provided in hydraulic testing test setup, Cage Provided in hydraulic testing set up to cover filter from all sides.



- In the filter manufacturing section EOT installed for handling heavy filters which has helped in reducing the time required for loading/unloading of jobs and safety in material handling.
- Provision of mechanical winch in smart clean jumbo filter product for safety in maintenance at customer end.
- In PVC Sheet Plant Line No 07 and Line No 08 material conveying system Installed and started to eliminate manual intervention for improvement in operation ergonomics.
- In HDPE plant on machine number 1 automatic material mixing and conveying system is developed. This has saved manpower, minimised material spillage and human error.
- In house ladders are developed for joining bigger diameter lead pipes to avoid accidental risk.
- Lifting arrangement is done on machine number 1 for lifting heavy gasket and metal ring for vacuum tank to avoid accidental risk.
- Automatic material feeding system is developed on PVC corrugator lines. This has saved manpower and minimised dust in the mixing section.
- Auto liquid dosing pump is installed to feed the liquid stabilizer in the mixer eliminating the spillage and manual handling in casing plant.
- For COVID-19 various preventive measures have been implemented which included following of good hygiene practices, social distancing, use of mask, thermal screening, provision of Hand wash facilities, footwear sole sanitisation, hand sanitiser dispenser, Spraying and fogging of disinfectant, dissemination of information through posters, notices, circulars, audio/ video media to increase awareness of associates and regular monitoring of the same.

### 33) Fixed Deposits

The Company has not accepted, nor renewed any deposits from public, under the Companies Act 2013 and Companies (Acceptance of Deposits) Rules, 2014, including amendments to the same. The Company had no unclaimed / overdue deposits as on 31<sup>st</sup> March, 2020.

### 34) Auditors

#### a) Statutory Audit

The Auditor's Report of Statutory Auditors of the Company, Haribhakti and Company LLP, Mumbai, for FY 2019-20 does not contain any qualification, reservation, adverse remark. The Statutory Auditors of the Company shall retire pursuant to completing their tenure of appointment(s) as per the applicable provisions of the Companies Act 2013. The Audit Committee has recommended to the Board after interaction with shortlisted firms to appoint Singhi and Co, Chartered Accountants, Kolkata as the Statutory Auditors of the Company, and Board has accepted the recommendation of the Audit Committee and made the recommendation to the Members of the Company in AGM to be held soon. The said firm has furnished a certificate under proviso to Section 139(1)

read with conditions prescribed under Section 141 of the Companies Act 2013, being eligible to be so appointed for the FY 2020-21. the Directors therefore recommend to Members in AGM to appoint Statutory Auditors.

#### b) Cost Audit

Pursuant to the provision of the Section 148 of the Companies Act, 2013, the Board has appointed M/s. D. C. Dave & Co., Cost Accountants, Mumbai as the Cost Auditors for FY 2020. The Shareholders may approve the remuneration to be paid to them for FY 2019-20.

#### c) Secretarial Audit

Pursuant to Section 204, of Companies Act, 2013 and rules made thereunder the Company has appointed M/s V. Laxman and Co. firm of Company Secretary in practice, to conduct Secretarial Audit of the Company for FY 2021. The report of the Secretarial Audit FY 2020 in form MR-3 is annexed as **Annexure X**. The Secretarial Audit report does not contain any qualification, reservation, adverse remarks.

### 35) Promoters Group for the purposes of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

In pursuance to clause 10 (1) (a) (ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and definition of group, the representative of Promoters' Group of the Company has filed the following list of the individual Promoters and Corporate entities of Promoters Group:

#### A) Individuals

Sr. No.	Name of Promoter
1)	Shri. Bhavarlal H. Jain (deceased)
2)	Shri. Ashok B. Jain
3)	Smt. Jyoti Ashok Jain
4)	Arohi Ashok Jain
5)	Aatman Ashok Jain (N/G Ashok B Jain)
6)	Shri. Anil B. Jain
7)	Smt. Nisha A. Jain
8)	Athang Anil Jain
9)	Amoli Anil Jain
10)	Ashuli Anil Jain
11)	Shri. Ajit B. Jain
12)	Smt. Shobhana Ajit Jain
13)	Abhedya Ajit Jain
14)	Abhang Ajit Jain
15)	Shri. Atul B. Jain
16)	Dr. Bhavana Atul Jain
17)	Anmay Atul Jain (N/G Atul B. Jain)

## B) Corporate Entities

Sr. No.	Name of Corporate Entity
1)	Atlas Technology Pvt. Ltd
2)	Cosmos Investment & Trading Pvt. Ltd.
3)	Jalgaon Investments Pvt. Ltd.
4)	Jain Brothers Industries Pvt. Ltd.
5)	JAF Products Private Ltd.
6)	Jain Extrusion & Moulding Pvt. Ltd.
7)	Jain Vanguard Polybutelene Ltd.
8)	Labh Subh Securities International Ltd.
9)	Pixel Point Pvt. Ltd.
10)	Stock & Securities India Pvt. Ltd.
11)	Timbron India Pvt. Ltd.
12)	Jain Rotfil Heaters Pvt. Ltd.
13)	Jain Eagro Com India Pvt. Ltd.
14)	Kantabai Bhavarlal Jain Family Knowledge Institute
15)	Gandhi Research Foundation
16)	Jain Investments & Finance BV, Netherlands
17)	Jain Overseas Investment Ltd., Mauritius

## C) Trust Entities

Sr. No.	Name of Trust Entity
1)	Jain Family Holding Trust
2)	Jain Family Investment Trust
3)	Jain Family Enterprise Trust
4)	Jain Family Investment Management Trust
5)	Jain Family Trust

## 36) Business Responsibility Report

Pursuant to Regulation 34 (2) (f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Business Responsibility Report (BRR) describing the initiatives undertaken by the Company from an environmental, social and governance perspective, in the prescribed format and as per new National Voluntary Guidelines (NVG) is annexed as **Annexure XI** and also hosted on the Company's website [www.jains.com](http://www.jains.com).

## 37) Particulars of Energy Conservation, Technology Absorption, Research and Development, Foreign Exchange Earnings and Outgo.

### A] Energy Conservation 2019 20

The company has implemented an energy management system as per ISO 50001. During this period the energy management system ISO 50001:2011 certification is upgraded to ISO 50001:2018 at Jalgaon location. Some of the energy related improvements done in the manufacturing facilities are given below:

AC Drive installed on five extruder machines Water Bath for 2.2 kw vacuum pump which reduced energy

consumption by about 32300 KWh per year in casing pipe plant.

AC Drive installed for Air compressor 1250L & E-37 which reduced energy consumption by about 31800 KWh per year in casing pipe plant.

PPI make close coupled vacuum pumps Installed on five extruders, which reduces energy consumption by about 29600 KWh per year in casing pipe plant.

Provision of additional unloading feeder for same grade raw material unloading at silo resulted in reduction of dry run and hence energy saving of about 5% in the dripline plant.

Modification in turbo slim extrusion line no.81 for getting higher line speed thereby saving energy of about 10%.

The Tube lights were replaced by LED lights, saving around 32472 Kwh per year in Drip tape Plant.

In injection moulding plant Hot Runner/multi cavity Moulds developed for sleeve for hammer 5022 & 5035, Mini sprinkler Nozzle, bearing thereby resulting in increase of productivity, reduction in energy consumption with elimination of recycling material.

Developed automation for operating multiple cooling towers as per requirement on temperature base. This has helped in reducing water & energy consumption compared to the previous period.

Chiller water circulation pump is controlled by VFD & during idle period of chiller, pump is operated with reduced frequency. This results in considerable energy saving for all 3 chillers.

Servo drive successfully installed on 5 IM machines. Energy consumption monitored for 5 retrofitted IM machines for 1 year. Before retro fitment, energy consumption was 1.26 unit/kg. After retro fitment it is 0.486unit/kg.

In PVC sheet Plant on Line No 7 existing DC Motor & DC Drive Replaced by AC Motor and AC drive to reduce Process wastage and also achieved energy 10892 kwh energy saving in annum.

### Energy Park

1. Solar Photovoltaic Module plant, Solar Motors with Pump & Solar Photovoltaic Appliances operations are integrated in single building to utilize common utility.
2. Solar Photovoltaic Module plant Air Conditioning area is reduced to reduce the energy consumption and lighting load.
3. In the new integrated layout, Air Conditioners load used in motor plants are reduced to 5T from 22T to reduce energy consumption.
4. Solar Motor & Pump, testing time of pump set reduced to one hour from six hours considering the reduction of in process failure of Pump sets. This also reduces the cooling tower load from 13.5HP to 6 HP.

- Solar fabrication activity, utilization of high Power Consuming operation mainly Sand Blasting, Press Brake, Shearing and welding machine is schedule as per time zones where electric power is at low rate available.

## **B] Technology Absorption/up gradation**

### **Energy Park**

#### **Solar Photovoltaic Module**

- Existing stringers have been modified for adoption of big size 157 x 157 mm of higher Power solar cells
- Adoption of sliver less copper ribbon for inter connections of solar cells has been Implemented to reduce cost

#### **Solar Photovoltaic Appliances**

- New LGA, BGA & 0402 package size complex assembly of electronics SMD components introduced in the assembly of new Irrigation controller manufacturing.

## **C] Research and Development**

### **Plastic Park**

HDPE pipes are used for wide variety of applications. From water transportation to waste water, chemicals, hazardous wastes, leachate, compressed gases, oils, slurries etc., Its light weight characteristics, flexibility even at low temperature, resistivity towards chemicals, non-corrosion makes it an ideal candidate for extremely tough and highly demanding application. HDPE is replacing metal, GI, Ductile Iron and concrete pipes for transportation of effluents, sewage, corrosive chemicals and sludge etc., The demand for HDPE pipe in higher diameter is very high especially for desalination industry / application. With the higher demand as well as in the process of identifying new application for ease of operation, higher product life, higher cost to performance ratio attempt has been made to develop and offer HDPE pipe in diameter 2000 mm & 2500 mm. Extrusion of HDPE with such an high diameter meant for high pressure application is extremely tricky and difficult task. When HDPE pipe having diameter 2000 mm and 2500 mm is extruded, maintaining uniform wall thickness around the circumference is very important. The thickness of such large diameter is about 100 mm and 118 mm and due to this higher thickness there will be a phenomenon known as sagging during the extrusion process. Because of gravity, molten polymeric mass will tend to flow towards the bottom of the extrusion die and hence thickness of such a high wall thickness higher diameter pipe is always higher compared to top side of the pipe extruded. Mere adjustment of die gap and process temperature of the die will not address the problem of sagging. Material selection with proper viscosity number, molecular weight distribution and molecular weight of the HDPE used, design of the tool sets – die, mandrel & calibrator, design of vacuum tanks / cooling tanks for maintaining the shape and cooling of molten mass and other downstream equipment's play a

vital role. HDPE, being poor in conducting heat, cooling the pipe of thickness 100 & 118 mm was a big challenge and this was addressed through an innovative cooling mechanism adopted during the extrusion process. After Extensive trials, processing conditions and grade of HDPE were established for extrusion of HDPE pipe in diameter 2000 and 2500 mm. With the in – house development of extrusion downstream machineries & processing methodology we are the only Indian manufacture who could produce such a higher diameter pipes with wall thickness variation as minimum as possible which is a quite unique achievement as far as the process quality and capability is concerned.

### **Energy Park**

#### **A) Solar Photovoltaic Module**

- Design verification & validation of 300Wp PV module with 66 cells has been completed and product is released for mass production.
- Design and development of 14Wp PV modules with black color back sheet and Glass filled PET material frame suitable for Agriculture controller operation.

#### **B) Solar motor & pumps:**

- Upgrading of 0.5hp Sunlight solar pump – Power and sensor connections, sealing improvement, frame design etc.
- Prototype development of 2hp Sunlight solar pump – First prototype of plumpest is assembled and testing is in progress.
- Prototype development of 5hp AC submersible motor for solar pumping- First prototype developed. Design modifications are under progress.
- New Lead cable connector development for submersible motor – Design modified prototype got developed and lab tested.

#### **C) Solar Photovoltaic Appliances**

- New Irriconnect series agriculture controller with advance wireless and ultra-low power technology adopted in new development.
- Universal Solar Pump Controller - First prototype is developed. Testing and development of firmware is in progress. 5HP AC induction motor has been derived successfully.
- LED Growth light of 600W for Tissue Culture development is in progress.
- Cost and size reduction of BLDC motor based solar pump controller is in progress. Cost reduction will not compromise the product quality and specifications. It will be achieved by the size and weight reduction.
- Solar pump controller for PMSM (Permanent Magnet Synchronous Motor) sine wave motor controller is developed with the same electronics hardware of AC induction motor controller. Testing on various motors is in progress.
- Smart LED Street light is complete and soon will be released to production.

### 38) Foreign Exchange Earnings and Outgo

The foreign exchange earnings & outgo are as per details hereunder:

(Amount ₹ Mn)

<b>C. I. F. Value of Imports, Expenditure and Earnings of Foreign Currency</b>	<b>2019-20</b>	<b>2018-19</b>
<b>CIF value of imports Raw materials and components and Stores and Spares</b>	872.63	4,669.53
Capital goods	248.13	653.64
<b>Total</b>	<b>1,120.76</b>	<b>5,323.17</b>
<b>Expenditure in foreign currency (on accrual basis)</b>		
Interest and finance charges	194.4	701.82
Discount / commission on export sales	19.44	28.23
Export selling / market development expenses	1.17	162.42
Travelling expenses	17.32	22.90
Law and legal / professional consultancy expenses	30.13	24.14
Testing, quality and other charges	13.73	28.72
<b>Total</b>	<b>276.2</b>	<b>968.23</b>
<b>Earnings in foreign currency</b>		
FOB value of exports (on the basis of bill of lading)	2329.15	3,958.71
<b>Total</b>	<b>2329.15</b>	<b>3,958.71</b>

### 39) Material Changes & Commitment affecting the Financial Position of the Company

There are no material changes affecting the financial position of the Company subsequent to the close of the Financial Year 2020 till the date of this report, except the temporary liquidity issues due to delayed realisation of debtors, specially for Government and Projects and the Resolution Plan is in final stages of approval with Lenders under the RBI Guidelines/Circulars for debt restructuring.

### 40) Acknowledgement

The Directors take this opportunity to place on record their appreciation of whole hearted support received from all stakeholders, customers and the various departments of Central and State Governments, Financial Institutions, Bankers, the Dealers and Suppliers of the Company. The Directors wish to place on record their sense of appreciation for the devoted services of all the associates of the Company.

Sd/-

Anil B. Jain

**Vice Chairman and  
Managing Director**

Sd/-

Ajit B. Jain

**Joint Managing  
Director**

Date : **8<sup>th</sup> December 2020**

Place : **Jalgaon**



# ANNEXURE I

## BOARD'S REPORT 2019-20

Statement of Particulars of employees pursuant to the provisions of Section 134 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended upto date.

Sr. No.	Name of Employees	Total Experience (Year)	Designation	Remuneration Gross (₹)	Qualification	Commencement of Employment with Company	Particular of last Employment	Last Post	Employer	No. of Years (Previous Employment)	Covered Under 850,000/ Category w.e.f.
1	2	3	4	5	6	7	8	9	10	11	12
1)	Shri. Ashok B. Jain	37	Whole Time Director	35,320,847	B.Com	12.01.87	Own Business	Partner	Jain Brothers Industries Pvt. Ltd.	4	01.04.2010
2)	Shri. Anil B. Jain	35	Vice Chairman & Managing Director	35,320,847	B.Com., LLB	12.01.87	Own Business	Partner	Jain Brothers Industries Pvt. Ltd.	2	01.04.2010
3)	Shri. Ajit B. Jain	35	Jt. Managing Director	35,320,847	B.E.	11.01.85	-	-	-	-	01.04.2010
4)	Shri. Atul B. Jain	28	Chief Financial Officer	35,320,847	B.Com	01.01.91	-	-	-	-	01.04.2010

1] Shri. Ashok B. Jain, Shri. Anil B. Jain, Shri. Ajit B. Jain and Shri Atul B. Jain are related to each other as brothers.

# ANNEXURE II

## FORM AOC-1

### (Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of Subsidiaries/Associates Companies/Joint Ventures.

#### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

##### a) India

Sr.	Particulars	Details (₹ in million)	
1)	Name of the subsidiary	<b>Jain Farm Fresh Foods Limited</b>	<b>Jain Processed Foods Trading and Investments Private Ltd.</b>
2)	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2020	1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2020
3)	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA
4)	Share capital	280.03	20.10
5)	Reserves & surplus	9,762.06	0.02
6)	Total Assets	22,179.47	36.54
7)	Total Liabilities	12,137.38	16.27
8)	Investments	1,242.58	20.15
9)	Turnover	7,428.11	6.39
10)	Profit before taxation	(1049.04)	0.20
11)	Provision for taxation	(342.55)	0.05
12)	Profit after taxation	(706.49)	0.15
13)	Proposed Dividend	NIL	NIL
14)	% of shareholding	88.81	100

##### b) Overseas

Sr.	Particulars	Details (₹ in million)		
		Jain International Trading B. V.	JISL Overseas Limited	
1)	Name of the subsidiary			
2)	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	01 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2020	01 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2020	
3)	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period			
	Average Rate	US\$	70.8970	70.8970
	Closing Rate	US\$	75.3859	75.3859
4)	Share capital	US\$	3.15	62.31
		INR	237.80	4696.99
5)	Reserves & surplus	US\$	6.81	(4.80)
		INR	512.74	(362.16)
6)	Total Assets	US\$	231.15	63.96
		INR	17424.85	4821.41
7)	Total Liabilities	US\$	221.19	6.46
		INR	16674.3	486.76

Sr.	Particulars	Details (₹ in million)		
8)	Investments	US\$	56.21	63.96
		INR	4237.78	4821.59
9)	Turnover	US\$	14.07	0
		INR	997.65	0
10)	Profit before taxation	US\$	(2.31)	(0.41)
		INR	(163.43)	(29.46)
11)	Provision for taxation	US\$	(1.18)	-
		INR	(83.90)	-
12)	Profit after taxation	US\$	(1.19)	(0.41)
		INR	(83.91)	(29.46)
13)	Proposed Dividend	US\$	-	-
		INR	-	-
14)	% of shareholding		100	100

Notes: The following information shall be furnished at the end of the statement:

- 1) Names of subsidiaries which are yet to commence operations : None
- 2) Names of subsidiaries which have been liquidated or sold during the year : None
  - Closing rate is applied for Balance Sheet items.
  - Average rate is applied for Profit and Loss items.
  - Share Capital also includes Preference Share Capital.

## Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Amount in ₹ million (except number of shares)	
	Sustainable Agro- Commercial Finance Limited	
	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
1) Name of Associates/Joint Ventures		
2) Latest audited Balance Sheet Date		
3) Number of Shares of Associate/Joint Ventures held by the Company on the year end	5,88,00,000	5,88,00,000
4) Amount of Investment in Associates/Joint Venture	588.01	588.01
5) Extend of Holding %	49	49
6) Description of how there is significant influence	Company holds 49% and has nominated 2 Directors on Board of Associate Company	
7) Reason why the Associate/Joint Venture is not consolidated	Below 50.1% holding	
8) Net worth attributable to shareholding as per latest audited Balance Sheet	1,691.70	1,625.60
9) Profit/Loss for the year	67.00	55.10
10) Consolidated	NA	NA
11) Standalone	67.00	55.10

\* Provisional management figures subject to audit.

# ANNEXURE III

## REPORT OF CORPORATE SOCIAL RESPONSIBILITY FY 19-20

Following the requirements of Section 135 of The Companies Act 2013, the Company has formed a three-member CSR committee. This committee is chaired by Group Chairman, Mr. Ashok B. Jain with Mr. D. R. Mehta, and Ms. Radhika Pereira, being the other two members. The CSR committee formulated a comprehensive policy on the Company's CSR programs and projects in 2014. Committee had three meetings in FY 19-20; first meeting on 29<sup>th</sup> May 2019, subsequent meeting on 14<sup>th</sup> August 2019 and final meeting on 14<sup>th</sup> February 2020, to review the progress of CSR projects, existing CSR Policy and to demonstrate the CSR projects for the subsequent financial year.

A total of 52.13 million INR was the due mandatory CSR amount for FY 19-20 which was to be spent on identified CSR projects as per the Company's CSR policy. However, due to losses in the FY20, liquidity crunch and cash flow issues, JISL could only spend INR 14.59 million by 31<sup>st</sup> March 2020. It is proposed that remaining amount (i.e. INR 37.54 million) will be spent by 30<sup>th</sup> September 2020. Due to COVID-19 situation companies have been given time till September-2020. Hence the remaining mandatory CSR money will be spent by the end of Sep-20 and compliance will be made. It is to be noted that a substantial amount of CSR money has already been spent by JISL in the first quarter of FY 20-21 on COVID-19 relief projects (Community Food and Sanitation etc.).

The committee agreed to continue the CSR activities on its own and through the two foundations, namely Bhavarlal and Kantabai Jain Multipurpose Foundation (BKJMF) Trust, Jalgaon and Gandhi Research Foundation (GRF), Jalgaon.

Following projects will continue during financial year 2020-21 as approved by the CSR Committee:

### a) Rural Development Activities through

#### Ba-Bapu 150 Project

Our Rural development interventions under Ba-Bapu-150 project are inspired by the idea of "Gram Sarvodaya" (a self-sustained village) as proposed by the Father of the Nation - Mahatma Gandhi. The Ba-Bapu 150 team started its first phase by selecting and initiating its activities in 22 villages in Jalgaon district. key focus of our rural development projects include promoting water sanitation and hygiene (WASH), and making safe drinking water available to the remote and rural communities. Entrepreneurship, watershed development, FPO and sustainable agriculture are the other key indicators under Ba-Bapu 150 project.

### b) Ensuring Environmental Sustainability

Ensuring environmental sustainability through natural resource conservation and environmental protection is embedded in our mission statement. We participate in a voluntary plantation program on world environment day every year. In addition we also support Maharashtra government's afforestation mission from time to time.

### c) Promoting Education

Anubhuti is our flagship project in this area. Anubhuti English medium school for underprivileged children is providing quality education with facilities comparable to the best schools. The classrooms have furniture and facilities specially designed for children. This directly reflects one of the principles of education at Anubhuti, where the limitations of individuality and need for interdependence are emphasized. The curriculum comprises sports, arts, craft, dance, music and excursions. The school is growing each year as the children progress to a higher class and presently admits 450 plus students from Class I to X.

### d) Promoting Sports

Our Jain Sports Academy, which functions under the BKJMF trust, is responsible for coordinating and handling all activities related to sports. The Academy also conducts competitions in most traditional Indian games like kho kho, volleyball, table tennis, badminton, swimming, cricket, trekking, cycle racing, skating, marathon, carom, basketball and football, among others. Most of our spending goes towards sports material and infrastructure, coaching fees and payment made to budding sportsmen and their coaches.

### e) Healthcare

Kantai Netralaya is an eye hospital supported by JISL's one of the Company foundations- Bhavarlal Kantaibai Jain Multipurpose Foundation (BKJMF) and managed by Poona Blind Men Association (PBMA). JISL and PBMA have come together in this project with a common goal to eradicate preventive blindness and make Jalgaon cataract free district by 2020. Kantai Netralaya aims at providing comprehensive quality eye care without discrimination between free and paid patients. We conduct regular outreach programs in nearby rural areas to create awareness and provide free eye care treatment to poor and needy.



## f) COVID-19 Relief Work

Since the outset of Pandemic - COVID-19, JISL has been providing food to the migrating labors passing through the city, to the colony of labors/workers and to the other needy residents of Jalgaon. Moreover, the Company has printed and distributed over 100,000 copies of "Coronavirus Mahiti Pustika " in the city to create awareness about preventing the spread of COVID-19 in the community. The Company has also run a sanitization drive in the city and supported Jalgaon civil hospital for the same. COVID-19 relief work is being done through Bhavarlal Kantabai Jain Multipurpose Foundation (BKJMF)

Besides this, there are connected CSR activities undertaken by the BKJMF and GRF independently throughout the calendar year. Following are the details of various CSR expenditures done in FY 19-20.

**Table: CSR projects and expenditures during FY 19-20**

(All amount in ₹ Million)

Sr.	CSR activities carried out	Linkage to Schedule VII of Companies Act 2013	Expenditure
<b>1</b>	<b>Rural Development</b>		<b>1.38</b>
a)	Contribution to Ba-Bapu-150 Project through GRF	(x) Rural Development Projects	0.38
b)	Contribution to rural development activities, particularly, creating the water source in nearby villages	(i) promoting preventive health care and sanitation and making available safe drinking water	1.00
<b>2</b>	<b>Conservation of natural resources, quality of soil, air, water, etc.</b>		<b>1.55</b>
a)	Afforestation Activities during world environment day and 'Van Mohtsava' Campaign of Maharashtra Government	(IV) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water	0.08
b)	Future Agriculture Leaders of India (FALI) Program		0.00
c)	Bhaunche Udyan Project		1.47
<b>3</b>	<b>Promoting Education</b>		<b>0.04</b>
a)	Utilization of testing facilities in nearby technical institutions	(ii) promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	0.04
b)	Contribution to Anubhuti English Medium School		0.00
<b>4</b>	<b>Promoting Sports</b>		<b>10.74</b>
a)	Direct Support by Jain Irrigation to Jain Sports Academy for Sports Material, Tournament Fees etc.	(vii) training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports	2.54
c)	Direct Support by Jain Irrigation to Jain Sports Academy for Expenditures of Coaches and Players		8.20
<b>5</b>	<b>Healthcare</b>		<b>0.86</b>
a)	Direct Contribution to Kantai Netralaya Project	(i) promoting preventive health care and sanitation and making available safe drinking water	0.86
<b>6</b>	<b>COVID-19 Relief</b>		<b>0.02</b>
a)	City Sanitation Drive and Direct Support to Civil Hospital Jalgaon	(i) promoting preventive health care and sanitation and making available safe drinking water	0.02
	<b>Sub-total</b>		<b>14.59</b>

Sd/-

**Mr. Ashok B. Jain**

Whole Time Director  
(Chairman CSR Committee)

Sd/-

**Mr. Devendra Raj Mehta**

Non-Executive Independent Director  
(Member CSR Committee)

Date : **31<sup>st</sup> July, 2020**

Place : **Jalgaon**

# ANNEXURE IV

## CORPORATE GOVERNANCE REPORT

### 1) Corporate Governance

Corporate governance is the application of best management practices, compliance of laws, rules, regulations and adherence to standards to achieve the objects of Jain Irrigation Systems Limited ("the Company"), enhance stakeholder value and discharge social responsibility. The Corporate Governance Structure in the Company assigns responsibility and authority to the Board of Directors, its committees, executive management and senior management employees, among others. The Company has to follow the Companies Act, 2013 ("the Act") and as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") and in some cases stricter of the two. Hence Governance has become more of a challenge and compliances of laws/regulations make it further daunting task.

#### Company's Philosophy on Corporate Governance

The Company acknowledges its responsibilities to its stakeholders. The Company believes that the corporate governance helps to achieve commitment and goals to enhance stakeholder value by giving equal attention to all stakeholders. The Company's core values are based on integrity, emphasis on product quality and transparency in its dealings with all stakeholders. Any good corporate governance provides an appropriate framework for the Board, its committees and the executive management to carry out the objectives that are in the interest of the Company and the stakeholders. The Company maintains highest levels of transparency, accountability and good management practices, through the adoption and monitoring of corporate strategies, goals and procedures to comply with its legal and ethical responsibilities. The Company is committed to meeting the aspirations of all its stakeholders. The satisfaction of associates is reflected in the stability at all the levels of management. The Company is in compliance with the requirements of the revised guidelines on corporate governance stipulated in the Regulations. A code of conduct is framed and adopted in and the pursuit of excellence at corporate governance. Various policies adopted by Board are also adhered to strictly at all times.

The Company has three tiers of the governance pyramid:

- Shareholders - Board of Directors
- Committees of the Board
- Executive Management

Each of the tier operates within the given parameters as per prevailing laws and regulations or the practices prevalent in the industry. The Board of Directors is responsible for establishing a framework that governs all departments, people, and operations across company. They're also responsible to see that management is carrying out the tasks that will lead to sound performance, profitability, and sustainability. In the course of their duties, Board may elect to delegate some of the work to various individuals, groups, or committees. Along with any delegated responsibility, the Board also delegates the appropriate levels of authority and responsibility to executive management in charge of the day to day operations.

### 2) Board of Directors

#### a) Board Composition

The Board of Directors of the Company comprises of Executive and Non-Executive Directors.

Since Shri. Ashok B. Jain is Whole Time Director, but is appointed as Chairman of the Meeting at each of the meetings of Board and Chairs the general Meetings also, the strength of Independent Directors is mandated at half of the strength of the Board. The Board has 5 independent members in the total strength of 10 Members. The Executive Directors are 5 in view of the diverse nature of the business together and multi product, multi-location spread of the business of the Company. The Independent Directors are professionals in their field and possess background of financial, legal and agriculture fields. 3 Independent Directors out of the 5 Directors are with the Company Board for less than 10 years at present. At present in terms of the Articles of Association the strength of the Board shall not be less than 3 and not more than 15. However, the broad basing of the Board is to take place along with the restructuring (Resolution Plan) with the Lenders.

The Board of Directors have confirmed that the Independent Directors meet the criteria of independence as mentioned under Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the Regulations that they are

independent of the management and obligation provided under Regulations 17A of the Regulations, while also being not disqualified under the Section 164 of the Companies Act, 2013 for the year ended on 31<sup>st</sup> March 2020.

The composition of the Board and category of Directors are as follows:

Name of Director	Category	Directorship in other listed entity (Category of Directorship)
Shri. Ashok Bhavarlal Jain	Promoter Director- Executive	None
Shri. Anil Bhavarlal Jain	Promoter Director- Executive	None
Shri. Ajit Bhavarlal Jain	Promoter Director- Executive	None
Shri. Atul Bhavarlal Jain	Promoter Director- Executive	None
Shri. R. Swaminathan	Non-Promoter Director Executive	None
Shri. Devendra Raj Mehta	Non-Promoter – Independent Director	1) Glenmark Pharmaceuticals Limited. (Non-Executive-Independent) 2) Poly Medicare Limited (Non-Executive-Independent-Chairperson) 3) JMC Projects (India) Limited (Non-Executive-Independent-Chairperson)
Shri. Ghanshyam Dass	Non-Promoter – Independent Director	None
Smt. Radhika C. Pereira	Non-Promoter – Independent Director	1) Parag Milk Foods Limited (Non-Executive-Independent) 2) TIPS Industries Limited (Non-Executive-Independent) 3) Essel Propack Limited (Non-Executive-Independent) 4) Fairchem Speciality Limited (Non-Executive-Independent)
Dr. H. P. Singh	Non-Promoter – Independent Director	None
Shri. Johannes Bastiaan Boudewijn Mohrmann	Non-Promoter – Independent Director	None

Shri. Ashok B. Jain, Shri. Anil B. Jain, Shri. Ajit B. Jain and Shri. Atul B. Jain are brothers. However, none of the other directors are related to any other director on the Board.

The following is the composition of the Board on 31<sup>st</sup> March, 2020:

As on	Executive Directors	Non-Executive Directors	Total Strength
31 <sup>st</sup> March, 2020	5	5	10

The Shareholding of Directors in the Company is as under as on 31<sup>st</sup> March, 2020

Sr. No.	Name of Directors	No. of Ordinary Equity Shares	% of Total Ordinary Equity Capital	No. of DVR Equity Shares	% of Total DVR Equity Capital
1)	Shri. Ashok B. Jain	3,57,485	0.07	92,873	0.48
2)	Shri. Anil B. Jain	1,13,690	0.02	5,684	0.03
3)	Shri. Ajit B. Jain	8,61,205	0.17	4,67,010	2.42
4)	Shri. Atul B. Jain	1,75,980	0.04	8,798	0.05
5)	Shri. D. R. Mehta	25,000	0.01	1,250	0.01
6)	Shri. R. Swaminathan	2,07,260	0.04	8,863	0.05
7)	Shri. Ghanshyam Dass	-	-	-	-
8)	Smt. Radhika Pereira	25,000	0.01	1,250	0.01
9)	Shri. Shri. Johannes Bastiaan Boudewijn Mohrmann	-	-	-	-
10)	Dr. H. P. Singh	-	-	-	-
<b>Total</b>		<b>17,65,620</b>	<b>0.36</b>	<b>5,85,728</b>	<b>3.05</b>

The Company has not issued any convertible securities or granted stock options to any of its Non-Executive Directors.

### **b) Meetings of Independent Directors**

The Independent Directors of the Company have met once on 30<sup>th</sup> September 2019, without the presence of Executive Directors or management personnel. Such meeting was conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the chairman of the meeting. The Chairman of the meeting takes appropriate steps to present Independent Directors' views to the Chairman and Managing Director of the Company.

### **c) Code of Conduct**

The Company has in place a comprehensive Code of Conduct (the Code). A copy of the Code has been put on the Company's website ([www.jains.com](http://www.jains.com)). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

### **d) Scheduling and selection of agenda items for Board meetings**

A minimum four of pre-scheduled Board meetings are held annually. Additional Board meetings depend on importance of matters. Additional Board Meetings are convened by giving at least 7 days' notice to address of the Director in India or by e mail or similar means, and to serve the Company's specific Board decision needs. Resolutions are passed by circulation in case of eligible business due to urgency of matters. The meetings are usually held at the Chairman's office at Jalgaon or Mumbai office or by electronic means as permitted.

The Board is given presentations covering Finance, Performance Review of various Segments of Business and their operations, overview of business operations of major subsidiary companies before taking on record the Company's quarterly/annual financial results/ statements.

The items / matters required to be placed before the Board, inter alia, include:

- Appointment of Chairman of the each of the Board meeting.
- Grant leave of absence, if any.
- Review and confirm the minutes of previous Board meeting and Committee decisions.
- Brief on statutory developments, changes in government policies, among others with impact thereof, Directors' responsibilities arising out of any such developments.
- Quarterly/annual divisional performance vis a vis the Budget for the financial quarter/year adopted by Board and reasons and details for variations, if any.
- Annual operating plans of businesses and budgets including capital budgets and any updates.
- Quarterly results of the Company and review performance of various Segments of Business.
- Company's Annual Financial Results, Financial Statements, Auditors' Report and Board's Report
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Any material default in financial obligations to Financial Lenders and by the Company, or substantial non-payment for goods sold by the Company.
- Non-compliance of any regulatory, statutory or listing requirements, and shareholders' services.
- Appointment, remuneration and resignation of Directors.
- Formation/reconstitution of Board Committees.
- Terms of reference of Board Committees, important Transactions by Board of unlisted subsidiary companies.
- Declaration of Independent Directors at the time of appointment/annually.
- Disclosure of Directors' interest and their shareholding.
- Appointment or removal of the Key Managerial Personnel.
- Appointment of Internal Auditors, Cost Auditor, Statutory Auditors and Secretarial Auditors (as recommended by the Audit Committee)
- Quarterly / Annual Secretarial Audit reports submitted by Secretarial Auditors recommended by Audit Committee.
- Dividend declaration, as per the Dividend Policy adopted by the Company.
- Quarterly summary of all long-term borrowings made, bank guarantees issued and loans and investments made.
- Significant changes in accounting policies and internal financial controls.
- Takeover of a company or acquisition of a controlling or substantial stake in another company.
- Statement of significant transactions, related party transactions and arrangements entered by unlisted subsidiary companies.
- Issue of securities or fund raised generally( Working Capital thru ORC.
- Recommending appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee.



- Internal Audit findings and External Audit Reports (through the recommendation of Audit Committee).
- Proposals for major investments, mergers, amalgamations and reconstructions.
- Status of business risk exposures, its management and related action plans.
- Making of loans and investment of surplus funds.
- Borrowing of monies, giving guarantees or providing security in respect of loans (through Operations Review Committee within Budget limits approved annually).
- Significant write off's/disposals or incidents of fraud/theft etc.
- Convene general meetings of shareholders.
- Taking on record compliances certificates and minutes of Committees appointed by Board.
- The Chairman, Vice Chairman & Managing Director and Company Secretary in consultation with other concerned members of the senior management, finalise the agenda for Board/Committee meetings.

#### e) Board material distributed in advance

The agenda notes are circulated to Directors seven days in advance. The agenda papers are serially numbered with Index of contents. The documents which are not practicable to attach to the agenda are circulated at meeting. In special and exceptional circumstances, additional items on the agenda are permitted by the Chairman with the consent of all the directors present. Now Company intends to provide paperless environment for meetings.

#### f) Recording minutes of proceedings at Board and Committee meetings

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/ Board Committee members for their comments within fifteen days. The minutes are finalized and entered in the Minutes Book within thirty days from the conclusion of the meeting.

#### g) Post meeting follow-up mechanism

The guidelines for Board and Board Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Board Committees thereof. Important decisions taken at Board/Board Committee meetings are communicated promptly to the concerned departments/divisions. Action-taken report on decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/ Board Committee for noting.

#### h) Compliance

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting, is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Act, read with rules issued thereunder, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India or MCA circulars or SEBI (LODR) 2015 etc..

#### i) The table below gives the composition of Jain Irrigation's Board and the number of other Directorships and Committee Memberships as on 31<sup>st</sup> March, 2020.

Sr. No.	Name of Directors	Other Directorship in Ltd. Co.	Other Directorship in Pvt. Ltd. Co.	Membership in Committees of Companies (other than JISL)	Membership in Committees at JISL
1)	Shri. Ashok B. Jain	5	9	Nil	2
2)	Shri. Anil B. Jain	30*	6	Nil	1
3)	Shri. Ajit B. Jain	7*	7	Nil	2
4)	Shri. Atul B. Jain	18*	10	Nil	2
5)	Shri. D. R. Mehta	6	1	Nil	1
6)	Shri. R. Swaminathan	2*	Nil	Nil	1
7)	Shri. Ghanshyam Dass	3	1	Nil	2
8)	Smt. Radhika Pereira	6	1	9	5
9)	Dr. H. P. Singh	Nil	1	Nil	1
10)	Shri. Johannes Bastiaan Boudewijn Mohrmann	Nil	Nil	Nil	Nil

\* Including foreign Subsidiary Companies in group.

**j) Meetings of Board and its Committees**

Meetings of Board and its Committees are held as and when required. The meetings of the Board and Audit Committee normally last for a day and in some cases are held over two days. The Board of Directors met five times and AGM was held on 30<sup>th</sup> September, 2019 during the year.

Date of Board Meetings	
Sr. No.	Date
1)	30 <sup>th</sup> May, 2019
2)	17 <sup>th</sup> July, 2019
3)	14 <sup>th</sup> August, 2019
4)	28 <sup>th</sup> /30 <sup>th</sup> August, 2019
5)	30 <sup>th</sup> September, 2019
6)	14 <sup>th</sup> November, 2019
7)	14 <sup>th</sup> February, 2020

The attendance details are as follows;

Sr. No.	Name of Directors	Designation	Category	BOD	AGM
1)	Shri. Ashok B. Jain	Whole Time Director	Promoter Director	7	Yes
2)	Shri. Anil B. Jain	Vice Chairman & Managing Director	Promoter Director	7	Yes
3)	Shri. Ajit B. Jain	Joint Managing Director	Promoter Director	7	Yes
4)	Shri. Atul B. Jain	Joint Managing Director	Promoter Director	7	Yes
5)	Shri. R. Swaminathan	Executive Director	Executive Director	3*	No
6)	Shri. D. R. Mehta	Director	Independent Director	7	No
7)	Shri. Ghanshyam Dass	Director	Independent Director	7	Yes
8)	Smt. Radhika Pereira	Director	Independent Director	7	No
9)	Dr. H. P. Singh	Director	Independent Director	6	Yes
10)	Shri. Johannes Bastiaan Boudewijn Mohrmann	Director	Independent Director	1**	Yes

\*Being abroad.

\*\*Appointed on 30<sup>th</sup> September, 2019.

**k) Disclosure for retiring Director**

Name, Designation and Qualification	Experience and expertise in specific functional areas	Other Company Directorships, Committee Memberships, Trustee, Proprietor, Partner etc.
Shri. Ajit B. Jain, Joint Managing Director BE (Mech).	Shri Ajit B. Jain is a Mechanical Engineer. As a Director, he joined the organization in 1998. He was designated as Chief Operating Officer of the Company in 2002. He has handled many responsibilities in the Company such as Business Unit Head of Micro Irrigation Division, Solar Pumping Division, Tissue Culture Division, as Head of product development & new application, Micro Irrigation, piping and Solar Pumping Systems, development and adaptation of drip technology for new crops and integration with major irrigation, leading integration of acquired entities.	<p><b>Director – Jain Irrigation Systems Ltd</b></p> <ol style="list-style-type: none"> <li>1) Jalgaon Investments Private Limited,</li> <li>2) Jain Extrusion and Moulding Private Limited,</li> <li>3) Jain Rotfil Heaters Private Limited,</li> <li>4) Jain Vanguard Polybutylene Limited,</li> <li>5) Cosmos Investment and Trading Private Limited,</li> <li>6) JAF Products Private Limited,</li> <li>7) Jain Brothers Industries Private Limited,</li> <li>8) Stock and Securities (India) Private Limited</li> <li>9) Sustainable Agro- Commercial Finance Ltd</li> <li>10) JISL Global S.A</li> <li>11) JISL Systems S.A</li> <li>12) Naandan Jain Irrigation Ltd</li> <li>13) THE Machines S.A., Switserland</li> <li>14) Pro Tool AG, Switserland</li> <li>15) Jain Overseas Investments Limited,</li> <li>16) Jain Investment &amp; Finance BV,</li> </ol> <p><b>Partner</b> Jalgaon Metals and Bricks Manufacturing Co.</p> <p><b>Proprietorship</b> Plastic Enterprises</p>

Name, Designation and Qualification	Experience and expertise in specific functional areas	Other Company Directorships, Committee Memberships, Trustee, Proprietor, Partner etc.
	-	<b>Trust</b> 1) Bahinabai Chaudhari Memorial Trust 2) Anubhuti Scholarship Foundation 3) Jain Family Holding Trust 4) Jain Family Investment Trust 5) Jain Family Enterprises Trust 6) Jain Family Investment Management Trust 7) Jain Family Trust  <b>Committee Membership:</b> <b>Member –</b> i) Operations Review Committee ii) Stockholders Relationship Committee
	<b>Current Position;</b> Since 2007 Director NaanDanJain Irrigation, Israel Since 2007 CEO, Jain Irrigation Inc., USA Since 2008 Director THE Machines S.A., Switzerland Since 2011 CEO Point Source Irrigation Inc., USA 1998 Director Jain Irrigation Systems Ltd 2002 Chief Operating Officer Jain Irrigation Systems Ltd, India Since 2004 Jt. Managing Director Jain Irrigation Systems Ltd., Jalgaon, India.  <b>Business Unit Head</b> of Micro Irrigation Division, Solar Pumping Division, Tissue Culture Division. Head of product development & new application - Micro Irrigation, piping and Solar Pumping Systems. Development and Adaptation of drip technology for new crops and integration with major Irrigation. Leading integration of acquired entities.	-

### 3) Audit Committee

- i) The Audit Committee meetings are generally conducted just before the Board Meeting. The Audit Committee has the following powers:
- To investigate any activity within its terms of reference
  - To seek information from any employee
  - To obtain outside legal or other professional advice
  - To secure attendance of outsiders with relevant expertise, if it considers necessary

Brief description of terms of reference of the Audit Committee includes following

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct and credible.
- b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor/Internal Auditor/Cost Auditors and the fixation of audit fees.
- c) Review Internal Audit Reports and discussion with internal auditors regarding any significant findings and follow up there on.
- d) Reviewing with the management the annual financial statements before submission to the Board for approval, with particular reference to:
  - i) Change, if any, in accounting policies and practices and reasons for the same.
  - ii) Compliance with listing and other legal requirement relating to financial statements.
  - iii) Qualifications in the draft audit report.

- iv) Disclosure and approval of related party transactions as ay come up during the course of the year.
- v) Statutory liabilities (Direct/indirect taxes) of the Company.
- e) Financial reporting to all Stakeholders: The Management is responsible for financial reporting and internal control in the Company. The Statutory Auditors are responsible for performing audit of the Company's financial statements in accordance with the generally accepted audit practices and issue reports based on such audits. The Audit Committee is responsible for supervising the financial reports, Statutory Audit and Internal Audit to ensure accurate and appropriate disclosures that maintain and enhance quality of financial reporting.
- f) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
- g) Compliance with listing and other legal requirements relating to financial statements;
- h) Reviewing and monitoring the auditors independence and performance, and effectiveness of audit process Approval or any subsequent modification of transactions of the Company with related parties
- i) Scrutiny of inter-corporate loans and investments Valuation of undertakings or assets of the Company, wherever it is necessary.
- j) Evaluation of internal financial controls and risk management systems.
- k) The Management Discussion and Analysis of financial condition and results of operations;
- l) Formulating the scope, functioning, periodicity and methodology for conducting the internal audit, reviewing the adequacy of internal audit function, if any, reporting structure coverage and frequency of internal audit, discussion with internal auditors of any significant findings and follow-up thereon.
- m) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- n) To review the functioning of the Vigil Mechanism and Whistle Blower Mechanism.
- o) Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 2018.
- p) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- q) Compliance Certificate certifying compliance with all laws as applicable to the Company
- r) To Review Show cause, demand, prosecution notices and penalty notices, which are materially important
- s) To Review any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company
- t) To Review status of business risk exposures, its management and related action plans

## **ii) Composition of Audit Committee:**

The Committee's composition meets with requirements of Section 177 of the Act, and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Members of the Audit Committee possess financial/accounting expertise/exposure.

The following are the members of the Audit Committee, as on 31<sup>st</sup> March 2020:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Designation</b>
a)	Shri. Ghanshyam Dass	Chairman
b)	Smt. Radhika Pereira	Member
c)	Dr. H. P. Singh*	Member

\*Appointed on 30.05.2019

Shri. Anil B Jain, Vice Chairman & Managing Director is permanent invitee and the Company Secretary is the secretary and convener of the Committee.

The statutory auditors were present in all four Audit Committee meetings held during the FY 2019-20.

## **iii) Audit Committee meetings and attendance**

Dates of Audit Committee Meetings in FY 2019 20 are as follows:

<b>Sr. No.</b>	<b>Date</b>
1)	30 <sup>th</sup> May, 2019
2)	14 <sup>th</sup> /28 <sup>th</sup> /30 <sup>th</sup> August, 2019
3)	14 <sup>th</sup> November,2019
4)	14 <sup>th</sup> February,2020



Presence at Audit Committee Meetings:

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Shri. Ghanshyam Dass	Chairman	Independent Director	4	4
Dr. H P Singh*	Member	Independent Director	4	3
Smt. Radhika Pereira	Member	Independent Director	4	4

\*Appointed as member of Audit Committee on 30.05.2019

#### iv) General

The representatives of statutory auditors are permanent invitees to the Audit Committee meetings. The statutory auditors were present in all four Audit Committee meetings held during the FY 2019-20. Executives of accounts department, finance department, corporate secretarial department and internal audit department and representatives of internal auditors attend the Audit Committee meetings. The internal auditor reports directly to the Audit Committee.

The Chairman of the Audit Committee was present at the last Annual General Meeting, held on 30<sup>th</sup> September 2019.

#### v) Subsidiary Companies

The Company has the following direct wholly owned subsidiaries:

- a) JISL Overseas Ltd., Mauritius
- b) Jain International Trading BV, Netherlands
- c) Jain Processed Foods Trading and Investments Pvt. Ltd.,

The Company has the following unlisted Indian subsidiaries

- i) Jain Farm Fresh Foods Limited.
- ii) Driptech India Private Limited

Shri. Ghanshyam Dass, Independent Director was nominated on the Board of Jain Farm Fresh Foods Ltd on 30<sup>th</sup> May 2016 as Nominee of the Board of the Company.

The Company monitors performance of its all subsidiary companies, inter alia, by the following means:

- Financial statements, in particular investments made by the subsidiary companies, are reviewed quarterly by the Company's Audit Committee.
- A statement containing all significant transactions and arrangements entered into by subsidiary companies is placed before the Company's Board.
- Copy of minutes of Jain Farm Fresh Foods Limited and Driptech India Private Limited are placed before the Board of Directors of the Company at periodic intervals.
- Copy of minutes of board meetings, audit committee meetings held by subsidiary companies are placed before the Board of Directors of the Company at periodic intervals.

## 4) Nomination and Remuneration Committee

### i) Brief description of terms of reference:

The Nomination and Remuneration Committee ("NRC") is formulated for determining qualification, positive attributes and independence of a Director while appointing new members to Board of Directors and recommend to the Board the policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees,

The Committee's composition meets with requirements of Section 178 of the Act, and the SEBI (LODR) (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The NRC considers and recommends the appointment and remuneration of Executive Directors, Non-Executive Directors and KMP's in the Company, the allotment/devolution of ESOP's under approved ESOP Scheme 2011. The following meetings held during the year 2019-20

Sr. No.	Date
1)	29 <sup>th</sup> May, 2019
2)	14 <sup>th</sup> /28 <sup>th</sup> /30 <sup>th</sup> August, 2019
3)	14 <sup>th</sup> November,2019
4)	14 <sup>th</sup> February,2020

**ii) Composition:**

Committee consists of following persons as on 31<sup>st</sup> March, 2019:

a)	Smt. Radhika Pereira	Chairperson
b)	Shri. Ashok B. Jain	Member
c)	Shri. D R Mehta	Member
c)	Dr. H. P. Singh	Member

The Company Secretary is the Secretary and Convener of the Committee.

**iii) Presence at Nomination and Remuneration Committee Meetings during the year FY 2020 is as follows:**

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Smt. Radhika Pereira	Chairperson	Independent Director	4	4
Dr. H. P. Singh*	Member	Independent Director	4	3
Shri. D R Mehta	Member	Independent Director	4	3
Shri. Ashok B. Jain	Member	Whole Time Director	4	4

\*Appointed on 30.05.2019

**iv) Remuneration Policy**

**Appointment and Remuneration Policy**

In accordance with Section 178 of the Act, and the Regulations, Nomination and Remuneration Committee is constituted and the Board on its recommendation has framed Appointment and Remuneration Policy in FY 2016-17 which was amended during the year FY 2019 and revised Appointment and Remuneration Policy was made effective from 01.04.2019.

The policy aims to ensure that persons appointed as Directors and Key Managerial Personnel (“KMPs”) possess requisite qualification, experience, expertise and attributes commensurate to their position; and the remuneration to such personnel is fair and reasonable, and sufficient to attract, retain and motivate the personnel.

NRC meets once in at least six months and minutes are submitted to the Board.

Persons to be appointed as Directors should be persons of integrity; meet regulatory requirements and possess requisite knowledge/expertise/skills/experience. NRC would decide whether their qualifications, expertise and other attributes are adequate for the position.

Remuneration payable to Executive Directors (“ED’s”) would be comparable with ED’s of other companies, which have comparable level of business. Fixed remuneration would include perquisites and allowances and other perquisites like car and telephone, among others, as per the Company’s policy. Variable pay is based on performance. Stock option will be on the basis of Stock Option Plan as per law in existence. Increment would be based on the Company’s policy. No sitting fees will be paid to Whole Time Directors.

The overall limits ( including the Schedules prescribed under the Companies Act 2013 shall be as laid down in the Act.

Chief Financial Officer and Company Secretary should have requisite qualifications, experience and attributes commensurate with the position. Fixed remuneration will include perquisites and allowances, other retirement benefits, car and telephone, among others.

Independent Directors (“ID’s”) should meet the regulatory requirements. They should have general qualification and attributes adequate for the position. Besides, honesty and integrity is a must.

IDs’ would be entitled to sitting fees and commission, as a percentage of net profit, depending upon profits of the Company and regulatory provisions of the Companies Act, 2013.

The appointment and removal of Directors, and KMP’s will be considered by NRC and recommended to the Board, after due evaluation of the performance of personnel.

Board diversity shall be considered from a number of aspects including but not limited to gender, cultural and educational background, geographical location, industry experience/expertise and skills. However, all appointments will be based on meritocracy and the Company’s requirements.

For orderly succession for appointment to the Board and to senior management, the NRC formulates policies, institutes processes which enable the identification of individuals who are qualified to become Directors and who may be appointed in senior management position.

The criteria for performance evaluation of the Independent Directors included aspects on contribution to the Board and Committee meetings, like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

The Service Contracts are executed with Executive Directors and the tenure of office of Executive Directors is 5 (five) years from their date of appointment and can be terminated by either party by giving 60 days’ notice. There is no provision for severance fees.

There are no stock options issued at discount live at the moment.

The securities of the Company are not suspended from trading.

## v) Remuneration to Directors

The remuneration paid or payable to the Directors for services rendered during FY 2019-20 is given hereunder:

### A) Executive Directors

(Amount in ₹)

Sr. No.	Name	Designation	Remuneration	Perquisites	Total	Commission	Sitting Fees	Total
1	Shri. Ashok B. Jain	Whole Time Director	1,59,37,775	1,93,83,072	3,53,20,847	-	-	3,53,20,847
2	Shri. Anil B. Jain	Vice Chairman & Managing Director	1,59,37,775	1,93,83,072	3,53,20,847	-	-	3,53,20,847
3	Shri. Ajit B. Jain	Jt. Managing Director	1,59,37,775	1,93,83,072	3,53,20,847	-	-	3,53,20,847
4	Shri. Atul B. Jain	Chief Financial Officer	1,59,37,775	1,93,83,072	3,53,20,847	-	-	3,53,20,847
5	Shri. R. Swaminathan	Executive Director	31,32,920	4,88,088	36,10,008	-	-	36,10,008
	<b>Total</b>		<b>6,68,84,020</b>	<b>7,80,20,376</b>	<b>14,48,93,396</b>	<b>-</b>	<b>-</b>	<b>14,48,93,396</b>

### B) Non-Executive Directors

(Amount in ₹)

Sr. No.	Name	Designation	Remuneration	Perquisites	Total	Commission	Sitting Fees	Total
1)	Smt. Radhika C. Pereira	Independent Director	-	-	-	-	11,00,000	11,00,000
2)	Shri. Ghanshyam Dass	Independent Director	-	-	-	-	5,50,000	5,50,000
3)	Shri. D. R. Mehta	Independent Director	-	-	-	-	6,50,000	6,50,000
4)	Dr. H. P. Singh	Independent Director	-	-	-	-	7,50,000	7,50,000
5	Shri. Johannes Bastiaan Boudewijn Mohrmann <sup>^</sup>	Independent Director	-	-	-	-	50,000	50,000
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>31,00,000</b>	<b>31,00,000</b>
	<b>Grand Total</b>		<b>6,68,84,020</b>	<b>7,80,20,376</b>	<b>14,48,93,396</b>	<b>-</b>	<b>31,00,000</b>	<b>14,79,93,396</b>

<sup>^</sup>Appointed on 30.09.2019.

There are no transactions with Non Executive/Independent Directors of the Company except sitting fees as disclosed above.

### vi) Terms of Appointment of Executive Directors:

Sr. No.	Name	Period	Basic Remuneration Per Month (₹)	Commission
			From 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2020	
1)	Shri. Ashok B. Jain	Reappointed w.e.f. 1 <sup>st</sup> October, 2018 to 30 <sup>th</sup> September, 2023	1,59,37,775	-
2)	Shri. Anil B. Jain		1,59,37,775	-
3)	Shri. Ajit B. Jain		1,59,37,775	-
4)	Shri. Atul B. Jain		1,59,37,775	-
5)	Shri. R. Swaminathan		31,32,920	NA

Perquisites: (Common to all above)

- Contribution to the Provident Fund, Superannuation Fund, Annuity Fund and /or Gratuity;
- Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- Leave encashment, if any, as per Company's policy applicable.

Additional perquisites for Shri. Ashok B. Jain, Shri. Anil B. Jain, Shri. Ajit B. Jain and Shri. Atul B. Jain.

**a) Housing:** Rent free furnished accommodation or house rent allowance in lieu thereof upto ₹ 7,00,000 or 15% of salary or Actual Rent per month, whichever is lower;

**b) Medical Expenses Reimbursement:** Reimbursement of all medical expenses incurred for self and family (family means spouse and the dependent children of the appointee) at actuals (including domiciliary and medical expenses) and insurance premium for medical and hospitalization policy as applicable as per Company's policy;

**c) Leave Travel Expenses:** Leave Travel Expenses for self and family in accordance with the policy of the Company and Income Tax Rules;

- d) **Club Fees:** Fees of Clubs subject to a maximum of two clubs.
- e) **Personal accident insurance premium:** Personal accident insurance under Group Personal Accident Policy of the Company;
- f) **Car:** Car with driver shall be provided for use on Company’s business and the same will not be considered as perquisite; use of car for private purposes shall however, be billed by the Company, if any;
- g) **Telephone:** Telephone at residence and mobile telephones will be provided and the same will not be considered as perquisite;
- h) Coverage under Keyman Insurance Scheme as may be deemed fit by Nomination and Remuneration Committee/ Board of Directors.
- i) Contribution upto 10% of salary into National Pension Scheme.
- j) **Other Allowances/ benefits, perquisites-** any other allowances, benefits and perquisites as per the Rules applicable to the Higher Management and Key Managerial Personnel(s) of the Company and/ or which may become applicable in the future and/ or any other allowance, perquisites as the Board/ Nomination and Remuneration Committee may from time to time decide.

**5) Stakeholders Relationship Committee**

The ‘Stakeholders’ Relationship Committee’ (“SRC”) was constituted by the Board on 11<sup>th</sup> August, 2014 by change of name of Shareholders Grievances Committee. The SRC is primarily responsible to review all matters connected with the Company’s transfer of securities and redressal of shareholders’ / investors’ / security holders’ complaints. The Committee also monitors the implementation and compliance with the Company’s Code of Conduct for prohibition of Insider Trading. The SRC’s composition and the terms of reference meet with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 178 of the Act.

**The scope of the committee is as follows:**

- Oversee and review all matters connected with the transfer of the Company’s Ordinary Equity/DVR Equity Shares
- Approve issue of the Company’s duplicate share certificates.
- Consider, resolve and monitor redressal of investors’/ shareholders’ grievances related to transfer of Shares non-receipt of Annual Report, non-receipt of declared dividend etc.
- Oversee the performance of the Company’s Registrars and Transfer Agents
- Recommend methods to upgrade the standard of services to investors
- Monitor implementation and compliance with the Company’s Code of Conduct for Prohibition of Insider Trading
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification/ amendment or modification as may be applicable
- Perform such other functions as may be necessary or appropriate for the performance of its duties
- Four meetings of SRC were held on 29<sup>th</sup> May, 2019, 14<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019 and 13<sup>th</sup> February, 2020 during the year FY 2019-20. However, the transfer sub-committee has met 26 times to approve the requests for transfer, transmission, duplicate, split, demat of Shares etc.

i) Stakeholders Relationship Committee (SRC) comprises of the following as on 31<sup>st</sup> March, 2020:

Sr. No	Name of Member	Designation
1)	Smt. Radhika Pereira	Chairperson
2)	Shri. Ajit B. Jain	Member
3)	Dr. H. P. Singh*	Member

\*Appointed as member as on 29.05.2019

The Company Secretary is the Secretary and convener of this Committee.

Presence at Stakeholders Relationship Committee (SRC) meeting:

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Smt. Radhika Pereira	Chairperson	Independent Director	4	4
Dr. H P Singh*	Member	Independent Director	4	3
Shri. Ajit B.Jain	Member	Executive Director	4	4

\*Appointed as member as on 29.05.2019

ii) **Compliance Officer:** Shri. A. V. Ghodgaonkar- Company Secretary



iii) Shareholders queries received, solved and pending during the year ended 31<sup>st</sup> March 2020

Sr.No.	Nature of Complaints	Op. Balance	Received	Resolved	Balance
1	Non-receipt of new reduced/ split/ DVR Bonus Shares	-	3	3	-
2	Non-receipt of dividend	-	3	3	-
3	Non-receipt of Annual Report	-	2	2	-
4	Demat/Remat of Shares	-	3	3	-
<b>Total</b>		<b>-</b>	<b>11</b>	<b>11</b>	<b>-</b>

**SEBI Complaints Redressal System (SCORES):** The investor complaints are processed in an centralized web-based complaints redressal system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATR's) by the Company/RTA and online viewing by investors of actions taken on the complaint and its current status. The Company has received and resolved 11 complaints during the year through scores.

## 6) Risk Management Committee

### i) Brief description of the Risk Management Committee

The Risk Management Committee was constituted by the Board of Directors of the Company as on 10<sup>th</sup> August, 2015, as per the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Risk Management Committee dwells upon the potential risks associated with the business and their possible mitigation plans. The Risk Management Committee has not met in the FY 2019-20.

### ii) Composition

The composition of the Committee meets the legal requirements. Committee consists of following persons as on 31<sup>st</sup> March, 2020.

a)	Shri. Ghanshyam Dass	Chairman
b)	Shri. Atul B. Jain	Member
c)	Smt. Radhika C. Pereira	Member

### iii) Role(s) of the Committee

- To assess the Company's risk profile and key areas of risk in particular.
- To recommend the Board and adoption of risk assessment and rating procedures.
- To articulate the Company's policy for the oversight and management of business risks.
- To examine and determine the sufficiency of the Company's internal processes for reporting on and managing key risk areas.
- To assess and recommend the Board acceptable levels of risk.
- To develop and implement a risk management framework and internal control system.
- To review the nature and level of insurance coverage.
- To have special investigations into areas of corporate risk and break-downs in internal control.
- To review management's response to the Company's auditors' recommendations those are adopted.
- To report the trends on the Company's risk profile, reports on specific risks and the status of the risk management process.

## 7) Operations Review Committee:

The Board has since 2010 constituted Operations Review Committee, which undertakes the work of approving (within the borrowing powers approved by Board) individual sanction letters and delegates authority for completing documentation related to such borrowing, review the operational areas, delegation of authority for additional areas in view of increase in the size of operations, timely decisions for operational efficiency and effectiveness.

The Committee consists of the following persons as on 31<sup>st</sup> March, 2020.

Sr.No.	Name	Designation	Meetings held	Meetings Attended
a)	Shri. Anil B. Jain	Chairman	18	18*
b)	Shri. Ajit B. Jain	Member	18	18*
c)	Shri. Atul B. Jain	Member	18	18
d)	Shri. R. Swaminathan	Member	18	7*

\*Being abroad for a large part to look into business issue of the subsidiary companies.

The Operations Review Committee has met 18 times during the FY 2019-20.

## 8) General Meetings

### a) Annual General Meeting

#### i) The details of the location, date and time for last three Annual Meetings are given as below:

Year	Location	Date	Time
2016-17	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001	28.09.2017	11.00 AM
2017-18	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001	28.09.2018	11.00 AM
2018-19	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001	30.09.2019*	11.00 AM

Adjourned and held on 27th December, 2019 and completed for the item of Dividend declaration on Equity and DVR Equity Shares of the Company.

#### ii) Special Resolutions passed:

Date of Meeting	Matter of Special Resolution
30 <sup>th</sup> AGM held on 28 <sup>th</sup> September, 2017	Ratify remuneration to Cost Auditor for financial year ending 31 <sup>st</sup> March, 2018
	Payment of commission to Independent/Non-Executive Directors
	Renewal/enhancement of mortgage/charge on selected immovable properties/movable properties of the Company (through Postal Ballot)
31 <sup>st</sup> AGM held on 28 <sup>th</sup> September, 2018	Mortgage/ Charge on select Immovable Properties/ Movable properties of the Company -
	Amendments to JISL ESOP 2011 and related issues
	Issue of Secured Non-Convertible Debentures (NCD's) upto ₹ 5,000 million on Private Placement basis.
32 <sup>nd</sup> AGM held on 30 <sup>th</sup> September, 2019	Re-appointment of Dr. Harish Chandra Prasad Singh (DIN: 06387125) as an Independent Director
	Re-appointment of Shri. Ghanshyam Dass (DIN: 01807011) as an Independent Director
	Re-appointment of Smt. Radhika C. Pereira (DIN: 00016712) as an Independent Director
	Appointment of Shri. Johannes Bastiaan Boudewijn Mohrmann (DIN: 08574511) as an Independent Director

### b) Extra Ordinary General Meeting: None

#### i) Extra Ordinary General Meeting held: None

#### ii) Special Resolution(s) passed through Postal Ballot

The Company passed Special Resolution through Postal Ballot in meeting and through E-voting w.r.t. "Re-appointment of the following Directors."

Dr. Harish Chandra Prasad Singh (DIN: 06387125) as an Independent Director

Shri. Ghanshyam Dass (DIN: 01807011) as an Independent Director

Smt. Radhika C. Pereira (DIN: 00016712) as an Independent Director

Shri. Johannes Bastiaan Boudewijn Mohrmann (DIN: 08574511) as an Independent Director

#### iii) Whether any special resolution is proposed to be conducted through Postal Ballot: None

#### iv) Procedure for Postal Ballot:

a) Shareholders holding Shares in Physical mode: Company has dispatched Postal Ballot Form and procedure for voting to all Shareholders holding Shares in physical mode and having no mail Id.

b) Shareholders holding Shares in electronic mode: Company has appointed Central Depository Services (India) Limited for conducting e-Voting by the members of the Company.

## 9) Disclosures

### i) Management Discussion and Analysis:

33<sup>rd</sup> Annual Report has a detailed chapter on Management Discussion and Analysis.

### ii) Related Party Transaction (RPT):

The Company has not entered into materially significant RPT that may have potential conflict with the interest of the Company at large. However, the RPT's do first get approval of the Audit Committee. The Company does have trading relations with some of its trading wholly-owned subsidiary entities. The Audit Committee and Board on 30<sup>th</sup> May, 2019 approved on an omnibus basis RPT of ₹ 10,049 million under the provisions of Section 188 of the Act.

The details of related party transactions are given in detail in Note No. 36 of the Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March 2020.

The Company has in place the policy on materiality and dealing with Related Party Transactions, which is uploaded on the website of the Company.

The Company has disclosed the related party transactions on a consolidated basis under regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31st March, 2020.

**iii) Details of non-compliance by the Company:**

- a) Capital Market Compliance:** There were no cases of non-compliance during the year with stock exchange where the shares of the Company are listed, SEBI regulations or any other statutory bodies nor any cases of penalties imposed by them for any non-compliance related to the capital market compliances during the last three years.
- b) Compliance under Companies Act:** There were no cases of non-compliance of applicable provisions of Companies Act, 2013 or any cases of penalties imposed by the Department of Corporate Affairs or the registrar of companies or any other statutory bodies for any non-compliance related to the Company Law provisions during the last three years.
- c) Insider Trading:** In terms of provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated a 'code of internal procedure & conduct for prevention of insider trading' in shares of the Company. The code of conduct has been explained and circulated to the employees and is implemented by Compliance Officer, who reports to the Managing Director.

**iv) Whistle Blower Policy:**

The Company has a Whistle Blower Policy and no personnel have been denied access to the Audit Committee.

**v) Policy for determining "material" subsidiaries:**

The Company has a policy for determining "material" subsidiaries which is also uploaded on the website of the Company.

**vi) Secretarial Audit**

The Company's Board of Directors appointed V Laxman & Co., Practising Company Secretaries Firm, to conduct secretarial audit of its records and documents for the Financial Year 2019-20. V. Laxman & Co., Practising Company Secretaries has also been appointed as Secretarial Auditors for the Company's material subsidiary incorporated in India i.e Jain Farm Fresh Foods Limited to conduct secretarial audit of its records and documents for the financial year 2019-20.

The secretarial audit report confirms that the Company and its subsidiary i.e Jain Farm Fresh Foods Limited have complied with all applicable provisions of the Companies Act, 2013, Secretarial Standards, Depositories Act 1996, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended and all other regulations and guidelines of SEBI as applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

**vii) Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

The disclosure regarding prevention of Sexual harassment is given in the Board's Report.

The details relating to the number of complaints received and disposed of during the financial year 2019-20 are as under:

- a) Number of complaints filed during the financial year : Nil
- b) Number of complaints disposed of during the financial year : Nil
- c) Number of complaints pending as on end of the financial year : Nil

**viii) Total fees paid to Statutory Auditors of the Company:**

Total fees of ₹ 91,50,000 (Rupees Ninety one Lakh Fifty Thousand only) for FY 2019-20, for all services, was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

**ix) Details of preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the Listing Regulations.**

The Company has not raised funds through preferential allotment or qualified institutional placement.

**x) Recommendations of Committees of the Board**

There were no instances during the financial year 2019-20, wherein the Board had not accepted recommendations made by any committee of the Board.

**xi) Directors and Officer's Insurance**

The Company has taken Directors and Officer's Insurance for all its independent directors on board. All directors, officers and key managerial personnel are covered under the Director's and Officer's Liability Insurance policy. The policy amount appropriately covers the quantum and risk of all its directors, officers and key managerial personnel.

**xii) Director skills, expertise, competencies and attributes:**

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's aforesaid business(es) for it to function effectively and those available with the Board as a whole.

- i) General management/Governance: Strategic thinking, decision making and protect interest of all stakeholders
- ii) Financial skills: Understanding the financial statements, financial controls, risk management, mergers and acquisition, etc.
- iii) Technical skills and professional skills and knowledge including legal and regulatory aspects.

**xiii) Credit Ratings:**

a) CARE Rating Limited downgraded the Bank Facilities Rating of the Company during the year under review.

Facilities	Amount (₹ Crore)	Ratings	Rating Action
Long Term Bank Facilities -Term Loans	783.20	* CARE D (Single D)	Revised from CARE B+;Stable (Single B Plus ; Outlook:Stable)
Long Term Bank Facilities - working capital	1,650.00	* CARE D (Single D)	Revised from CARE B+; Stable (Single B Plus ; Outlook:Stable)
Short Term Bank Facilities	2,220.00	* CARE D (Single D)	Revised from CARE A4 (A Four)
<b>Total Facilities</b>	<b>4,653.20 (Rupees Four Thousand Six Hundred Fifty Three crores and Twenty Lacs only)</b>		

\* Company is undergoing restructuring and a resolution plan is subjected to credit rating.

b) India Ratings & Research Private Limited (a Fitch Group Company) downgraded the credit ratings of the Company as follows.

Instrument Type	Size of Issue (₹ in billion)	Rating/ Rating Watch	Rating Action	Historical Rating/ Outlook as on 23 <sup>rd</sup> August, 2019
Fund based working capital limits	15.50	IND D	Downgraded, off RWN	IND BB/RWN
Non fund based working capital limits	17.35	IND D	Downgraded, off RWN	IND BB/ RWN / INDA+3/RWN
Term loan	3.46	IND D	Downgraded, off RWN	IND BB/ RWN / INDA+4/RWN
Proposed term loan	1.5	IND D	Downgraded, off RWN	IND BB/RWN

**10) Modes of Communication**

**i) Quarterly Results**

All financial quarterly results of the Company are forthwith communicated to stock exchanges (where the Company's equity shares are listed) as soon as they are approved and taken on record by the Board of Directors of the Company. Further, the results are published in a leading Marathi newspaper circulated over Jalgaon district and leading financial newspapers published on an all India basis. These results are simultaneously posted on the website of the Company (<http://www.jains.com>.)

**ii) Press Release**

Official news releases are sent to Stock Exchanges posted on the website of Company (<http://www.jains.com>.)

**iii) Annual Report**

The Annual Report containing, inter alia, Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis Report forms part of the Annual Report and is displayed on the Company's website ([www.jains.com](http://www.jains.com)).

Presentations to institutional investors/analysts

Detailed presentations are made to institutional investors and financial analysts on the Company's unaudited quarterly as well as audited annual financial results. These presentations are also uploaded on the Company's website ([www.jains.com](http://www.jains.com)).

**Website:** The Company's website ([www.jains.com](http://www.jains.com)) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a downloadable form.

NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web-based application designed by NSE for corporates. The Company is regularly submitting all periodical compliance filings like shareholding pattern, corporate governance report and media releases, among others electronically on NEAPS.

**BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):**

BSE's Listing Centre is a web-based application designed for corporates. The Company is regularly submitting all periodical compliance filings like shareholding pattern, corporate governance report and media releases, among others electronically on the Listing Centre.

The Company has complied with the applicable mandatory requirements of the Regulations.

**11) i) General Shareholders Information**

i)	Annual General Meeting: Day, Date, Time & Venue	33 <sup>rd</sup> Annual General Meeting at, 11:00 AM on Wednesday 30 <sup>th</sup> December 2020 at Registered Office at Jain Plastic Park, N H No. 6, Bambhori, Jalgaon-425001	
ii)	Financial Year	1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2020	
iii)	Book Closure Dates	21 <sup>st</sup> day, December 2020 to 30 <sup>th</sup> day, of December, 2020 (both days inclusive)	
iv)	Dividend payment date	NA	
v)	Listing of Shares on Stock Exchanges	BSE Ltd, Mumbai, National Stock Exchange of India Ltd., Mumbai	
vi)	Stock Codes The Bombay Stock Exchange, Mumbai	Ordinary Equity Shares	DVR Equity Shares
		500219 JISLJALEQS	570004 JISLDVREQS
vii)	Corporate Identification Number (CIN)	L29120MH1986PLC042028	
viii)	Registered Office	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001	
ix)	ISIN No.	Ordinary Equity Shares: INE175A01038	DVR Equity shares: IN9175A01010
		National Securities Depository Ltd.	
x)	Depositories	Central Depository Services (India) Ltd.	
		Jain Plastic Park, N H No. 6, Bambhori, Taluka- Dharangaon, District- Jalgaon-425001.(Maharashtra)	
xi)	Address for correspondence	Jain Plastic Park, N H No. 6, Bambhori, Taluka- Dharangaon, District- Jalgaon-425001.(Maharashtra)	
xii)	Disclosure of commodity price risks and foreign exchange risk and hedging activities	The raw material of the Plastic Division (polymer consumption 1,03,588 MT for FY 2019-20) is derivative of crude oil and price of polymer fluctuates with the fluctuation in the price of crude oil. The net exposure to foreign currency risk (liabilities) is hedged partially against derivatives and partially against exports.	

**ii) Market Price Data (in ₹) During FY 2019-20**

**a) Ordinary Equity Shares Quotations**

Month	Bombay Stock Exchange				National Stock Exchange			
	Date	High	Date	Low	Date	High	Date	Low
Apr-19	01/04/2019	61.85	30/04/2019	53.60	01/04/2019	61.95	30/04/2019	53.60
May-19	27/05/2019	56.75	14/05/2019	46.35	24/05/2019	56.70	13/05/2019	46.40
Jun-19	04/06/2019	50.75	20/06/2019	16.30	04/06/2019	50.75	20/06/2019	16.30
Jul-19	05/07/2019	28.90	31/07/2019	18.60	05/07/2019	28.95	31/07/2019	19.05
Aug-19	14/08/2019	22.65	23/08/2019	19.05	14/08/2019	22.65	23/08/2019	18.90
Sep-19	16/09/2019	24.15	04/09/2019	17.90	16/09/2019	24.20	04/09/2019	17.80
Oct-19	01/10/2019	20.60	23/10/2019	10.50	01/10/2019	20.55	18/10/2019	10.60
Nov-19	05/11/2019	17.40	29/11/2019	10.25	05/11/2019	17.35	29/11/2019	10.25
Dec-19	02/12/2019	10.77	16/12/2019	7.36	02/12/2019	10.70	16/12/2019	7.35
Jan-20	07/01/2020	9.85	31/01/2020	7.11	07/01/2020	9.80	31/01/2020	7.10
Feb-20	03/02/2020	7.88	28/02/2020	5.32	03/02/2020	7.85	28/02/2020	5.40
Mar-20	02/03/2020	5.36	31/03/2020	3.08	02/03/2020	5.40	31/03/2020	3.05



**b) DVR Shares Quotations**

Month	Bombay Stock Exchange				National Stock Exchange			
	Date	High	Date	Low	Date	High	Date	Low
Apr-19	23/04/2019	41.90	30/04/2019	36.30	15/04/2019	41.80	30/04/2019	36.05
May-19	22/05/2019	41.00	13/05/2019	31.60	23/05/2019	40.95	14/05/2019	31.40
Jun-19	04/06/2019	37.60	20/06/2019	17.45	04/06/2019	37.00	20/06/2019	17.55
Jul-19	05/07/2019	23.10	31/07/2019	15.55	05/07/2019	23.20	31/07/2019	15.35
Aug-19	20/08/2019	17.55	08/08/2019	13.25	20/08/2019	17.35	08/08/2019	13.20
Sep-19	23/09/2019	18.00	05/09/2019	14.54	19/09/2019	17.85	06/09/2019	14.50
Oct-19	03/10/2019	15.75	23/10/2019	8.10	01/10/2019	15.65	23/10/2019	8.15
Nov-19	05/11/2019	11.85	29/11/2019	7.56	08/11/2019	11.80	29/11/2019	8.00
Dec-19	20/12/2019	8.90	17/12/2019	7.01	02/12/2019	8.85	16/12/2019	7.25
Jan-20	06/01/2020	8.99	31/01/2020	7.20	06/01/2020	9.00	31/01/2020	7.15
Feb-20	03/02/2020	7.95	28/02/2020	5.01	03/02/2020	7.90	28/02/2020	5.10
Mar-20	02/03/2020	5.47	27/03/2020	3.15	02/03/2020	5.70	27/03/2020	3.10

**iii) Sensex and Nifty**

Month	Sensex		Nifty	
	High	Low	High	Low
Apr-19	39,487.45	38,460.25	11,856.15	11,549.10
May-19	40,124.96	36,956.10	12,041.15	11,108.30
Jun-19	40,312.07	38,870.96	12,103.05	11,625.10
Jul-19	40,032.41	37,128.26	11,981.75	10,999.40
Aug-19	37,807.55	36,102.35	11,181.45	10,637.15
Sep-19	39,441.12	35,987.80	11,694.85	10,670.25
Oct-19	40,392.22	37,415.83	11,945.00	11,090.15
Nov-19	41,163.79	40,014.23	12,158.80	11,802.65
Dec-19	41,809.96	40,135.37	12,293.90	11,832.30
Jan-20	42,273.87	40,476.55	12,430.50	11,929.60
Feb-20	41,709.30	38,219.97	12,246.70	11,175.05
Mar-20	39,083.17	25,638.90	11,433.00	7,511.10

**iv) Registrar and Transfer Agents****The contact details of new RTA are as follows:**

Link Intime India Private Limited, C101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083

Phone: 02249186000 Fax: 02249186060, Mail Id: Mumbai@linkintime.co.in and rnt.helpdesk@linkintime.co.in

Web: www.linkintime.co.in

The Stakeholders are requested to send queries or inquire about shares, dividend, annual report or any other related matters to Link Intime India Private Limited at above address quoting folio number(s).

You are also requested to update your e-mail address/bank mandate with your Depository Participant.

**v) Share Transfer System:**

**a) Electronic Transfer of Shares:** Through National Securities Depository Ltd and Central Depository Services (India) Ltd.

**b) Physical:** Through R&T Agent i.e. Link Intime India Private Limited, C101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083. Phone: 02249186000, Fax: 02249186060, Mail-Id: Mumbai@linkintime.co.in and rnt.helpdesk@linkintime.co.in Web: www.linkintime.co.in

**Share Transfer/ Demat data as on 31<sup>st</sup> March, 2020****Ordinary Equity Shares**

Month	Physical		Demat (NSDL)		Demat (CDSL)	
	No of transfer	No the shares	No of request	No the shares	No of request	No the shares
Apr-19	13	3440	35	17415	26	6850
May-19	2	690	32	6475	26	6100
Jun-19	9	1380	33	9525	20	3600

Month	Physical		Demat (NSDL )		Demat (CDSL)	
	No of transfer	No the shares	No of request	No the shares	No of request	No the shares
Jul-19	6	2170	23	5865	12	4250
Aug-19	2	350	10	2175	2	225
Sep-19	5	2570	6	885	2	525
Oct-19	5	875	8	3220	7	830
Nov-19	5	1400	3	905	3	355
Dec-19	-	-	1	10	4	700
Jan-20	1	500	7	11000	4	1105
Feb-20	2	55	3	810	3	430
Mar-20	-	-	3	1350	2	180
<b>Total</b>	<b>50</b>	<b>13430</b>	<b>164</b>	<b>59635</b>	<b>111</b>	<b>25150</b>

#### DVR Equity Shares

Month	Physical		Demat (NSDL )		Demat (CDSL)	
	No of transfer	No the shares	No of request	No the shares	No of request	No the shares
Apr-19	11	87	32	534	14	491
May-19	7	110	24	248	17	248
Jun-19	1	2	21	307	20	228
Jul-19	4	61	15	281	9	135
Aug-19	-	-	7	96	4	30
Sep-19	3	61	2	20	4	55
Oct-19	1	8	6	117	5	38
Nov-19	4	63	1	8	1	8
Dec-19	-	-	-	-	3	48
Jan-20	-	-	5	515	2	69
Feb-20	-	-	2	36	1	12
Mar-20	-	-	2	16	-	-
<b>Total</b>	<b>31</b>	<b>392</b>	<b>117</b>	<b>2178</b>	<b>80</b>	<b>1362</b>

#### vi) Distribution of Shareholding: As at 31<sup>st</sup> March, 2020

##### a) Ordinary Equity Shares

Shareholding of Shares Nominal Value (₹)	No of Shares holders	% of Total Shareholders	Number of Shares	Value in ₹	% of Total Share Capital
Upto 500	1,65,854	76.38	2,55,38,759	5,10,77,518.00	5.15
501-1000	22,506	10.37	1,83,97,091	3,67,94,182.00	3.71
1001 - 2000	12,856	5.92	1,98,67,696	3,97,35,392.00	4.00
2001 - 3000	4,878	2.25	1,26,11,800	2,52,23,600.00	2.54
3001 - 4000	2,453	1.13	88,50,463	1,77,00,926.00	1.78
4001 - 5000	2,077	0.96	98,66,746	1,97,33,492.00	1.99
5001 - 10000	3,391	1.56	2,54,67,138	5,09,34,276.00	5.13
10001 & Above	3,120	1.44	37,57,66,360	75,15,32,720.00	75.70
<b>Total</b>	<b>2,17,135</b>	<b>100.00</b>	<b>49,63,66,053</b>	<b>99,27,32,106</b>	<b>100.00</b>

##### b) DVR Equity Shares

Shareholding of Nominal Value (₹)	No of Shareholders	% to Total Numbers	Number of Shares	Value in ₹	% of Total
Upto 500	45,716	93.29	25,17,572	50,35,144.00	13.05
501 - 1000	1,566	3.20	13,16,201	26,32,402.00	6.82
1001 - 2000	827	1.69	12,74,987	25,49,974.00	6.61
2001 - 3000	311	0.63	7,97,135	15,94,270.00	4.13
3001 - 4000	146	0.30	5,30,373	10,60,746.00	2.75
4001 - 5000	120	0.24	5,74,445	11,48,890.00	2.98
5001 - 10000	168	0.34	12,50,965	25,01,930.00	6.48
10001 & Above	149	0.30	1,10,32,626	2,20,65,252.00	57.18
<b>Total</b>	<b>49,003</b>	<b>100.00</b>	<b>1,92,94,304</b>	<b>3,85,88,608.00</b>	<b>100.00</b>

**vii) Physical & Dematerialisation Shares as on 31<sup>st</sup> March, 2020**

Jisl Equity Shareholding as on 31.03.2020;

Type	Shares	Members	%
CDSL	14,04,81,484	94,758	28.30
NSDL	35,43,29,924	1,15,354	71.38
Demat Total	49,48,11,408	2,10,112	99.68
Physical	15,54,645	7,023	0.32
Grand Total	49,63,66,053	2,17,135	100.00

JISL DVR Shareholding as on 31.03.2020

Type	Shares	Members	%
CDSL	70,28,443	14,386	36.43
NSDL	1,21,52,152	26,191	62.98
Demat Total	1,91,80,595	40,577	99.41
Physical	1,13,709	8,426	0.61
Grand Total	1,92,94,304	49,003	100.00

**viii) Trading of Shares (₹ in Lacs)**

**i) Ordinary Equity shares**

Months	BSE, Mumbai			National Stock Exchange		
	No. of Transactions	No. of Shares	Turn Over (₹ in Lacs)	No. of Transactions	No. of Shares	Turnover (₹ in Lacs)
Apr-19	25,429	1,41,48,899	8,206.88	3,04,978	10,85,46,854	63,072.47
May-19	29,951	2,26,71,724	11,555.50	3,35,805	14,99,58,445	77,186.68
Jun-19	1,32,339	7,60,24,289	21,829.48	12,92,612	85,09,71,382	2,40,033.17
Jul-19	27,235	87,89,892	2,180.38	2,62,771	9,03,05,169	22,116.29
Aug-19	7,943	25,78,811	529.38	1,07,277	2,42,41,311	4,966.78
Sep-19	9,147	32,33,129	694.84	1,17,024	2,91,78,481	6,220.51
Oct-19	13,554	63,38,524	872.34	1,35,836	5,59,49,691	7,632.21
Nov-19	13,512	85,36,763	1,053.24	92,693	6,28,24,710	7,634.67
Dec-19	12,178	95,87,768	812.97	99,916	7,59,33,980	6,401.17
Jan-20	8,478	72,12,023	613.89	12,92,612	85,09,71,382	2,40,033.17
Feb-20	5,941	41,62,702	272.96	42,691	4,05,48,040	2,696.46
Mar-20	7,131	89,77,204	362.02	41,781	5,58,17,131	2,149.28

**ii) DVR Equity Shares**

Months	BSE, Mumbai			National Stock Exchange		
	No. of Transactions	No. of Shares	Turn Over (₹ in Lacs)	No. of Transactions	No. of Shares	Turnover (₹ in Lacs)
Apr-19	971	1,14,905	45.71	7,504	8,15,126	325.36
May-19	1,809	2,35,368	88.25	11,458	14,23,318	534.61
Jun-19	3,528	6,86,016	153.67	18,370	35,92,685	826.59
Jul-19	1,128	1,81,373	36.32	4,798	9,01,307	174.96
Aug-19	1,096	1,12,612	16.94	2,795	2,91,233	43.66
Sep-19	742	94,472	15.14	3,440	4,13,350	67.01
Oct-19	843	3,13,856	31.02	3,416	11,33,822	113.29
Nov-19	1,307	2,01,051	19.15	3,703	7,55,285	75.14
Dec-19	2,489	3,44,502	27.28	4,872	15,00,219	119.37
Jan-20	1,386	2,40,309	19.42	3,783	13,20,476	107.52
Apr-19	740	1,50,027	9.75	3,125	7,74,304	49.60
May-19	1,151	1,81,391	7.54	2,785	8,33,862	33.25

**ix) Outstanding GDR's/ ADR's /Convertible instruments, conversion date and impact on Equity**

a) Out of a total of 13,48,300 (post-Split 67,42,500) European Depository Receipts (EDR's) issued by the Company in 1994, represented by underlying Equity Shares all except 2,750 EDR's, represented by underlying Equity Shares have been cancelled and converted into underlying Equity Shares of ₹ 2/- each as on 31<sup>st</sup> March, 2020. However, the conversion into underlying Equity Shares does not impact the Share capital in any manner whatsoever.

- b) The Shareholders of the Company approved in the 24<sup>th</sup> AGM held on 30<sup>th</sup> September, 2011 a new Employees Stock Option Plan as per the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the 'SEBI Guidelines'), the Companies Act, 1956 (the 'Act') and other applicable law and in order to issue options and Ordinary Equity Shares to whole-time directors and permanent employees of the Company and its subsidiaries (in India and abroad) 'Eligible Employees' so as to ensure commitment, retain and attract good talent through ownership and financial motivation.
- i) The total number of options that may in the aggregate be granted to the Eligible Employees of the Company shall be 43,56,000 Ordinary Equity Shares of face value ₹ 2/- each.
- ii) The total number of options that may in the aggregate be granted to the Eligible Employees of the subsidiaries of the Company shall be 10,00,000 Ordinary Equity Shares of face value ₹ 2/- each.
- c) In terms of EGM resolution dated 3rd December, 2015 u/s 62 of the Act, the Company has issued 3,62,00,000 Compulsorily Convertible Debentures (CCDs) of ₹ 80/- each on 11th March 2016 on preferential basis to Mandala Rose Co-Investment Limited. The CCDs shall be convertible into one Equity Share of nominal value of ₹ 2/- each at a premium of ₹ 78/- per Share. The conversion of CCD's were exercisable at the option of the holder, in such number of options, in one or more tranches at any time within the Exercise Period, which shall not exceed beyond 18 months from the date of allotment of the CCD's. The above CCDs converted into 3,62,00,000 Ordinary Equity Shares of ₹ 2 each at a premium of ₹ 78 per Shares on 16<sup>th</sup> September, 2017.

## x) Additional Information

### a) Nomination facility

The Shareholder of the Company who wants to make a nomination may do so by submitting duly filled form SH-13 for nomination. The nomination can be made by individuals only applying/holding Shares on their own behalf singly or jointly. A holder of Shares can nominate a minor and in that event the name and address of the guardian shall be given by the holder. The nomination stand cancelled upon transfer of shares.

The intimation regarding nomination/nomination form shall be filed with Company or R & T Agent of the Company:

Link Intime India Private Limited,

C101, 247 Park, LBS Marg,

Vikhroli West, Mumbai-400083

Phone: 02249186000 Fax: 02249186060, Mail-id: mumbai@linkintime.co.in and rnt.helpdesk@linkintime.co.in,

Web: www.linkintime.co.in.

### b) Unclaimed Dividend: The details of unclaimed dividend are as follows as on 31<sup>st</sup> March, 2020

Sr. No.	Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2020 (Rs)	Due date for transfer to IE & PF (on or before)
1)	2012-13	27.09.2013	26.09.2020	11,51,551.00	01.11.2020
2)	2013-14	26.09.2014	25.09.2021	14,10,387.00	02.11.2021
3)	2014-15	29.09.2015	28.09.2022	15,03,164.00	03.11.2022
4)	2015-16	30.09.2016	29.09.2023	13,51,767.50	04.11.2023
5)	2016-17	28.09.2017	27.09.2024	17,25,081.00	02.11.2024
6)	2017-18	28.09.2018	27.09.2025	21,40,570.00	02.11.2025

Members who have not yet encashed their dividend warrant(s) are requested to lodge their claims to the Company immediately. The unclaimed/unpaid dividend data are also uploaded on the Company's web site.

The IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules) were notified by the Ministry of Corporate Affairs (MCA) on 10th May 2012, which are applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. (In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends for the financial years from 2012-13, as on the date 31<sup>st</sup> December 2019 on the website of the Company viz. [www.jains.com](http://www.jains.com) under 'Investors Section'.

Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, which have come into effect from September 7, 2016 (said Rules), the Company is mandatorily required to transfer all shares in respect of which dividend(s) has not been paid or claimed by the shareholders for 7 (Seven) consecutive years or more to the demat account of Investor Education and Protection Fund Authority (IEPF Authority).

Members who have not claimed/encashed their dividend for last seven consecutive years commencing from the unpaid dividend(s) on Ordinary Equity shares and on DVR Equity Shares for the financial year 2012-13 are requested to claim the said dividend(s) by making an application to Company or Registrar and Transfer Agent (RTA) of the Company, M/s Link Intime India Private Limited, C101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083 Phone: 02249186000, Fax: 02249186060 email id: iepf.shares@linkintime.co.in. Please provide following details

in your application for claiming the dividend: 1. Name of the Company, 2. Folio no. or DP ID Client ID, 3. Name of Shareholder, 4. Contact no., and 5. Email ID. Also provide your self-attested KYC documents like PAN, cancelled cheque leaf and latest utility bill as address proof.

- a) In case of shares held in physical form: Duplicate share certificate(s) will be issued and transferred to the Demat Account of the IEPF Authority as and when applicable. The original share certificate(s) which stand registered in your name and held by you will stand automatically cancelled and be deemed cancelled on transfer to Authority.
- b) In case of shares held in electronic form: Your demat account will be debited for the shares liable for transfer as above.

Please note that post the transfer of shares to demat account of IEPF Authority, you may claim both the unclaimed dividend amount and the Ordinary Equity/DVR shares from IEPF Authority by making an application in prescribed Form IEPF-5, available on the website of IEPF at [www.iepf.gov.in](http://www.iepf.gov.in).

Please note that no claim shall lie against the Company in respect of unclaimed dividend amount and shares transferred to IEPF Authority pursuant to the said provisions of the Companies Act, 2013 read with Rules.

- c) Designated Exclusive email-id: The Company has designated the following email-ids exclusively for investor servicing:

For queries on Annual Report: [investor.corr@jains.com](mailto:investor.corr@jains.com)

For queries in respect of shares in physical mode: [investor.corr@jains.com](mailto:investor.corr@jains.com)

## **12) Non Mandatory Requirements: The Company is also currently meeting the non mandatory requirements as under**

- a) The Company has executive Chairman and hence the requirement to maintain Chairman's office by non-Executive Chairman is not applicable.
- b) The half yearly declaration of financial performance including summary of the significant events mailed to Shareholders.
- c) The financial statements of the Company are unqualified.
- d) The Company has separate post of Chairman and Managing Director/Chief Executive Officer.
- e) The internal auditor reported directly to the Audit Committee.

## **13) The disclosure of compliance with corporate governance requirements**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes at Board Level
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
Recommendation of Board	17(11)	Yes
Maximum number of directorship	17(A)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2) and 20(2A)	Yes
Meeting of stakeholder relationship committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes



Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes, NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes held on 30-09-2019
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8)&(9)	Yes
D & O Insurance for Independent Directors	25(10)	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

#### 14) Chief Executive Officer/Managing Directors' declaration

As required by Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chief Executive Officer/Managing Directors' declaration is given as an annexure to this Report

#### 15) Auditors' Certificate on Corporate Governance

As required by Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors' Certificate is given as an annexure to this Report.

#### 16) Plant Locations in India (including Subsidiaries) Jalgaon:

- i) **Jain Plastic Park**, N.H.No. 6, P.O. Box: 72, Village – Bambhori, Taluka – Dharangaon, District – Jalgaon - 425001. Maharashtra.
- ii) **Jain Agri Park Jain Hills**, Jain Agri Park, Jain Hills, Shirsoli Road, District- Jalgaon- 425001, Maharashtra.
- iii) **Jain Food Park**, Jain Valley, Jain Food Park, Jain Valley, Shirsoli Road, District- Jalgaon 425001, Maharashtra.
- iv) **Jain Energy Park**, Jain Energy Park, Jain Hills, Shirsoli Road, Jalgaon, Dist. Jalgaon - 425001, Maharashtra.
- v) **Bhavnagar**, Survey No. 215, JIDC4, At Post Ghangali, Taluka Sihor, Dist. Bhavnagar - 364 240.
- vi) **Chittoor Food Plant** - Unit No. 01, 100, Gollapali, Gangadhara Village, Nellore (Mandal), Dist. Chittoor- 517 125.
- vii) **Food Plant Unit No. 02**, Avalkonda Road, Gangadhara Village, Nellore (Mandal), Dist. Chittoor- 517 125.
- viii) **Kondamadgu**, S.No.587 & 588, Kondamadgu (Village), Bibi Nagar (Mandal), Nalgonda Dist. (A.P)- 508 126.
- ix) **Udumalpet**, S.F. No 248/2, 3, Ellayamuthur village, Udumalpet, Tirupur district, Tamilnadu – 642154 India
- x) **Vadodara**, Jain Food Park, Village - Dhobikuva, Post: Muvad, Tal. Padra, Dist. Vadodra.
- xi) **Alwar**, Plot No. SP-1, Matsya Industrial Area Alwar- 301001 (Rajasthan)

#### Demo and Research & Development Farms

- i) **Jain Agri Park**, Jain Hills, P.O.Box: 72, Jalgaon-425 001
- ii) **Jain Tissue Park**, At. Takarkheda, Post. Kadholi, Tal. Erandol, Dist. Jalgaon- 425001
- iii) **Kulu Angora Breeding Farm**, Village Pirdi, Tal. Mahol, Dist. Kulu (H.P.)
- iv) **Udumalpet**, Site No. 258-90, Ellayamuthur Village, Udumalpet-642 154, Dist. Coimbatore, Tamilnadu
- v) **Wardha**, 'Aarogyadham' Kasturba Nisarga Upchar Kendra, Varud Road, Kasturba Health Society, Sevagram, Wardha

## 17) Plants Location - Overseas

- i) **Jain Irrigation Inc. [Drip Irrigation System]**  
2851, East, Florence Avenue, Fresno, California CA.93721, USA  
3777, State Road, 544, East Haines City, Florida 33844, USA  
2060, East Francis Street, Ontario, CA 91761, USA
- ii) **Chapin Watermatics, Inc. [Drip Irrigation System]**  
740, Water street, Water town, NY 13601
- iii) **Cascade Specialties Inc. [Onion Dehydration]**  
P.O. Box 583, 1 Cascade Way, Boardman, Oregon 97818, USA
- iv) **White Oaks Frozen Foods [Food Processing]**  
2525 Cooper Ave, Merced, CA 95348, USA
- v) **NuCedar Mills, Inc. – [Plastic Building Products]**  
1000 Sheridan St. Chicopee, MA 01022.
- vi) **Sleaford Quality Foods Ltd. [UK] [Canned & Dehydrated Food]**  
Woodbridge Road, East Road Industrial Estate, Sleaford, Lincolnshire NG3471X – UK
- vii) **Jain Sulama Sistemleri Sanayi Ve Ticaret [Turkey – Adana Plant] [Drip & Sprinkler Irrigation]**  
Sabanci organize sanayi bolgesi, Ataturk, Bulvari, No. 48, Adana
- viii) **THE Machines SA [Switzerland] - [Driptube and Pipe Manufacturing Equipment]**  
Rue de l'industries 5, CH-1462 YVONAND, Switzerland
- ix) **Pro Tool AG [Switzerland] [HiTec Injection Molds & Hortunner Systems]**  
Bernstrasse 52CH-4923 Wynau, Switzerland
- x) **Excel Plastics Ltd.**  
Derrylavin, Kingscourt Road, (R-179), Carrickmacross, County Monaghan, Ireland
- xi) **NaanDanJain Irrigation System Ltd. [Israel] [Drip & Sprinkler Irrigation]**  
Post Naan 7682900, Israel  
Post Dan, 1224500 Israel
- xii) **NaanDan Do Brasil Participacoes Ltd. [Brazil] [Drip & Sprinkler Irrigation]**  
NaanDanJain Brasil Industria E Comercio DE Equipamentos Para Irrigacao Ltda  
CNPJ 60.991.965/0001-15, Av.Ferdinando Marchi,1000-Distrito Industrial, LEME-SP, CEP-1 - 410 Brazil
- xiii) **NaanDan Jain Iberrica S.C. [Spain] [Drip & Sprinkler Irrigation]**  
Naandan Jain Iberrica S.L.U - P.I LA Redonda, C/XIV, NO. 26, SANTA MARIA DEL AGUILA, EL EDIJO – ALMERIA  
04710, Spain. TEL - 950-582121 FAX - 950-582099,
- xiv) **Gavish Control System**  
Givat Brenner, 60948, Israel  
Tel: +972-8-9443961 Fax: +972-8-9443357 E-mail: info@gavish.org.il
- xv) **Dansystems S.A. [Chile]**  
Carretera Gral San Martin 16.500 Sitio 31, Loteo Los Libertadores Colina, Santiago Chile

---

# DECLARATION FROM THE MANAGING DIRECTOR

(Under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of Jain Irrigation Systems Ltd.,

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and the senior management personnel of the Company have affirmed compliance with the Company's code of conduct for the year ended 31<sup>st</sup> March, 2020.

For Jain Irrigation Systems Limited

Sd/-

Anil B. Jain

Vice Chairman and Managing Director

Date : 31<sup>st</sup> July, 2020

Place : Mumbai

# INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS

(under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To The Members of  
**Jain Irrigation Systems Limited**

- 1) This Certificate is issued in accordance with the terms of our engagement letter dated October 04, 2018.
- 2) We have examined the compliance of conditions of Corporate Governance by Jain Irrigation Systems Limited ('the Company'), for the year ended on March 31, 2020, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Management's Responsibility

## Management's Responsibility

- 3) The Management is responsible for ensuring that the Company complies with the conditions of Corporate Governance. This responsibility also includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

## Auditor's Responsibility

- 4) Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- 5) We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
- 6) We conducted our examination in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 7) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

## Opinion

- 8) Based on our examination, as above, and to the best of the information and explanations given to us and representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2020.
- 9) We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

## Restriction on Use

- 10) The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for any event or circumstances occurring after the date of this certificate.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.103523W/W100048

Sd/-

**Snehal Shah**

**Partner**

Membership No. 048539

Date : **8<sup>th</sup> December, 2020**

Place : **Mumbai**

# ANNEXURE V

## MANAGEMENT DISCUSSION AND ANALYSIS

As the world population approaches 9 billion in the next one to two decades, there will be an increase in demand for basic services including water, food, energy and infrastructure. With many water adequate countries shifting their status to water stressed countries, water becomes an important commodity in this context. There are global reports showing drastic shortfall of water availability in most parts of the world by 2030. Water is required for drinking, growing & processing food, for public health, and for the production of goods. Water is also required throughout the energy value chain. The need for conscious and judicious usage of the vital resources have become both more obvious and urgent, given that agriculture consumes more than 70% of the ground water resources globally.

Indian economy continues to be predominantly agrarian with the majority of its workforce remaining involved in agriculture and allied sectors. Government has set a vision to double the farmers' income over the next few years. To achieve this target a number of interventions and actions are required. Some of these measures include; increasing farm productivity, rationalization of water and agri-inputs through resource use efficiency, integrated farming systems, easing the access to finance & market, value addition and certain focused policy followed by regulatory measures. Integrated water resource management and increasing water use efficiency, substantially among all sectors, are among the key solutions required to de-stress the water supply and demand cycle.

All United Nations Member States have adopted the Sustainable Development Goals (SDGs) in 2015 as a universal call to action to end poverty, protect the planet and ensure that people enjoy peace and prosperity by 2030. Water, food and energy security are the key focus under this framework having separate goals defined for each sector. SDG 6 emphasizes 'ensuring availability and sustainable management of water and sanitation for all'. Achieving food security, ending hunger, improving nutrition, and promoting sustainable agriculture are the objectives of SDG 2. The targets under this goal further aim at doubling the agricultural productivity and incomes of small-scale food producers through equal access to inputs, knowledge, financial services, markets and opportunities.

As a corporate, we have embedded food, water and energy security in our goals four decades ago. With our hi-tech micro-irrigation products and extension efforts we have been working to provide access of knowledge and technology to the most remote agrarian communities in the country. We have also invested substantially in research and development in the area of renewable energy. Through

our solar and biogas based renewable energy solutions, we facilitate access to clean energy technology to farmers and to rural and urban population.

### Overall economic scenario

The following are the parameters of growth inflation, Forex rates and fiscal deficit in the last 3 years. The FY 21 figures are not available due to COVID-19\* and related issues and any estimates are difficult,

Parameter	2019-20	2018-19	2017-18
GDP Growth %	6.1	6.8	6.7
CPI inflation (Average,%)	6.09	4.74	4.36
10-year G-sec (Year-end, %)	5.968	7.35	7.40
₹ / US\$ (Year-end)/ Quarter End	75.32	69.17	69.17
Fiscal Deficit (as a % of GDP)	4.59	3.4	3.53

\* Mostly 7.5 negative GDP growth as forecast by RBI.

### Economy

India moved up by 14 places in the World Bank's Ease of Doing Business Index 2020, ranking 63rd in the world. This is attributed to 6 reforms last year- starting a business, getting electricity, construction permits, getting credit, paying taxes and trading across borders. GST has caused an increase in tax base, easier movement of goods across state borders and reduction in tax rate from 28% to 18% for several products. The monthly collection of GST crossed the ₹ 1 lakh crore mark few times in FY 20. The Monetary Policy Report (April 2019) has estimated the GDP growth to improve from 7.0 per cent in 2018-19 to 7.2 per cent in 2019-20.

### Agriculture / Water

It is a stated goal to achieve the ambition of doubling farm income by 2022. The agriculture sector in India is expected to generate better momentum in the next few years due to increased investments in agricultural infrastructure such as irrigation facilities, warehousing and cold storage. India is expected to be self-sufficient in pulses in the coming few years due to concerted efforts of scientists to get early-maturing varieties and the increase in minimum support price.

Some of the recent major government initiatives in the Agriculture sector are as follows:

- 1) The Agriculture Export Policy, 2018 was approved by the Government of India in December 2018. The new policy aims to increase India's agricultural exports to US\$ 60 billion by 2022 and US\$ 100 billion in the next few years with a stable trade policy regime.
- 2) The Government of India has set target to cover 1 crore ha, under Micro Irrigation in the next five years starting from 2019-20. To Celebrate Mahamta Gandhiji's 150th Birth Anniversary starting from 2nd Oct, 2019 to 2nd Oct, 2020, 300 Districts have been identified in which 150 farmers may be selected in each district to adopt MIS from present system of Flood irrigation.
- 3) With an aim to boost innovation and entrepreneurship in agriculture, the Government of India is introducing a new AGRI-UDAAN programme to mentor start-ups and to enable them to connect with potential investors.
- 4) The Government of India has launched the Pradhan Mantri Krishi Sinchai Yojana (PMKSY) with an investment of ₹ 50,000 crore aimed at development of irrigation sources for providing a permanent solution from drought.
- 5) The Government of India has allowed 100 per cent FDI in marketing of food products and in food product e-commerce under the automatic route.

## 1) Overview of Business

Jain Irrigation Systems Limited (JISL) is the flagship Company with operating subsidiary companies (Including fellow subsidiaries) with diverse businesses across the globe and aggregate revenues of over ₹ 62.8 billion. The Company is a leading agribusiness enterprise, present in the entire value-chain. It is the second largest micro-irrigation Company globally, and is largest manufacturer of micro irrigation systems in India. It is also the largest manufacturer of Mango pulp, puree and concentrate in the world, and the second largest manufacturer of dehydrated onions. JISL is also India's largest manufacturer of polyethylene pipes, one of the 3 leading PVC pipe manufacturer, and is also the world's largest manufacturer of Tissue Culture banana plants. The Company is additionally into hybrid & grafted plants; greenhouses, poly and shade houses, bio- fertilizers, biogas and green energy (solar), solar water heating systems, solar panels, solar water pumps and plastic sheets. Many of the plants are ISO 50,000 & HACCP certified, and meet International FDA requirements. JISL renders consultancy for complete or partial project planning and implementation, e.g. watershed or wasteland and/or crop selection, and rotation.

Each of our products is an outcome of an effort to conserve nature's precious resources, through substitution or value addition. This is the legacy of a deliberate and conscious endeavor that stems from a deep-rooted concern for nature with a consistent focus for development and growth of agriculture, resulting in higher income for farmers.

## 2) The Strategy

Our objective is to leverage our strengths to continue to expand our business in long term as well as in the short to medium term. We intend to be the best water, food & natural resource management Company while creating value in entire chain across three areas of water, energy and food security.

The principal elements of our current strategy are:

### a) Expand the geographic markets and product offering

The Company continues to expand the geographic reach of its operations in India and overseas. While sales of the MIS products and piping systems in India have historically been focused primarily in the Western and Southern parts of the country, Company continues efforts to increase its sales in other regions through expanding the reach of its distribution network and leveraging the existing distribution capabilities. In addition, by further diversifying the revenue stream geographically, Company believes will reduce concentration risks, such as foreign exchange related risks, weather and crop-related risks and economic risks associated with the countries where it operates.

Company also continues efforts to capitalize on growth opportunities and further strengthen its market position through the expansion of its product offering. Company continues to leverage its R&D capabilities to diversify the application of the MIS products in India, from staple crops (like sugarcane, cotton, vegetables and fruits), to applications for wheat and rice. Company believes this constitutes a significant opportunity for horizontal expansion to increase the sales of its MIS products. Company also continues to expand its processed fruit products offering by commencing the manufacture of processed citrus pulps and concentrates. In addition, it has commenced the manufacture of processed spices made from turmeric, chili, pepper, garlic, coriander, ginger etc. for both the B2B and retail markets, in India and overseas. Now in Europe the production of Mediterranean herbs and spices has also begun in FY 20 in Turkish manufacturing facility. Company has recently been approved and received certification for processing of organic food products at it's food processing factories in Jalgaon. This will open avenues of expansion into the organic products market which is showing high growth rates in global markets. Company will also introduce organic range of Retail products catering to the health and environment conscious consumers.

In addition, the Company continues to maintain its position as a leading agricultural technology player. Company continues to develop its current portfolio of high technology irrigation monitoring



devices and software products to add features which enable data collection, processing and analysis which Company continues to sell as a service to its customers. Company believes these services would provide significant analytical tools for farmers to optimize planting strategies to improve productivity, cut operational costs and minimize environmental impact.

**b) Expand the retail product portfolio**

Company's subsidiary Jain Farm Fresh Foods Limited (JFFFL) intends to expand its retail product portfolio of agro-processed products in order to capture opportunities to produce value. Company has commenced the production and marketing of convenient and healthy fruit snacks in India under an in-house brand (FRU2GO). Company will continue to use the processed fruit pulps that it produces as raw materials for the manufacturing of such value added processed fruit snacks. Company has introduced additional retail fruit products, such as frozen fruit puree made from jamun, strawberry and mango under the brand "FRUZEN" as well as straight and blended spices under the "Valley Spice" Brand.

**c) Implement prudent financial strategy**

Company seeks to optimize its capital structure by assessing the benefits and suitability of utilizing different funding sources. In addition, Company intends to reduce the working capital requirements by continuing to implement the cash and carry policy for the sales of MIS products to dealers in India, which has resulted in reduction of the gross credit days for the sales of MIS products over last few years, this year FY 20 being an exception due to liquidity constraints faced by the Company. The Company also continues to leverage its relationship with Banks and rural credit institutions, to bolster the liquidity position, providing upfront cash for the purchases of its products. Company continues these measures to increase its free cash flow, enabling it to better pursue the development of the business even though currently there is a challenging situation on Government project related receivables, which is temporary in nature.

**d) Debt resolution plans**

As shareowners are aware the Company's Lenders in India have signed an Inter Creditor Agreement on 6th July 2019, and have undertaken the exercise of restructuring the debt of the Company. Considering the total debt of the Company and its scalability of operations in the present scenario, portion of the debt is carved out as unsustainable debt. This debt restructuring will help the Company in terms of deferment of payments to lenders, an increase in the liquidity and also reduction in the finance cost to an extent. The resolution plan envisages

- Additional Equity Contribution
- Monetisation of surplus business assets in India
- Conversion of part of debt into equity
- Staggered payments of overdue amounts (unsustainable debts carved as NCD and FITL) over a longer time period

Also, Company has initiated discussions with bond holders for restructuring of the USD 200 mn bonds raised in JITBV, Netherland. This will also help the Company to maintain liquidity in the overseas business and sail through the overall slowdown in the global economy due to pandemic.

**3) Competitive Strengths**

We believe that the following are our principal competitive strengths

**a) Strong brand and leadership position in our businesses in India.**

We are one of India's leading manufacturers of micro irrigation systems, piping systems and agro-processed products. Our MIS products are customised to assist in meeting the special requirements of our customers in India. We have worked with farmers to provide them training and introduce them to more advanced processes and technology as well as with Indian state governments and international organisation's to develop technology and support new initiatives to assist farmers. We have maintained our leadership position with extensive research and development in plant, in lab and on farm to improve our products. We have built an extensive and loyal distribution and dealership network throughout semi-urban and rural India, selling flagship brands such as Jain Drip, Jain Sprinklers, Jain Pipes, Chapin and Jain Farm Fresh, which are well known in the Indian and international markets.

**b) International reach of the products**

The international reach of our agro-processed products segment comprises operations in the United States and Europe. Our subsidiary in the United States, Dehydrated Ingredients Division (formerly Cascade), produces dehydrated onion products for a wide network of customers. In addition, Frozen Ingredients division (Formerly White Oak) produces reduced moisture frozen vegetable products, which it sells to multi-national food companies located in the United States. Our subsidiary in the United Kingdom, Sleaford, distributes spices and other blends of food ingredient products, which provides us with direct access to the United Kingdom food service and institutional markets.

**c) Total solution provider across the agricultural value chain and relationship with the farmer.**

We have utilised our agriculture expertise and relationships to participate across the agricultural

value chain and diversify our revenue. In addition to our micro and sprinkler irrigation systems, plastic piping and solar pumps which are used in irrigation, we also supply bio-tech tissue culture plantlets, which help farmers in disease control, reduce growing time and create higher crop yields. In addition, we work with our customers on a turnkey basis providing engineering, soil and water analysis, water resource estimation, crop planning, irrigation and fertigation scheduling, marketing assistance and other agronomical and technical support and training. We purchase onions, tomatoes and other vegetables for vegetable dehydration from our contract farmers. We are a major consumer of mangoes, bananas and other tropical fruits for our fruit processing operations. We believe that being involved across the value chain leverages our knowledge, relationships, brand name and strong distribution network to provide total solutions for farmers. Our unique relationship with the farmer helps us provide last mile traceability for customers looking more for sustainability and the increasing stringent requirements for food safety norms across the world.

**d) Strong R&D capabilities and intellectual property**

Company has strong competence in R&D in each of its business segments. Company focuses its R&D operations in the development of new products and improvement of existing products. Company's R&D team is also responsible for developing new and more efficient production processes and the enhancement of existing production processes. Company believes that providing timely and cost-effective improvements in product quality is a key factor in ensuring customer satisfaction and retention. Company has gained significant product development expertise, which has enabled it to create a portfolio of innovative products. For instance, Company has the R&D capabilities to develop agro-processed products for the retail markets. In addition, Company began the production of irrigation monitoring devices and software, which monitor and analyze soil moisture, nitrogen, nutrient and weather conditions, under the "Puresense" brand in the United States, positioning it as a leading agricultural technology player in the United States. Company's "Puresense" products provide technology and software for farmers to monitor irrigation requirements at crop's root levels on a real time basis. In addition, Company has developed a wireless sprinkler \*with modifiable water flow and pattern under the "Genesys" brand.

56 products / process are applied for patent by the Company and its subsidiaries worldwide including in the United States, Europe, Israel, Australia, Canada and India which are granted in some countries and in process of granting in other countries.

**e) Strong product quality and internal quality controls**

The Company has implemented a comprehensive quality management program and adheres to a strict quality control system over its entire manufacturing operations. Company believes its strong product quality and internal quality controls allow it to operate its manufacturing facilities efficiently by reducing defects and waste and have fostered the trust of its customers in the products that it manufactures. For instance, Company's operations in India possess the certifications which allow its product to access export markets. With respect to its agro-processed products, Company also implements "Jain Good Agricultural Practices (JAINGAP) and Sustainable Agricultural Codes" to promote traceability, food safety, worker welfare, hygiene, sanitation as well as environmental and biodiversity protection, conservation and enhancement. In addition, Company's manufacturing facilities of MIS products utilises equipment which automatically rejects defective products.

**f) Experienced board and management team**

Our senior management team has deep experience in the industries in which we operate. We believe that the experience of our management team in the agriculture sector and international markets will help us increase our penetration internationally and expand the range of our product offerings. Our management team also has long-standing relationships with many of our major customers, distributors/dealers and suppliers. Further, we have one of the largest pools of committed agricultural scientists, technicians and engineers in the private sector in India, comprising over 1,000 agricultural scientists, technicians and engineers. Our after sales support, training and other services are one of our main selling points.

**4) Subsidiary Operations**

The Corporate Structure is provided on the website of the Company and the link is : <http://jisl.co.in/temp/Jains%20Corporate%20Structure%202018.pdf>

**A) Overseas Holding Companies**

**a) JISL Overseas Ltd., Mauritius ("JISO")**

is a wholly owned subsidiary of JISL India and was incorporated in 1994 under the laws of Mauritius. JISO acts as a holding Company for the UK and USA based overseas subsidiaries. It holds 54.53 % in Jain (Europe) Ltd., and 69.45% in Jain America Holdings Inc., USA. Its total income includes interest income from its fellow-subidiaries. It has made a net loss of US\$ 415,534 in FY 2019-20 against net loss of US\$ 411,191 in FY 2018-19.

**b) Jain International Trading B.V., The Netherlands ("JITBV")**

is a wholly owned subsidiary of JISL India and incorporated in March 2010 under the laws of The

Netherlands. It holds 45.47 % in Jain (Europe) Ltd., and 30.55% in Jain America Holdings Inc., USA. JITBV had a net loss of US\$ 1,121,677 in FY 2019-20 against net profit of US\$ 5,234,491 in FY 2018-19. Profit in FY 2018-19 mainly on account of fair valuation gain on Bond. The Bond of US\$ 200 million is payable in February 2022.

**c) Jain Overseas B.V., The Netherlands (“JOBV”)**

is a wholly owned subsidiary of the Jain International Trading BV, The Netherlands and was incorporated under the laws of The Netherlands. It is in Business since 2007. JOBV has a net loss of US\$ 746,711 in FY 2019-20 against net loss of US\$ 1,181,455 in FY 2018-19 primarily on account of higher interest Payable during the year to parent Company / related parties on funds borrowed.

**d) Jain (Israel) B.V., The Netherlands (“JIBV”)**

is a wholly owned subsidiary of the Jain Overseas B.V., The Netherlands and was incorporated under the laws of The Netherlands. It is in business since 2007. JIBV had a net loss of US\$ 4,576,523 in FY 2019-20 against net loss of US\$ 4,763,402 in FY 2018-19, primarily on account of higher interest payable during the year to parent Company / related parties on funds borrowed.

**e) JISL Global SA, Switzerland (“JGSA”)**

is a wholly owned subsidiary of the Jain Overseas B.V., The Netherlands and was incorporated under the laws of Switzerland. It is a holding Company since 2007. JGSA had a net loss of CHF 11,590 in FY 2019-20 against net profit of CHF 449,401 in FY 2018-19. Profit in FY 2018-19 mainly on account of dividend income from subsidiary Company.

**f) JISL Systems SA, Switzerland (“JSSA”)**

is a wholly owned subsidiary of the JISL Global SA., Switzerland and was incorporated under the laws of Switzerland. It is in business since 2007. JSSA had a net loss of CHF 8,137 in FY 2019-20 against net profit of CHF 467,470 in FY 2018-19. Profit in FY 2018-19 mainly on account of dividend income from subsidiary Company.

**g) Jain Netherlands Holding I B.V., The Netherlands (“JNHBV I”)**

is a wholly owned subsidiary of the Jain Overseas B.V., The Netherlands and was incorporated under the laws of The Netherlands. It is incorporated in 2020. JNHBV I had a net loss of US\$ 14,254 in FY 2019-20.

**h) Jain Netherlands Holding II B.V., The Netherlands (“JNHBV II”)**

is a wholly owned subsidiary of the Jain Overseas B.V., The Netherlands and was incorporated under the laws of The Netherlands. It is incorporated in

2020. JNHBV II had a net loss of US\$ 14,254 in FY 2019-20.

**B) Overseas sales and distribution Companies**

**a) Jain (Europe) Ltd., UK (“JEL”)**

is a wholly owned subsidiary of the Company and was incorporated in 1996, under English laws. Jain (Europe) Ltd. is our marketing and distribution arm in the UK and other EU countries. The sales of the Company declined by 47% from GBP 2.23 million in FY 2018-19 to GBP 1.17 million in FY 2019-20.

**b) Jain International Foods Ltd., UK (“JIFL”) [Erstwhile SQF 2009 Ltd., UK]**

is a wholly owned subsidiary of the Jain Farm Fresh Foods Ltd., India (“JFFFL”) and incorporated under English laws. As a part of food business restructuring has acquired JIFL from Jain (Europe) Ltd., UK. And further food marketing business of JEL has been transferred to JIFL. The sales of the Company decline by 12%. In FY 2018-19 sales was GBP 25.52 million and in FY 2019-20 GBP 22.55 million.

**c) Jain America Foods Inc., USA (“JAF”) [Erstwhile Jain (Americas) Inc., USA]**

is a wholly owned subsidiary of the Company and was incorporated in 1994, under the laws of Ohio, USA. It is our marketing, distribution and investment arm in the United States for food business. The sales of the Company declined from US\$ 2.92 million in FY 2018-19 to US\$ 0.83 million in FY 2019-20.

**d) Jain America Holdings Inc., USA (“JAH”)**

is a wholly owned subsidiary of the Company and was incorporated in February 2016, under the laws of Delaware, USA. It is now our key marketing, distribution and investment arm in the United States for Plastic sheet & Hi-tech agri business. The sales of the Company increased by 21% from US\$ 14.48 million in FY 2018-19 to US\$ 17.47 million in FY 2019-20.

**e) Jain MENA DMCC, Dubai (“JMENA”)**

is a wholly owned subsidiary of the Company of Jain International Trading B.V., The Netherlands and was incorporated in 2017, registered in Dubai Multi Commodities Center, Dubai. JMENA is our marketing and distribution arm in the Dubai and other neighboring countries. The sales of the Company decreased from AED 2.79 million in FY 2018-19 to AED 0.91 million in FY 2019-20.

**C) Operating Subsidiary Companies**

**a) Sleaford Quality Foods Ltd., UK (“SQF”)**

is based in Sleaford town in Lincolnshire County in the East Midlands region of England. Primary nature of its business is blending, repacking, trading &

distribution of food ingredients. The sales of the Company declined by 14% from GBP 56.85 million in FY 2018-19 to GBP 48.83 million in FY 2019-20.

**b) Ex-cel Plastics Ltd., Ireland (“EPL”)**

is a Company limited by shares and was incorporated in 2013 under the laws of Republic of Ireland. The Jain (Europe) Ltd., UK. The Company is engaged in manufacturing of Plastic sheets products. The sales of the Company decreased by 16% from EUR 25.87 million in FY 2018-19 to EUR 21.75 million in FY 2019-20 due to good demand of plastic sheet products in Europe market.

**c) Jain Farm Fresh Foods. Inc (“JFFFI, USA”) [Erstwhile Cascade Specialties Inc. USA] (Including its business division White Oak Frozen Foods)**

is a wholly owned subsidiary of the Company through Jain America Foods Inc., USA. It is engaged in onion, garlic dehydration, ready to eat frozen vegetables business and frozen foods business with specialization in natural low bacteria and organic dehydrated products. The sales of the Company increased by 27% from US\$ 56.67 million in FY 2018-19 to US\$ 71.91 million in FY 2019-20.

**d) Jain Irrigation Inc.,USA (“JII”)**

(Including Chapin Watermatics Inc., Point Source Irrigation Inc., Jain Agricultural Services.-erstwhile PureSense Environment, Inc., Jain Agriculture Services Australia Pty Ltd erstwhile Observant Pty Ltd and ETWater Systems, Inc) Jain Irrigation Inc. is wholly owned subsidiary of the Jain America Holdings Inc., USA. Company is engaged in drip tape manufacturing and distribution business. Jain Agriculture Services Australia Pty Ltd was formed in February 2017, for the purpose of purchasing the assets of Observant Pty Ltd, an Australian Company. Jain Agriculture Services Australia Pty Ltd is owned 100% by Jain Agriculture Services, LLC which is owned 100% by Jain Irrigation, Inc. The Company is engaged in the business of hardware and software development for farm weather and irrigation management. These are wholly owned subsidiaries of the Company through the Jain America Holdings Inc. Jain Agricultural Services sells a moisture monitoring system for agricultural use. The products include both hardware and monitoring systems on a subscription basis. The sales of the Company decreased by 12% from US\$ 68.17 million in FY 2018-19 to US\$ 60.29 million in FY 2019-20.

**e) NaanDanJain Irrigation Ltd., Israel (“NDJ”)**

is a wholly owned subsidiary of the Company through the Jain (Israel) B.V. & Jain Overseas B.V. It is engaged in the manufacturing of drip / sprinkler irrigation. NaanDanJain has manufacturing facilities in Israel,

Chile, Brazil, Turkey and Spain. The sales of the Company decreased by 12% from ILS 559.94 million in FY 2018-19 to ILS 493.76 million in FY 2019-20.

**f) Gavish Control Systems Ltd., Israel (“GAVISH”)**

is owned to the extent of 51% through the Jain (Israel) B.V. It is engaged in the manufacturing of software and computer equipment for agriculture applications. The sales of the Company declined from ILS 4.87 million in FY 2018-19 to ILS 3.23 million in FY 2019-20.

**g) THE Machines Yvonand SA, Switzerland (“THE”)**

is a wholly owned subsidiary of the Company through the JISL Systems SA. It is a Switzerland based manufacturer of plastic extrusion equipment with laser technology. The sales of the Company increased by 22% from CHF 13.04 million in FY 2018-19 to CHF 15.96 million in FY 2019-20.

**h) Pro Tool AG, Switzerland (“PRO TOOL”)**

is a Switzerland based manufacturer of plastic injection mould. The Company is owned to the extent of 75% through the THE Machines Yvonand SA. The sales of the Company slightly increase from CHF 2.17 million in FY 2018-19 to CHF 2.22 million in FY 2019-20.

**i) Excel Plastic Piping Systems SAS, France (“EPPL”)**

It was formed in March 2017, for the purpose of assets purchase of Unistar Europe, France. Excel Plastic Piping Systems SAS is owned 100% by Jain (Europe) Ltd., UK. The Company is engaged in the distribution of plastic fittings and pipes in various countries worldwide. The sales of the Company decreased by 32% from EUR 1.65 million in year 2018-19 to EUR 2.43 million in year 2019-20.

**j) Jain Distribution Holdings Inc, USA (“JDH”)**

is a wholly owned subsidiary of Jain America Holdings Inc, Delaware, USA and incorporated in 2017 under the laws of Delaware, USA. JDH has acquired two of the largest Micro Irrigation Dealers “Agri- Valley Irrigation LLC.” (‘AVI’) & “Irrigation Design and Construction LLC” (‘IDC’) in May 2017. It holds 80% stake in both the companies. Consolidated sales of the JDH group including AVI & IDC for FY 2018-19 was US\$ 108.73 million and US\$ 111.32 in FY 2019-20.

**k) Jain Farm Fresh Holdings SPRL, Belgium (“JFFH”)**

is a wholly owned subsidiary of Jain International Foods Ltd., UK and incorporated in 2018 under the laws of Belgium. JFFH has acquired 100% stake in Innovafoods N.V. Belgium and its affiliated Company Innova Trading BVBA, Belgium. Innovafood is a leading importer, stockist and distributor of food ingredients and has become one of the leading player in the dehydrated vegetables, spices and other food



ingredients in Belgium, The Netherlands, France and other neighbouring countries. Consolidated sales of the JFFH group including Innovafoods for FY 2018-19 was EUR 18.86 million and FY 2019-20 is EUR 22.79 million.

**l) Pacific Shelf 1218 Ltd., UK (“Pacific”)**

On August 31, 2018 the parent entity through its wholly owned subsidiary Jain (Europe) Ltd., UK, acquired 100% of the issued capital of Pacific Shelf 1218 Ltd., Pacific Shelf 1218 Ltd is engaged in manufacture and distribution of polypropylene twin-walled plastic sheets. Company was acquired to expand the product range, extend the presence in key European distributors, expand the markets for plastic products and provide with plastic manufacturing base in United Kingdom to service that market. Company is one of largest manufacturer of polypropylene plastic sheets in Europe, and has excellent reputation for product quality and service. Company also employs latest extrusion technology at its plant in Northern Ireland, and complements our existing plastic sheet operations in Republic of Ireland. The sales of the Company is GBP 6.58 million in year 2018-19 and GBP 12.24 million in year 2019-20.

**m) Jain Farm Fresh Gida Sanayi Ve Ticaret Anonim Sirketi, Turkey (“JFFG”)**

is a wholly owned subsidiary of Jain International Foods Ltd., UK and incorporated in 2019 under the laws of Turkey. JFFG is a leading importer, stockist and distributor of food ingredients and has become one of the player in the dehydrated vegetables, spices and other food ingredients in Turkey, UK, and other neighbouring countries. The sale of the JFFG for FY 2019-20 was USD 2.37 million.

**n) Jain Farm Fresh Foods Ltd., India (“JFFFL”)**

Company incorporated in April-2015 and is owned to the extent of 88.81% by JISL India & JPFTIPL. JISL had sold “Indian Food Business” to JFFFL by way of slump sale including all assets, liabilities, employees, customers, IP, brands, etc. in FY 2016. Revenue of the Company is ₹ 7,428.11 million in FY 2019-20 as against ₹ 8,200.73 million during the FY 2018-19.

**o) Jain Processed Foods Trading & Investments Pvt. Ltd., India (“JPFTIPL”)**

is a wholly owned subsidiary of the Company. JPFTIPL holds 74% of Dripteck India Pvt Ltd. & 7.16 % in JFFFL. Revenue of the Company has decreased by 36% from ₹ 5.82 million during the year 2018-19 to ₹ 4.60 million in FY 2019-20 by trading activity.

**p) DripTech India Pvt. Ltd., India**

is owned to the extent of 74% by JPFTIPL and 1% by JISL. The Company produces affordable, high quality irrigation systems designed for small-plot

farmers. The Company caters to both domestic and international markets. Revenue of the Company has decreased by 14% from ₹ 129.11 million in FY 2018-19 to ₹ 110.74 million in FY 2019-20.

**5) Overview of Segments**

**[A] High-Tech Agri Input Products**

This segment comprises Micro and Sprinkler irrigation systems and Tissue Culture. Revenue from domestic sales of our Hi-Tech Agri Input Products has decreased by 55% in FY 2020 to ₹ 10,122 million from ₹ 22,513 million in FY 2019, mainly due to significant decrease in MIS project sales and retail sales. Export of Hi-Tech Agri Input Products has decreased by 49.5% to ₹ 1,341 million in FY 2020 from ₹ 2,653 million in FY 2019. In FY 2019, the sales mainly constituted of institutional supplies for projects.

**a) Micro and sprinkler irrigation**

**i) Industry**

The Indian micro irrigation market majorly consists of drip irrigation systems in terms of revenue. It is highly competitive, with the presence of large and small scale drip and sprinkler irrigation equipment producers and marketers across numerous states of India. The other component is sprinkler irrigation systems, where the industry segment is small but niche; your Company is present and leader in both the segments.

**ii) Performance**

MIS Revenue has decreased by 57.4% in FY 2020 to ₹ 10,120 million from ₹ 23,759 Million in FY 2019. The Domestic Revenue showed a de-growth of 58.4% to ₹ 8,779 million in FY 2019 from ₹ 21,107 million in FY 2019. The export revenue decreased by 49.5% to 1,341 ₹ million in FY 2020 from ₹ 2,652 million in FY 2019. The Business contributed over 51.7% the Company’s total turnover.

**iii) Opportunity & Outlook**

The recent initiatives announced by the Government in the areas of agriculture and indigenization gives us many opportunities in our sector to scale up. The mood in the Company is to work with gusto like a young Company, which has also a rich legacy. We have a good order book and our focus in FY 2021 is to find ways and means to minimize working capital, reduce cost, build volumes and recover the receivables. One such initiative is the **Agriculture Infrastructure Fund**, Govt in July had approved the setting up of an agri-infra fund with a corpus of ₹ 1 lakh crore to extend subsidised credit for farm infrastructure projects. PM will also release 6th installment of ₹ 17,000 crores fund to 8.5 crores farmers under PM-KISAN scheme. The agri-infra fund was part of the over ₹ 20 lakh crore stimulus package announced in response to



the COVID-19 crisis. The Agriculture Infrastructure Fund, the duration of which will be 10 years till 2029, aims to provide medium-to-long term debt financing facility for investment in viable projects for post-harvest management infrastructure and community farming assets through interest subvention and financial support.

The main objective of the fund is to facilitate the States in mobilizing the resources for expanding coverage of Micro Irrigation by taking up special and innovative projects and also for incentivizing micro irrigation beyond the provisions available under 'Per Drop More Crop' (PDMC) component of 'Pradhan Mantri Krishi Sinchayee Yojana' (PMKSY) to encourage farmers to install micro irrigation system.

The Ministry of Agriculture has notified that they will cover 150 farmers in each of 300 districts across India to set a target of 1 crore Ha in 5 years starting from 2019 for MIS coverage instead of traditional method. This plan, if implemented can potentially be a big opportunity for the Company.

#### **iv) Risks & Challenges**

Micro-irrigation requires pressure for water delivery in delivery lines, it requires pumps regardless of whether the source of water is surface or groundwater, hence it is facing problem of Energy Crisis. Water leakage from a sprinkler system caused by the inadequate repair of components defeats the purpose of saving water on Indian farms. Farmers now have to invest further to replace obsolete components of drip/sprinkler systems such as filters, clogged pipe network, electrical/electronic components, pumps, silted water bodies etc., all of which are not covered in any of the governments' financial schemes.

Agriculture is among those sectors which have been continuing to post retarded growth since the latter half of the last fiscal year. Rural consumption was affected because of the loan waivers, which in turn resulted in the inability of farmers to get new loans to buy irrigation systems. Drought affected many regions, especially during the second half of the monsoon resulting in reduced demand for micro-irrigation products during the Rabi season.

We are closely monitoring our receivables which have remained on the higher side for the last couple of months. Our account receivables were at 190-days for March-18 which have increased to 250-days for March-19, while for March 2020 the number is 622. This looks higher optically but is due to reduction in the revenues during the year FY20, otherwise the absolute number is lower. Maharashtra, Andhra Pradesh, Tamil Nadu, Gujarat, Rajasthan are the states of substantial micro-irrigation and piping business for us. Since agriculture and water are the state subjects, major portion of our micro-irrigation and piping business has exposure to government projects in the

said states. The response of concerned departments already started slowing down even before the code of conduct was declared. Not to mention these elections were extended in multiple phases. Taking a lesson from this we intend to reduce exposure of our projects to the State Governments. We will plan and take substantial steps in this direction in upcoming months. Simultaneously, we are working internally to take all necessary steps which are within our control.

#### **b) Biotech Tissue Culture**

##### **i) Industry**

Currently, the global demand for clean, healthy planting material for agriculture, horticulture, forestry, and floriculture is estimated at more than 16 trillion plants, which equals USD 4 trillion. However, the annual production of tissue culture plants is only about 1.5 billion to 2 billion, with an expected annual growth rate between 5% and 10%. The huge gap between the total demand for planting material and current supply of tissue culture products will encourage the industry to expand further.

Plant tissue culture saplings significantly outperform conventional vegetative propagation materials in terms of uniformity, earliness, yield, and quality. The superior performance of tissue culture plantlets and rising global food demand has boosted demand for tissue culture planting materials.

An example to illustrate the potential for tissue culture is the banana production in India. India has the largest cultivation area and production for banana crops (about 830,000 hectares). If one-third of the banana plants could be propagated by tissue culture, a minimum of 900 million plantlets would be needed. However, the current annual production is only 100-150 million plantlets. The Department of Biotechnology in India expects the annual growth in demand for tissue-cultured banana plants to increase at a rate of 25%. Biotech research application segment is anticipated to grow at the highest CAGR over the upcoming period, due to rising number of biotechnological research and studies supported by government initiative.

##### **ii) Performance**

The business contributed about 6.86% to the Company's corporate turnover. The Tissue Culture revenue has decreased by 4.6% in FY 2020 to ₹ 1,343 million from ₹ 1,407 Million in FY 2019.

##### **iii) Opportunity & Outlook**

In addition to production of disease free, true to type, quality plants through tissue culture, the technology has also been used for crop improvement by the production of useful somaclonal and gametoclonal variants, cell line selection, protoplast fusion etc. which leads to the development of commercially important and improved varieties.

#### **iv) Risks & Challenges**

Uncertainty of the **precipitation** is the major risk while predicting demand of planting material and running production program well in advance. Seasonal plant demand, long propagation cycle, requirement of skilled manpower and high production costs per unit seem to be the main challenge for extending tissue culture applications. Tissue culture industry is looking for other ways to reduce costs per plantlet, like automation. It is becoming increasingly important to develop low cost, automated, mass propagation systems for producing tissue culture plantlets and to develop automated, robotized, and efficient transplant production methods.

#### **[B] Plastic Products**

The segment business includes the varied business lines like PVC Pipe, PE pipes and PVC Sheets for industrial applications. Revenue from domestic business of our Plastic products has decreased by 59.9% in FY 2020 to ₹ 6,663 million from ₹ 16,611 million in FY 2019. The revenue from export of Plastic products has decreased by 32.3% in FY 2020 to ₹ 1,179 million from ₹ 1,742 million in FY 2019.

##### **a) PVC Piping**

###### **i) Industry**

The Indian PVC Pipes Market size was valued at \$3,346 million in 2018 and is anticipated to expand at a CAGR of 10.2% to reach \$6,224 million by 2023. Polyvinyl chloride (PVC) is the third largest selling plastic commodity after polyethylene & polypropylene. It is beneficial over other materials, owing to its chemical resistance, durability, low cost, recyclability, and others; thus, it can replace wood, metal, concrete, and clay in different applications. PVC pipes are manufactured by extrusion method in a variety of dimensions such as solid wall or cellular core construction. They are corrosion resistant, cost-effective, flame resistant, easy to install & handle, and environmentally sound, with long service life.

###### **ii) Performance**

During FY 2020, this business contributed about 20.46% to the Company's turnover. The revenue from PVC decreased by 43.5% to ₹ 4,008 million in FY 2020 from ₹ 7,096 million in FY 2019. The revenue from export of PVC Pipe has increased by 18.1% in FY 2020 to ₹ 313 million from ₹ 265 million in FY 2019.

###### **iii) Opportunity & Outlook**

PVC pipes have captured a greater share in the market because of their sturdiness and superior quality. In India, about 70% of the demand for plastic pipes is expected to come from the agricultural sector. The other 30% would be from the non- agricultural

segments such as construction, plumbing and sewage systems. Increased demand for these pipes across the globe is majorly due to forthcoming replacement projects.

In view of robust government plans, major global projects, replacement needs in the foreign market, this is the right time for Company to tap the under-penetrated pipe industry. The increasing focus of government towards agriculture as well as housing will be the major demand driver for the Indian pipe industry. Urbanization will create the demand with rising construction and building of infrastructure. In the wake of expected exponential growth of the pipe industry, stringent quality controls, international standard certifications, and technological advancements are the only tools with which the Company can withstand the competitors in the industry.

The government is planning an aggressive target of providing piped water to all households by 2024 under its scheme "Nal Se Jal - Piped water for all". This indeed is a massive task given the sheer numbers involved i.e. 150 million households across 5,00,000+ villages need to be brought under the scheme over the next five years. As per the study of various water supply projects and proposals from the past, the estimated per capita spending for piped water projects could be ₹ 8,000-9,000, which means that for complete coverage, the spending on the water network would be at least doubled in FY 2024-25 as compared to FY 2014-19.

Jal Shakti Ministry combines major water/river related activities across prior two ministries (Ministry of Drinking Water and Sanitation and Ministry of Water Resources, River Development and Ganga Rejuvenation), over 144 million rural households are to be connected under "Nal Se Jal" project.

#### **iv) Risks & Challenges**

India's plastics market depends on labor intensive equipment which has adversely impacted the productivity. Unreliable power and high energy costs in India as compared with other countries are also constraints which hamper capacity utilization. Transportation of piping products sometimes becomes big hurdle for business. Maintaining good quality of products has been a challenge for the industry.

##### **b) PE Piping**

###### **i) Industry**

The Indian PE pipe market is forecast to grow at a CAGR of 10.4% from 2018 to 2022. The major growth drivers for this market are the growth of government infrastructure spending, increasing

residential and commercial construction, industrial production, irrigation sector, and replacement of aging conventional metal pipelines.

## ii) Performance

This business contributed about 15.92% to the Company's corporate turnover. This segment showed a de-growth. The revenue from PE Piping has decreased by 69.3% to ₹ 3,119 million in FY 2020 from ₹ 10,174 million in FY 2019. The revenue from export of PE Piping has decreased by 67.3% in FY 2020 to ₹ 220 million from ₹ 671 million in FY 2019.

## iii) Opportunity & Outlook

PE pipe market is expanding owing to increasing water development infrastructure, increasing awareness on water conservation and aim to become 100% open defecation free nation. The major aim of the government project(s) is to make sure that every citizen of India has optimum access to safe and hygienic drinking water. The government of India has been focusing on providing housing to each and every citizen of India by 2022. Rise in number of houses in the country will increase the need for constructing pipe infrastructure to transport water. Many irrigation projects and dams are under construction to aid the pipe market in India. Increasing population rate, rising FDI in construction and development, high investment in improving gas distribution network and increasing number of housing units are some other key factors that may have positive impact on the market creating additional and replacement demand in the future.

The new Government has set up 'Jal Shakti Ministry' to emphasis on clean drinking water for every household ("Har Ghar Jal") by 2024. We are already world leaders in Micro-Irrigation and Agri-Tech and over the last few decades, we have also gained leading position in 24\*7 drinking water supply projects. We are providing clean drinking water supply to the residents of more than 15 cities across the Country including metropolitan cities like Pune. We are optimistic that a good monsoon and the various initiatives announced by the new Government in water infrastructure and irrigation sectors would give us enough opportunities to serve the economy in the medium and long term in a sustainable manner.

As per a report of Petroleum and Natural Gas Regulatory Board (PNGRB) gas consumption of India is expected to grow by 0.5% every year till 2040 and to promote gas usage the PNGRB has proposed Capital Grant for Transmission Pipelines to connect Eastern India. Central Government has laid foundation of City Gas Distribution (CGD) Projects in 65 Geographical Areas in 129 districts. Around 96 cities and districts in different parts of the country were covered for development of CGD network.

Having an enviable track record of over 20 years of timely supplies of quality Silicoat HDPE ducts, micro ducts and bundled (multi) micro ducts, double walled corrugated ducts, JISL is catering the intensifying demand for silicoat HDPE cable ducts and accessories as per demanding delivery schedules from Its 3 strategically located production units in India, viz. mother plant at Jalgaon (Maharashtra), Hyderabad (Telangana) and Alwar (Rajasthan). It has till date supplied around 5,00,000 km of HDPE ducts to various telecom operators and has the plans for further expansion of Its production capacity In all the locations.

## iv) Risks & Challenges

Delay in implementation of projects remains the major risk faced by the business. Lack of awareness about quality needs at the customer's end provide significant challenge. Also conversion of HDPE from steel or concrete still sometimes becomes difficult due to unwillingness to change old specifications at engineering levels, though we are experiencing the shift of mind-set on large scale now and which is a positive sign.

## c) PVC Sheets

### i) Industry

The furniture, doors and interiors panel market by the day is moving towards adoption of high quality, moisture resistant, excellent machinability and green building rated qualifying material. The market is strongly looking at superior substitutes to Plywood and Wood; PVC Sheets/WPC Sheets qualify for the same, thus being able to drive this new product growth in market. Hence, there is a considerable YOY growth in demand of PVC sheets for retail branding and visibility through Signage's and POS displays across all major growing markets.

### ii) Performance

The business contributed about 3.65% to the Company's corporate turnover. This business has de-grown by 34% to ₹ 715 million in FY 2020 from ₹ 1,083 million of FY 2019. The export revenue has decreased by 20% to ₹ 646 million in FY 2020 from ₹ 276 million in FY 2019.

### iii) Opportunity & Outlook

This segment has been commercialized and used in consumer products, industrial products, agriculture products and construction. The global plastic films and sheets market is fragmented and markets such as North America and Europe are mature. However, Asia-Pacific market shows a huge potential for growth. The rising disposable income of middle class in India and China is expected to drive the plastic films and sheets market in the upcoming years.

#### **iv) Risks & Challenges**

The threat of substitute products is high in the market. This is primarily due to the availability of a large number of substitute products such as glass and metal, MDF, Plywood etc

#### **[C] Others**

The Other Division includes Solar Thermal, Solar Power, Solar Water Heating Systems and Other Agricultural Products. The revenue for the segment for FY 2020 was recorded at ₹ 284 million as compared to ₹ 908 million in FY 2019.

It contributed approximately 1% to the corporate revenue of the Company. The contribution of this segment to overall business of the Company is marginal as compared to main segments and hence the information is not separately presented under the heads the Industry, Performance, Opportunity & Outlook, Risk and Challenges.

### **6) Risks and concerns at corporate level**

The Company has significant experience in managing risks related to farming, weather, seasonality, global markets, currency fluctuation and impact of government policy. During last few very volatile years, this experience and expertise has helped the Company to navigate turbulent times in a smooth manner, to result in sustained growth, improved margins and increased market share, despite financial meltdown and violent disruption of all types of global/domestic markets and economy.

The risk management, inter alia, provides for periodical review of the procedures to ensure that executive management controls the risks through a properly defined framework. The Company has identified the risks and their owners within the organization and the following risks have emerged as the top 6 risks:

#### **Commodity Price Risk**

- Seasonality in agriculture and monsoon
- Foreign Currency Exchange Rate Risk
- Lower capacity utilization
- Volatile and Uncertain regulatory environment.
- Liquidity risk
- Commodity Price Risk

The Company is exposed to fluctuations in prices of polymers and resins and fruits, vegetables which are used by it as raw materials. These products are commodities whose prices are determined by the supply and demand in the Indian and international markets for those products and indirectly by the price of petroleum. The prices for these commodities are volatile and this volatility has an effect on Company's income and net profit. Company depends on certain key raw materials including materials derived from petroleum.

Consequently, its business, financial condition and results of operations may be materially and adversely affected by increases/decreases in the price of these raw materials. Company currently does not hedge against market risk resulting from fluctuation in prices of these commodities mainly due to the lack of traded futures and other hedging instruments for its plastic resin and fruit and vegetable materials.

#### **Seasonality in agriculture**

The Company's performance is also dependent on the seasonality in agriculture sector. Our manufacturing of agro-processed products varies over the course of each year, reflecting seasonal changes in the availability of raw materials and their prices. The effects of the monsoon and weather in India, including flooding, droughts and subsequent damage to crops, significantly affect the success of crop harvesting and can be more severe in India than in other countries.

#### **Foreign currency exchange rate risk**

Currency risk is the risk that changes the market prices such as foreign exchange rates, interest rates and equity prices etc. The Company's operations involve foreign exchange transactions including import, export as well as financing and investment transactions and are exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to US\$, EUR, GBP and CHF. Foreign currency risk arises from future commercial transactions and recognised in assets and liabilities denominated in foreign currency that is not Company's functional currency (i.e., ₹). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the ₹ cash flows of a high probable forecast transactions. The exports of Company and operations of its subsidiaries provide natural hedge.

#### **Lower capacity utilization**

Sometimes the Company is unable to utilize all of its capacity to the fullest. The dependency of the business on season, competition and possibly because the 5 year PMKSY program didn't take off well, could be a reason for lower capacity utilization of the Company, in addition to working capital related liquidity issues in most of FY 2020.

#### **Volatile and uncertain regulatory environment**

Change in Government policy/ change in Government decisions, at central and state level may result in declaration of new policies which may not be in favour of Company impacting Company's growth plans. Completion of turnkey projects, subsidy model, drip irrigation contracts may get impacted due to change in Government policies. Similarly, the volatile and ever changing regulatory landscape in the Country is also a major issue and potential risk of non compliance.

## Liquidity risk

Our financial condition and liquidity has been and will continue to be influenced by a variety of factors, including:

- our ability to generate cash flow from our operating activities and capacity utilization resulting from the same;
- our ability to obtain financing when required and dependency on the lenders;
- the level of our outstanding indebtedness and the interest that we are obligated to pay on our indebtedness, which together affect our overall finance costs;
- prevailing domestic and international interest rates, which affect our debt service requirements;
- cash collection cycle.
- Delays in realization of the government receivables, specially related to subsidy or Projects related.

### Our principal cash requirements consist of the following

- operating and working capital requirements;
- the servicing of our indebtedness; and
- purchases of capital equipment.

As mandated the Company has a Risk Management Committee in place which meets as necessary to take a review of risks and plans to mitigate those risks.

## 7) Analysis of the Standalone financial performance

### a) Net sales (₹ in Million)

Business	2019-20	2018-19	Change absolute	Change %
Hi Tech Agri Input Products Division	11,462	25,166	(13,704)	(54.5%)
Plastic Division	7,841	18,354	(10,513)	(57.3%)
Other Division	284	908	(624)	(68.7%)
<b>Total Revenue</b>	<b>19,588</b>	<b>44,428</b>	<b>(24,840)</b>	<b>(55.9%)</b>
Domestic	17,038	40,006	(22,968)	(57.4%)
Export	2,550	4,422	(1,872)	(42.3%)

Total revenue of the Company on a standalone basis has decreased by 55.9% to ₹ 19,588 million in FY 2020 vis-a-vis ₹ 44,428 million in FY 2019.

Company's total domestic revenue has decreased by 57.4% for FY 2020 to ₹ 17,038 million from ₹ 40,006 million in FY 2019. The revenue from exports has decreased by 42.3% in FY 2020 to ₹ 2,550 mn from ₹ 4,422 million in FY 2019.

### i) Hi Tech Agri Input Products Division:

Revenue from domestic sales of Company's Hi-Tech Agri Input Products has decreased by 54.5% in FY 2020 to ₹ 10,122 million from ₹ 22,513 million of FY 2019 mainly due to decrease in MIS sale. Export of Hi-Tech Agri Input Products has decreased by 49.5% to ₹ 1,341 million in FY 2020 from ₹ 2,653 million of FY 2019, mainly due to decrease in MIS retails sales.

### ii) Plastic Products:

Revenue from domestic business of Plastic Products division has decreased by 59.9% in FY 2020 to ₹ 6,663 million from ₹ 16,611 million in FY 2019. The revenue from export of Plastic division has decreased by 32.4% in FY 2020 to ₹ 1,178 million from ₹ 1,743 million of FY 2019.

### iii) Other Division:

Other division includes Solar Water Heating systems, Solar Photovoltaic Systems, and Agricultural products. Revenues from other division has decreased by 68.7% in fiscal 2020 to ₹ 284 million from ₹ 908 million of FY 2019 mainly due to de-growth in solar division as a part of planned strategy.

### b) Non-Operating Income (₹ in Million)

Particulars	31 <sup>st</sup> Mar 2020	31 <sup>st</sup> Mar 2019	Change absolute	Change %
Incentives & Assistance	446.56	819.12	(372.56)	(45.48)%

Incentives & Assistance includes government grant in the form of exemption from electricity duty, stamp duty and industrial promotional subsidy for investment in Jalgaon and Alwar. It also includes saving in import duty on procurement of capital goods and export incentives under MEIS scheme.

### c) Raw material consumption (₹ in Million)

Particulars	31 <sup>st</sup> Mar 2020	31 <sup>st</sup> Mar 2019	Change absolute	Change %
Polymers, Chemicals & additives, packing material etc.	11,451.35	25,057.58	(13,606.23)	(54.30)%

Raw material consumption has decreased by 54.30% to ₹ 11,451.35 million in FY 2020 as compared to ₹ 25,057.58 million of FY 2019, due to change in product mix.

### d) Other Expenses (₹ in Million)

Particulars	31 <sup>st</sup> Mar 2020	31 <sup>st</sup> Mar 2019	Change absolute	Change %
Other Expenses	8,326.51	9,390.77	(1,064.26)	(11.33)%

Other Expenses decreased by 11.33% to ₹ 8,326.51



million in FY 2020 as compared to ₹ 9,390.77 million of FY 2019, decrease in selling & distribution expenses by 31.59% of ₹ 1,415.81 million as compared to previous year ₹ 4,482.26 million, decrease in manufacturing expenses by 42.12% of ₹ 966.56 million as compared to previous year ₹ 2,294.56 million, Increase in administration expenses by 86.38% of ₹ 1613.86 as compared to previous year ₹ 1,868.30 million, administration mainly increased due to irrecoverable claim by 116.55 % of ₹ 341.18 million and provision for bad and doubtful debts by 818.09% of ₹ 1,717.99 million, and decrease in commission to directors by 100% of ₹110 million and decrease in other expenses 39.66% of ₹ 295.75 as compared to previous year ₹ 745.65 million.

**e) Employees benefit expenses** (₹ in Million)

Particulars	31 <sup>st</sup> Mar 2020	31 <sup>st</sup> Mar 2019	Change absolute	Change %
Employees Benefit Expenses	3,008.02	3198.34	(190.32)	(5.95)%

Employee cost has decreased by 5.95% to ₹ 3,008.02 million for FY 2020 as compared to ₹ 3,198.34 million for FY 2019, due to decrease in no. of employees 7,037 in FY 2020 as compared 7,937 in FY 2019.

**f) Finance Costs** (₹ in Million)

Particulars	31 <sup>st</sup> Mar 2020	31 <sup>st</sup> Mar 2019	Change absolute	Change %
Interest Expenses	3,601.33	2,715.23	886.10	32.63%
Bank Charges	393.63	383.30	10.33	2.70%
<b>Total</b>	<b>3,994.96</b>	<b>3,098.53</b>	<b>896.43</b>	<b>28.93%</b>

The Finance Cost has increased by 28.93% to ₹ 3,994.96 million for FY 2020 as compared to ₹ 3,098.53 million of FY 2019, increased mainly on account of interest, overdue penal interest charged by the lenders.

**g) Fixed Assets** (₹ in Million)

Particulars	31 <sup>st</sup> Mar 2020	31 <sup>st</sup> Mar 2019	Change absolute	Change %
Gross Block (net of disposal)	44,797.33	42,994.39	1,802.94	4.19%
Less: Depreciation	15,004.11	13,530.45	1,473.66	10.89%
<b>Net Block</b>	<b>29,793.22</b>	<b>29,463.94</b>	<b>329.28</b>	<b>1.12%</b>

Gross block of Fixed Assets has increased by ₹ 1,802.94 million during the year under review & accumulated depreciation has increased by ₹ 329.28 million during the year under review.

**h) Investments** (₹ in Million)

Particulars	31 <sup>st</sup> Mar 2020	31 <sup>st</sup> Mar 2019	Change absolute	Change %
Investment in wholly owned subsidiary (WoS)/ Subsidiary/ Step Down Subsidiary Company	10,949.20	10,949.20	-	-
Other Investment	612.64	609.83	2.81	0.46%
<b>Total</b>	<b>11,561.84</b>	<b>11,559.03</b>	<b>2.81</b>	<b>0.02%</b>

There is an increase of ₹ 2.81million in investments in associate (in Sustainable Agro Commercial Finance Limited) just due to Ind AS adjustment on corporate guarantee, not any cash outgo.

**i) Inventories** (₹ in Million)

Particulars	31 <sup>st</sup> Mar 2020	31 <sup>st</sup> Mar 2019	Change absolute	Change %
Inventories	7,472.89	7,574.25	(101.36)	(1.34)%

The overall inventory has decreased by ₹ 101.36 million during FY 2020 as compared to FY 2019, primarily due to better working capital control.

**j) Trade Receivables** (₹ in Million)

Particulars	31 <sup>st</sup> Mar 2020	31 <sup>st</sup> Mar 2019	Change absolute	Change %
Gross Receivables	25,905.35	25,467.89	437.36	1.72%
Less: Impairment allowances	3,579.66	1,602.10	1,977.56	123.44
Net Receivables	22,325.69	23,865.79	154.01	0.65%

The net receivables decreased by 0.65% to ₹ 22,325.69 million for FY 2020 as compared to ₹ 23,865.79 million of FY 2019 and there was an increase in impairment allowance of ₹ 1,977.56 million, mainly on account of Govt. & Project Receivables. However, the DSO of Net AR has increased by 223 days from 198 days in FY 2019 to 421 days in FY 2020 mainly on account of reduced sales during the current FY 2019-20.

**k) Short Term loans and advances** (₹ in Million)

Particulars	31 <sup>st</sup> Mar 2020	31 <sup>st</sup> Mar 2019	Change absolute	Change %
Short Term Loans & Advances	6,697.41	4,175.40	2,522.01	61.08%

Short Term Loans & Advances have increased by ₹ 2,539.51million for FY 2020 mainly due to increase in supplier advances 719.14% ₹ 2,343.96 million ,increase in balance with government authority 83.53% ₹ 303.18 million and decreased in others 3.59% ₹ 125.13 million.

**l) Current Liabilities**

(₹ in Million)

Particulars	31 <sup>st</sup> Mar 2020	31 <sup>st</sup> Mar 2019	Change absolute	Change %
Current Liabilities	36,383.41	24,006.79	12,376.62	51.56%

Current Liabilities have increased by ₹ 12,376.62 million to ₹ 36,383.41 million for FY 2020 from ₹ 24,006.79 million for FY 2019, mainly due to increase in current borrowings by ₹ 15,373.36 million. Decrease in trade payable by 59.82% ₹ 6,263.33 million, increase in other financial liability 78.42% ₹ 2,931.09 million due to increase in current maturity of loan term borrowing, and unpaid interest ₹ 2,945.95, increase in liability towards employee benefit ₹ 350.65 million and decrease in security deposit ₹ 309.99 million. Increase in other current liability ₹ 623.36 million due to increase in advance from customer ₹ 422.17 increase in statutory liability ₹ 328.62 and decrease in deferred tax ₹ 127.43 million. Decreased in current tax liability ₹ 288.53 million.

**m) Long Term borrowing**

(₹ in Million)

Particulars	31 <sup>st</sup> Mar 2020	31 <sup>st</sup> Mar 2019	Change absolute	Change %
Long Term Borrowing (incl. the current maturities)	7,428.38	7,896.34	(467.69)	(5.93)%

The Long Term Borrowing has decreased by 5.93% to ₹ 7,428.38 in FY 2020 from ₹ 7,896.34 million in FY 2019, due to repayment of Rupee term loan from bank, ₹ 169.31 million repayment of external commercial borrowing ₹ 287.46 million and repayment of vehicle loan ₹ 11.19 million.

**n) Shareholders' Funds**

(₹ in Million)

Particulars	Equity Capital	Premium Share	Other Reserves	Retained	Total
Balance as on 1 <sup>st</sup> April 2019	1,031.32	14,504.65	3866.40	27,807.87	47,210.24
a) Allotted during the year	-	-	-	-	-
b) Share option outstanding	-	-	-	-	-
b) Profits for the year	-	-	-	(5,083.01)	(5,083.01)
c) Dividend paid (incl. dividend tax)	-	-	-	-	-
d) Adjustments	-	-	31.32	5.22	36.54
<b>Sub Total (a to d)</b>	-	-	<b>31.32</b>	<b>(5077.79)</b>	<b>(5,046.47)</b>
<b>Balance as on 31<sup>st</sup> March 2020</b>	<b>1,031.32</b>	<b>14,504.65</b>	<b>3,897.72</b>	<b>22,730.08</b>	<b>42,163.77</b>

**o) Dividend**

The Board has not proposed to pay dividend on Ordinary Equity Shares and DVR Equity Shares for the FY 2020.

(₹ in Million)

Particulars	2019-20	2018-19	Change absolute	Change %
Equity Dividend	-	-	-	-

**Disclaimer**

The Management cautions that some of statements above are directional and forward looking and do not represent correctness of the underlying projections as they are dependent on various factors some of which may be outside control of management.

- . -

# ANNEXURE VI - - REGISTER OF LOANS, GUARANTEE, SECURITY & ACQUISITION

## Made by Jain Irrigation Systems Ltd. (FY 2019-2020)

[Pursuant to Section 186(9) of the Companies Act, 2013 and & Rule 12(1) of Companies (Meetings of Board and its Powers) Rules, 2014]

Nature of transaction (whether Loan/ Guarantee/ Security/ Acquisition)	Date of making Loan/ Acquisition/ Giving Guarantee/ Providing Security	Name and Address of the Person or Body Corporate to whom it is made or given or whose securities have been acquired (Listed / Unlisted entities)	Amount of Loan/ Security/ Acquisition/ Guarantee	Time period for which it is made/ given	Purpose of Loan/ Acquisition/ Guarantee/ Security	% of loan/ acquisition / exposure on guarantee/ security provided to the paid up Capital, Free Reserves and securities Premium account and % of free reserves and securities premium	Date of Passing of Board resolution	Date of passing Special resolution, if required	For Loan		For Acquisitions			
									Rate of Interest	Date of maturity	No and kind of Securities	Nominal Value and paid up value	Cost of Acquisition (in case of Securities how the purchase price was arrived at)	Date of Selling Investments
Guarantee	04.06.2019	State Bank of India, New Delhi	₹ 150 million (Working Capital facility)	On Demand	The Guarantee of ₹ 150 Million given in favour of State Bank of India for benefit of Sustainable Agro Commercial Finance Ltd	3.73% and 3.82%	30.05.2019	NA	NA	NA	NA	NA	NA	NA
Guarantee	04.06.2019	State Bank of India, New Delhi	₹ 150 million (Term Loan)		The Guarantee of ₹ 150 Million given in favour of State Bank of India for benefit of Sustainable Agro Commercial Finance Ltd	3.73% and 3.82%	30.05.2019	NA	NA	NA	NA	NA	NA	NA

# ANNEXURE VII

## FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31<sup>st</sup> March, 2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.

### I) Registration & Other Details

1) CIN	L29120MH1986PLC042028
2) Registration Date	30th December, 1986
3) Name of the Company	Jain Irrigation Systems Limited
4) Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
5) Address of the Registered office & contact details	Jain Plastic Park, N. H. No. 6, Bambhori, Jalgaon 425001. Phone: <b>+91-257-2258011</b> , Fax: <b>+91-257-2258111</b> , E-mail ID: <b>jisl@jains.com</b> , Web: <b>www.jains.com</b>
6) Whether listed Company	Yes
7) Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>Link Intime India Pvt. Ltd.</b> C101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083 Phone: 02249186000 Fax: 02249186060, E-mail ID: Mumbai@linkintime.co.in and rnt.helpdesk@linkintime.co.in. Web: www.linkintime.co.in

### II) Principal Business Activities of The Company

(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1)	Manufacture of other Plastic Products (n.e.c)	22209	94.79

### III) Particulars of Holding, Subsidiary and Associate Companies

Sr. No.	Name of the Company	Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1)	Jain Farm Fresh Foods Limited	Gat No. 139/2, Jain Valley, Shirsoli Jalgaon MH 425002	U15200 MH2015 PLC263338	Subsidiary	88.81	2(87)(ii)
2)	Jain Processed Foods Trading & Investments Private Limited	Gat No. 139/2, Jain Valley, Shirsoli Jalgaon MH 425002	U74900 MH2015 PTC263378	Subsidiary	100	2(87)(ii)
3)	Driptech India Private Limited	West Wing Building, Gat No. 260, Jain Plastic Park, N H No. 6, Bambhori, Jalgaon 425001	U01403 MH2012 PTC293510	Step down Subsidiary	75	2(87)(ii)
4)	JISL Overseas Limited, Mauritius	C/O. Osiris Corporate Solutions (Mauritius) Limited, B45 Twenty Foot Road, 5th Floor La Croisette, Grand Baie, Mauritius	NA	Subsidiary	100	2(87)(ii)
5)	Jain International Trading BV, Netherland	C/o Athos Business Services (Asia) B.V. (Asia Desk) WTC Tower B - 9th floor, Strawinskylaan 937, 1077 XX Amsterdam, The Netherlands	NA	Subsidiary	100	2(87)(ii)
6)	Jain (America) Foods, Inc (Formerly Jain (Americas) Inc	1819, Walcutt Road, Suit 1 Columbus, Ohio 43228, USA	NA	Step down Subsidiary	100	2(87)(ii)
7)	Jain (Europe) Ltd, UK	Grove House, 551 London Road, Isleworth, Middlesex, TW7 4DS, UK	NA	Step down Subsidiary	100	2(87)(ii)

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Address of the Company</b>	<b>CIN/ GLN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of Shares held</b>	<b>Applicable Section</b>
8)	Jain Overseas B. V., Netherland	C/O. Athos Business Services (Asia) B.V. - (Asia Desk), WTC Tower B – 9th floor, Strawinskylaan 937, 1077 XX Amsterdam, The Netherlands	NA	Step down Subsidiary	100	2(87)(ii)
9)	Jain Farm Fresh Foods Inc., USA (Erstwhile Cascade Specialities Inc., USA)	1, Cascade Way, Boardman, (Onion Dehydration Plant) Oregon 97818, USA	NA	Step down Subsidiary	100	2(87)(ii)
10)	Jain Irrigation Holding, Inc., USA	2851, East, Florence Avenue, Fresno, California CA. 93721	NA	Step down Subsidiary	100	2(87)(ii)
11)	JIO, California, USA	2851, East, Florence Avenue (Micro Irrigation), Fresno, California CA. 93721	NA	Step down Subsidiary	100	2(87)(ii)
12)	Jain Irrigation Inc, Dalware, USA	2060 E. Francis Street, Ontario, CA91761 USA	NA	Step down Subsidiary	100	2(87)(ii)
13)	Point Source Irrigation Inc, USA	2550, S East Avenue Ste 120 Fresno CA 93706	NA	Step down Subsidiary	100	2(87)(ii)
14)	Jain Agricultural Services, LLC USA (Erstwhile Puresence Environmental Inc)	2060, East Francis Street, Ontario, CA 91761	NA	Step down Subsidiary	100	2(87)(ii)
15)	JISL Global SA, Switzerland	Rue Saint- Honore-3, Case Postale 2272 2001 Neuchatel, Switzerland	NA	Step down Subsidiary	100	2(87)(ii)
16)	Jain (Israel) BV, Netherland	C/O. Athos Business Services (Asia) B.V. - (Asia Desk), WTC Tower B – 9th floor, Strawinskylaan 937, 1077 XX Amsterdam, The Netherlands	NA	Step down Subsidiary	100	2(87)(ii)
17)	JISL Systems SA, Switzerland	Rue Saint- Honore-3, Case Postale 2272 2001 Neuchatel, Switzerland	NA	Step down Subsidiary	100	2(87)(ii)
18)	Naandan Jain Irrigation Ltd, Israel	Post Naan 76829, (Drip and Sprinkler Irrigation) Israel	NA	Step down Subsidiary	100	2(87)(ii)
19)	Gavish Control Systems Ltd., Israel	Givat Brenner, 60948, Israel	NA	Step down Subsidiary	51	2(87)(ii)
20)	THE Machines Yvonand, SA, Switzerland	Rue de l'industries 5, CH-1462 YVONAND, Switzerland	NA	Step down Subsidiary	100	2(87)(ii)
21)	Pro-Tool AG, Switzerland	Bernstrasse 52 CH-4923 Wynau, Switzerland	NA	Step down Subsidiary	75	2(87)(ii)
22)	Jain International Foods Limited (Erstwhile SQF 2009 Ltd), UK	Woodbridge Road, East Road Industrial Estate, Sleaford, Lincolnshire, NG34 7EW-UK	NA	Step down Subsidiary	100	2(87)(ii)
23)	Sleaford Food Group Ltd., UK	Woodbridge Road, East Road Industrial Estate, Sleaford, Lincolnshire, NG34 7EW-UK	NA	Step down Subsidiary	100	2(87)(ii)
24)	Sleaford Quality Foods Ltd., UK	Woodbridge Road, East Road Industrial Estate, Sleaford, Lincolnshire, NG34 7EW-UK	NA	Step down Subsidiary	100	2(87)(ii)
25)	Arnolds Quick Dried Foods Ltd., UK	Woodbridge Road, East Road Industrial Estate, Sleaford, Lincolnshire, NG34 7EW- UK	NA	Step down Subsidiary	100	2(87)(ii)
26)	Ex-cel Plastics Ltd, Ireland	Derrylavin, Kingscourt Road, (R-179), Carrickmacross, County Monaghan, Ireland	NA	Step down Subsidiary	100	2(87)(ii)
27)	Naan Dan Agro-Pro Ltd., Israel	Post Naan 76829, (Drip an Sprinkler Irrigation) Israel	NA	Step down Subsidiary	100	2(87)(ii)
28)	NaanDan Jain France Sarl, France	2, Ruedoc, 31, 200 Toulouse, France	NA	Step down Subsidiary	100	2(87)(ii)

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Address of the Company</b>	<b>CIN/ GLN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of Shares held</b>	<b>Applicable Section</b>
29)	NaanDan Jain Australia Pty Ltd., Australia	214-216, Hammond Road, Dandenong, Victoria 3175.	NA	Step down Subsidiary	100	2(87)(ii)
30)	NaanDan Do Brasil Participacoes Ltd. Brazil	Campinas- SPR Dr Antonio da costa Carvalho, 324 13.024-050	NA	Step down Subsidiary	100	2(87)(ii)
31)	NaanDan Jain Industria E Comercio De Equipmentos Ltd., Brasil	Rua Biazo Vicentin No. 260, Bairro Cidade Jardim, P. O. Box 175 Leme SP- CEP 13614-330	NA	Step down Subsidiary	100	2(87)(ii)
32)	NaanDan Jain Mexico, S. A. De C. V. Mexico	Leontina Gudino #1 Col. Parque san Bernardino, texcoco, 56230, Distrito federal, Mexico.	NA	Step down Subsidiary	100	2(87)(ii)
33)	NaanDan Jain S.R.L., Italy	Viadel Tecchione 1820097 San Giuliano, Milanese MI, Italy	NA	Step down Subsidiary	100	2(87)(ii)
34)	NaanDan Jain Iberica S. C., Spain	Pol. In. La Redonda, Calle Z=XIV Parc. 91-94, 4710 Sta Ma Del Aguila El, Ejido, Almeria, Spain.	NA	Step down Subsidiary	100	2(87)(ii)
35)	NaanDan Jain Peru S. A. C., Peru	Calle Produccin Nacional, N-229, 15001, Chorrillos, Lima – Peru	NA	Step down Subsidiary	100	2(87)(ii)
36)	NaanDan Jain Irrigation Projects S. R. L., Romania	505, Alexandriei Rd., 116-118, Bragadiru Jud 11 Fov., Romania	NA	Step down Subsidiary	100	2(87)(ii)
37)	Jain Sulama Sistemleri Sanayi Ve Ticaret Anonim Sirkti, Turkey	Sabanci organize sanayi bolgesi, Ataturk, Bulvari, No. 48, Adana	NA	Step down Subsidiary	100	2(87)(ii)
38)	Jain Agricultural Services Australia Pty. Ltd, Australia	77 Argyle St Fitzroy, VIC, Australia 3054	NA	Step down Subsidiary	100	2(87)(ii)
39)	Excel Plastic Piping Systems Ltd, France	Parc Marcel Dassault 4 rue Jacqueline Auriol 34430 SAINT JEAN DE VEDAS, France	NA	Step down Subsidiary	100	2(87)(ii)
40)	Jain America Holdings, Inc, Delaware, USA	1819, Walcutt Road, Columbus, Ohio 43228, USA	NA	Step down Subsidiary	100	2(87)(ii)
41)	Agri-Valley Irrigation, Inc., USA	3168, West Belmont Ave, Fresno, CA 93722	NA	Step down Subsidiary	80	2(87)(ii)
42)	Irrigation Design and Construction, USA	11220 HWY 33 Patterson, CA 95363, P.O. Box 1358 Patterson, CA 95363	NA	Step down Subsidiary	80	2(87)(ii)
43)	INNOVAFOOD N. V., Belgium	West Port 64, B-2070, Zwijndrecht, Belgium	NA	Step down Subsidiary	100	2(87)(ii)
44)	Sustainable Agro Commercial Finance Ltd.	7, Kumtha Street, Ballard Estate, Mumbai – 400 001.	U65999 MH2011 PLC213640	Associate	49	2(6)
45)	Agrologico Sistemas Technologicos S.A. Costa Rica	Barrio san Jose de Alajuela, de la Princesa Marina, 80 mts. oeste	NA	Step down Subsidiary	60	2(87)(ii)
46)	Agrologico De Guatemala, S.A.	Km. 16.5 Carretera a San Jose Pinula. Centro Empresarial San Jose, Bodega 14	NA	Step down Subsidiary	60	2(87)(ii)
47)	Jain Distribution Holding Inc., CA	2060 E Francis St, Ontario, CA 91761, P.O. Box 3760	NA	Step down Subsidiary	100	2(87)(ii)
48)	Jain Mena DMCC, UAE	3306, One Lake Plaza cluster T, JLT, -Dubai-United Arab Emirates	NA	Step down Subsidiary	100	2(87)(ii)
49)	Jain Farm Fresh Holding SPRL, Belgium	Rue De Grand-Bigard 14, 1082 Berchem Sainte –Agathe Brussels, Belgium	NA	Step down Subsidiary	100	2(87)(ii)
50)	Pacific Shelf 1218 Limited, UK	39 Shrigley Rd, Killyleagh, Downpatrick, United Kingdom BT30 9SR	NA	Step down Subsidiary	100	2(87)(ii)



Sr. No.	Name of the Company	Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
51)	Northern Ireland Plastics Ltd.,UK	39 Shrigley Rd, Killyleagh, Downpatrick, United Kingdom BT30 9SR	NA	Step down Subsidiary	100	2(87)(ii)
52)	Killyleagh Box Co. Ltd.,UK	39 Shrigley Rd, Killyleagh, Downpatrick, United Kingdom BT30 9SR	NA	Step down Subsidiary	100	2(87)(ii)
53)	ET Water Systems Inc, USA	6 Hamilton Landing #175, Novato, CA 94949	NA	Step down Subsidiary	100	2(87)(ii)
54)	Naan Dan Jain, UK	Regal House, 70 London Road, Twickenham, United Kingdom, TW1 3QS	NA	Step down Subsidiary	100	2(87)(ii)
55)	Naan Dan Jain, China	Room 301, Building 3, Nanning Zhongguancun Innovation Demonstration Base, No.23, Chuangxin Rd, High-tech Zone, CN – Nanning, China	NA	Step down Subsidiary	60	2(87)(ii)
56)	Naan Dan Jain Irrigation South Africa	Unit 1, 2 & 3, 27 Viben Avenue, Brackenfell Industria, 7560, Cape Town, South Africa	NA	Step down Subsidiary	100	2(87)(ii)
57)	Jain Farm fresh Gida Sanayi Ve Ticaret Anonim Sirketi, Turkey	Zafer SB Mahallesi Zeytin Sokak No:3, Gaziemir / Izmir Turkey	NA	Step down Subsidiary	60	2(87)(ii)
58)	Briggs (U.K) Ltd. U.K.	Boyle Road, Corby, Northamptonshire, United Kingdom NN17 5XU	NA	Step down Subsidiary	100	2(87)(ii)
59)	NaanDan Jain Chile S.A.	Avenida La Dehesa 181, piso 8, Oficina 803, Lo Barnechea.	NA	Step down Subsidiary	100	2(87)(ii)
60)	Jain Netherlands Holding I B.V.	Strawinskylaan 937, 1077 XX, Amsterdam Netherland	NA	Step down Subsidiary	100	2(87)(ii)
61)	Jain Netherlands Holding II B.V.	Strawinskylaan 937, 1077 XX, Amsterdam Netherland	NA	Step down Subsidiary	100	2(87)(ii)
62)	Solution Key Ltd.	Hong Kong	NA	Step down Subsidiary	100	2(87)(ii)

#### IV) Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

##### A] Category-wise Share Holding

Category of Shareholders	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019				Shareholding at the end of the year 31 <sup>st</sup> March, 2020				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

##### Shareholding of Promoter and Promoter Group

###### Indian

Individuals / Hindu Undivided Family	1,07,08,825	-	1,07,08,825	2.16	62,08,825	-	62,08,825	1.25	(0.91)
Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
Bodies Corporate	13,14,73,036	-	13,14,73,036	26.48	13,59,73,036	-	13,59,73,036	27.39	0.91
<b>Sub Total (A)(1)</b>	<b>14,21,81,861</b>	<b>-</b>	<b>14,21,81,861</b>	<b>28.64</b>	<b>14,21,81,861</b>	<b>-</b>	<b>14,21,81,861</b>	<b>28.64</b>	<b>-</b>
<b>Foreign</b>									
Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-
Government	-	-	-	-	-	-	-	-	-

Category of Shareholders	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019				Shareholding at the end of the year 31 <sup>st</sup> March, 2020				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Institutions	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>14,21,81,861</b>	<b>-</b>	<b>14,21,81,861</b>	<b>28.64</b>	<b>14,21,81,861</b>	<b>-</b>	<b>14,21,81,861</b>	<b>28.64</b>	<b>-</b>
<b>Public Shareholding</b>									
Institutions	-	-	-	-	-	-	-	-	-
Mutual Funds / UTI	1,95,54,849	1,750	1,95,56,599	3.94	31,987	1,750	33,737	0.01	(3.93)
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Alternate Investment Funds	21,000	-	21,000	0.00	-	-	-	0.00	(0.00)
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	1,57,943,880	8,000	15,79,51,880	31.82	57,319,141	8,000	57,327,141	11.55	(20.27)
Financial Institutions / Banks	29,54,005	3,175	29,57,180	0.60	21,942	3,175	25,117	0.01	(0.59)
Insurance Companies	-	-	-	-	-	-	-	-	-
Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
Foreign Bank	1,000	-	1,000	0.00	1,000	-	1,000	0.00	-
Qualified Fore. Investor-Corporate	-	-	-	-	-	-	-	-	-
<b>Sub Total (B)(1)</b>	<b>18,04,74,734</b>	<b>12,925</b>	<b>18,04,87,659</b>	<b>36.36</b>	<b>5,73,74,070</b>	<b>12,925</b>	<b>5,73,86,995</b>	<b>11.56</b>	<b>(24.80)</b>
Central Government/ State Government(s)/ President of India	-	-	-	-	105	-	105	0.00	0.00
<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>105</b>	<b>0</b>	<b>105</b>	<b>0</b>	<b>(0.00)</b>
<b>Non-Institutions</b>									
<b>Individuals</b>									
Individual shareholders holding nominal share capital upto ₹ 2 lakh.	8,29,20,036	11,56,232	8,40,76,268	16.94	15,99,09,932	1255405	16,11,65,337	32.47	15.53
Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	1,42,11,854	-	1,42,11,854	2.86	6,05,70,958	-	6,05,70,958	12.20	9.34
NBFCs registered with RBI	30,61,842	-	30,61,842	0.62	7,943	-	7,943	0.00	(0.62)
Employee Trusts	-	-	-	-	500	-	500	0.00	0.00
Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-
Any Other (Specify)	7,13,61,978	4,66,558	7,18,28,536	14.47	7,28,69,610	2,83,565	7,31,53,175	14.74	0.27
IEPF	6,38,313	-	6,38,313	0.13	6,38,313	-	6,38,313	0.13	-
Trusts	44,040	-	44,040	0.01	33,040	-	33,040	0.01	(0.00)
Foreign Nationals	-	-	-	-	2,10,020	-	2,10,020	0.04	0.04
Hindu Undivided Family	35,25,584	-	35,25,584	0.71	71,72,513	-	71,72,513	1.45	0.74
Foreign Companies	3,62,00,000	-	3,62,00,000	7.29	3,62,00,000	-	3,62,00,000	7.29	0.00
Non Resident Indians (Non Repat)	12,69,442	-	12,69,442	0.26	21,07,042	-	21,07,042	0.42	0.16

Category of Shareholders	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019				Shareholding at the end of the year 31 <sup>st</sup> March, 2020				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Non Resident Indians (Repat)	41,53,488	42,115	41,95,603	0.85	95,37,194	40,115	95,77,309	1.93	1.08
Office Bearers	32,66,837	1,55,350	34,22,187	0.69	36,87,912	2,27,140	39,15,052	0.79	0.10
Foreign Portfolio Investor (Individual)	39,710	-	39,710	0.01	1,34,710	-	1,34,710	0.03	0.02
Clearing Member	15,99,554	-	15,99,554	0.32	1,16,327	-	1,16,327	0.02	(0.30)
Bodies Corporate	2,06,25,010	2,69,093	2,08,94,103	4.21	1,30,32,539	16,310	1,30,48,849	2.63	(1.58)
<b>Sub Total (B)(3)</b>	<b>17,15,55,710</b>	<b>16,22,790</b>	<b>17,31,78,500</b>	<b>34.89</b>	<b>29,33,58,943</b>	<b>15,38,970</b>	<b>29,48,97,913</b>	<b>59.41</b>	<b>24.52</b>
<b>Total Public Shareholding(B) = (B)(1)+(B)(2)+(B)(3)</b>	<b>35,20,30,444</b>	<b>16,35,715</b>	<b>35,36,66,159</b>	<b>71.25</b>	<b>35,07,33,118</b>	<b>15,51,895</b>	<b>35,22,85,013</b>	<b>70.97</b>	<b>(0.28)</b>
<b>Total (A)+(B)</b>	<b>49,42,12,305</b>	<b>16,35,715</b>	<b>4,95,848,020</b>	<b>99.90</b>	<b>49,29,14,979</b>	<b>15,51,895</b>	<b>49,44,66,874</b>	<b>99.90</b>	<b>(0.10)</b>
Non Promoter -									
Non Public									
Custodian/DR Holder		2,750	2,750	0.00		2,750	2,750	0.00	-
<b>Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)</b>	<b>5,15,283</b>		<b>5,15,283</b>	<b>0.10</b>	<b>18,96,429</b>		<b>18,96,429</b>	<b>0.38</b>	<b>0.28</b>
<b>Total (A)+(B)+(C)</b>	<b>49,47,27,588</b>	<b>16,38,465</b>	<b>49,63,66,053</b>	<b>100</b>	<b>49,48,11,408</b>	<b>15,54,645</b>	<b>49,63,66,053</b>	<b>100</b>	<b>-</b>

#### Category-wise Share Holding DVR

Category of Shareholders	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019				Shareholding at the end of the year 31 <sup>st</sup> March, 2020				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Shareholding of Promoter and Promoter Group</b>									
<b>Indian</b>									
Individuals / Hindu Undivided Family	10,29,386	-	10,29,386	5.34	10,29,386	-	10,29,386	5.34	-
Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
Bodies Corporate	48,30,250	-	48,30,250	25.03	48,30,250	-	48,30,250	25.03	-
<b>Sub Total (A) (1)</b>	<b>58,59,636</b>	<b>-</b>	<b>58,59,636</b>	<b>30.37</b>	<b>58,59,636</b>	<b>-</b>	<b>58,59,636</b>	<b>30.37</b>	<b>-</b>
<b>Foreign</b>									
Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-
Government	-	-	-	-	-	-	-	-	-
Institutions	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
Any Other (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter and Promoter Group(A) = (A) (1) + (A) (2)</b>	<b>58,59,636</b>	<b>-</b>	<b>58,59,636</b>	<b>30.37</b>	<b>58,59,636</b>	<b>-</b>	<b>58,59,636</b>	<b>30.37</b>	<b>-</b>
Public Shareholding									
Institutions									
Mutual Funds / UTI	99	502	601	0.00	99	502	601	0.00	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Alternate Investment Funds	-	-	-	-	-	-	-	-	-

Category of Shareholders	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019				Shareholding at the end of the year 31 <sup>st</sup> March, 2020				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	67,389	423	67,812	0.35	-	423	423	0.00	(0.35)
Financial Institutions / Banks	6,888	169	7,057	0.04	3,007	169	3,176	0.02	(0.02)
Insurance Companies	-	-	-	-	-	-	-	-	-
Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
Any Other (Specify)									
Foreign Bank	50	-	50	0.00	50	-	50	0.00	-
Qualified Fore. Investor-Corporate	-	-	-	-	-	-	-	-	-
<b>Sub Total (B)(1)</b>	<b>74,426</b>	<b>1,094</b>	<b>75,520</b>	<b>0.39</b>	<b>3,156</b>	<b>1,094</b>	<b>4,250</b>	<b>0.02</b>	<b>(0.37)</b>
Central Government/ State Government(s)/ President of India	-	-	-	-	5	-	5	0.00	0.00
<b>Sub Total (B)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5</b>	<b>0.00</b>	<b>0.00</b>
<b>Non-Institutions</b>									
<b>Individuals</b>									
Individual shareholders holding nominal share capital upto ₹ 1 lakh.	86,23,130	1,02,124	87,25,254	45.22	93,33,996	98,912	94,32,908	48.88	3.66
Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	24,73,800	-	24,73,800	12.82	24,60,677	-	24,60,677	12.75	(0.07)
NBFCs registered with RBI	1,730	-	1,730	0.01	-	-	-	-	0.01
Employee Trusts	-	-	-	-	25	-	25	0.00	0.00
Overseas Depositories(holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-
<b>Any Other (Specify)</b>									
Trusts	1,654	-	1,654	0.01	1,654	-	1,654	0.01	-
Foreign Nationals	-	-	-	-	499	-	499	0.00	0.00
Hindu Undivided Family	616,350	0	616,350	3.19	523,131	0	523,131	2.71	(0.48)
Non Resident Indians (Non Repat)	102,528	0	102,528	0.53	47,165	0	47,165	0.24	(0.29)
Non Resident Indians (Repat)	132,760	2,053	134,813	0.70	182,550	-	184,503	0.96	0.26
Office Bearers	157,858	9,094	166,952	0.87	159,028	-	168,085	0.87	(0.00)
Clearing Member	181,886	0	181,886	0.94	125,728	0	125,728	0.65	(0.29)
Bodies Corporate	951,347	2,697	954,044	4.94	483,208	2,697	485,901	2.51	(2.43)
<b>Sub Total (B)(3)</b>	<b>13,243,043</b>	<b>115,968</b>	<b>13,359,011</b>	<b>69.24</b>	<b>13,317,661</b>	<b>115,968</b>	<b>13,430,276</b>	<b>69.61</b>	<b>0.37</b>
<b>Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>13,317,469</b>	<b>117,062</b>	<b>13,434,531</b>	<b>69.64</b>	<b>13,320,822</b>	<b>117,062</b>	<b>13,434,531</b>	<b>69.64</b>	<b>0.00</b>
<b>Total (A)+(B)</b>	<b>19,177,105</b>	<b>117,062</b>	<b>19,294,167</b>	<b>100.00</b>	<b>19,177,105</b>	<b>117,062</b>	<b>19,294,167</b>	<b>100.00</b>	<b>-</b>
Non Promoter - Non Public									
Custodian/DR Holder	-	137	137	-	-	137	137	-	-
Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-
<b>Total (A)+(B)+(C)</b>	<b>19,177,105</b>	<b>117,199</b>	<b>19,294,304</b>	<b>100.00</b>	<b>19,180,597</b>	<b>113,709</b>	<b>19,294,304</b>	<b>100.00</b>	<b>0.00</b>

**B] Shareholding of Promoter - Ordinary Equity Shares**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019			Shareholding at the end of the year-31 <sup>st</sup> March, 2020			% Change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
<b>A)</b>	<b>Individual</b>							
1)	Shri Bhavarlal H. Jain <sup>#</sup>	26,55,240	0.53	0	26,55,240	0.53	0	-
2)	Shri Ashok B. Jain	18,57,485	0.37	0	3,57,485	0.07	0	(0.30)
3)	Smt. Jyoti Ashok Jain	19,81,500	0.40	0	3,81,500	0.10	0	(0.30)
4)	Arohi Ashok Jain	2,73,565	0.06	0	2,73,565	0.06	0	-
5)	Aatman Ashok Jain	50,000	0.01	0	50,000	0.01	0	-
6)	Shri Anil B. Jain	1,13,690	0.02	0	1,13,690	0.02	0	-
7)	Smt. Nisha Anil Jain	15,38,750	0.31	0	38,750	0.01	0	(0.30)
8)	Athang Anil Jain	1,32,760	0.03	0	1,32,760	0.03	0	-
9)	Amoli Anil Jain	3,15,320	0.06	0	3,15,320	0.06	0	-
10)	Ashuli Anil Jain	1,37,950	0.03	0	1,37,950	0.03	0	-
11)	Shri Ajit B. Jain	8,61,205	0.17	0.17	8,61,205	0.17	0	-
12)	Smt. Shobhana Ajit Jain	4,65,745	0.09	0	4,65,745	0.09	0	-
13)	Abhedya Ajit Jain	89,635	0.02	0	89,635	0.02	0	-
14)	Abhang Ajit Jain	50,000	0.01	0	50,000	0.01	0	-
15)	Shri Atul B. Jain	1,75,980	0.04	0	1,75,980	0.04	0	-
16)	Smt. Bhavana Atul Jain	10,000	0.00	0	10,000	0.00	0	-
<b>B)</b>	<b>Bodies Corporate</b>							
17)	Jalgaon Investments Pvt. Ltd.	11,73,73,036	23.65	13.69	12,18,73,036	24.55	13.69	0.90
18)	JAF Products Pvt. Ltd.	1,41,00,000	2.84	0	1,41,00,000	2.84	0	.
19)	Jain Family Holding Trust	0	0.00	0	0	0.00	0	-
20)	Jain Family Investment Trust	0	0.00	0	0	0.00	0	-
21)	Jain Family Enterprise Trust	0	0.00	0	0	0.00	0	-
22)	Jain Family Investment Management Trust	0	0.00	0	0	0.00	0	-
23)	Jain Family Trust	0	0.00	0	0	0.00	0	-
	<b>Total</b>	<b>14,21,81,861</b>	<b>28.64</b>	<b>13.86</b>	<b>14,21,81,861</b>	<b>28.64</b>	<b>13.86</b>	<b>0.18</b>

# Late Mr. Bhavarlal Hiralal Jain expired on 25<sup>th</sup> February, 2016 and transmission is awaited of his shares.

**Shareholding of Promoter- DVR Equity Shares**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019			Shareholding at the end of the year-31 <sup>st</sup> March, 2020			% Change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
<b>A)</b>	<b>Individual</b>							
1)	Shri. Bhavarlal H. Jain <sup>#</sup>	1,32,762	0.69	-	1,32,762	0.69	-	
2)	Shri. Ashok B. Jain	92,873	0.48	-	92,873	0.48	-	
3)	Smt. Jyoti Ashok Jain	1,69,075	0.88	-	1,69,075	0.88	-	
4)	Arohi Ashok Jain	13,678	0.07	-	13,678	0.07	-	
5)	Aatman Ashok Jain	2,500	0.01	-	2,500	0.01	-	
6)	Shri Anil B. Jain	5,684	0.03	-	5,684	0.03	-	
7)	Smt. Nisha Anil Jain	76,937	0.40	-	76,937	0.40	-	
8)	Athang Anil Jain	6,638	0.03	-	6,638	0.03	-	
9)	Amoli Anil Jain	15,766	0.08	-	15,766	0.08	-	
10)	Ashuli Anil Jain	6,897	0.04	-	6,897	0.04	-	
11)	Shri. Ajit B. Jain	4,67,010	2.42	-	4,67,010	2.42	-	
12)	Smt. Shobhana Ajit Jain	23,287	0.12	-	23,287	0.12	-	
13)	Abhedya Ajit Jain	4,481	0.02	-	4,481	0.02	-	
14)	Abhang Ajit Jain	2,500	0.01	-	2,500	0.01	-	
15)	Shri. Atul B. Jain	8,798	0.05	-	8,798	0.05	-	
16)	Smt. Bhavana Atul Jain	500	0.00	-	500	0.00	-	

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019			Shareholding at the end of the year-31 <sup>st</sup> March, 2020			% Change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
<b>B)</b>	<b>Bodies Corporate</b>							
17)	Jalgaon Investments Pvt. Ltd.	48,30,250	25.03	-	48,30,250	25.03	-	-
18)	Jain Brothers Ind. Pvt. Ltd	-	-	-	-	-	-	-
19)	Jain Family Holding Trust	0	0.00	0	0	0.00	0	-
20)	Jain Family Investment Trust	0	0.00	0	0	0.00	0	-
21)	Jain Family Enterprise Trust	0	0.00	0	0	0.00	0	-
22)	Jain Family Investment Management Trust	0	0.00	0	0	0.00	0	-
23)	Jain Family Trust	0	0.00	0	0	0.00	0	-
	<b>Total</b>	<b>58,59,636</b>	<b>30.37</b>	<b>-</b>	<b>58,59,636</b>	<b>30.37</b>	<b>-</b>	<b>-</b>

# Late Mr. Bhavarlal Hiralal Jain expired on 25<sup>th</sup> February, 2016 and transmission is awaited of his shares.

### C] Change in Promoters' Shareholding - Ordinary Equity Shares

Sr. No.	Name	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019		Transactions during the year			Cumulative Shareholding at the end of the year-31 <sup>st</sup> March, 2020	
		Number of Shares held	% of total Shares of the Company	Date of Transaction	Type of Transaction	Number of Shares held	Number of Shares held	% of total Shares of the Company
1)	Shri. Bhavarlal H. Jain#	26,55,240	0.53	-	-	-	26,55,240	0.53
2)	Shri. Ashok B. Jain	18,57,485	0.37	10.06.2019	Temporary loan to Jalgaon Investments Pvt. Ltd.	(15,00,000)	3,57,485	0.07
3)	Smt. Jyoti Ashok Jain	19,81,500	0.40	06.06.2019	Temporary loan to Jalgaon Investments Pvt. Ltd.	(10,00,000)	4,81,500	0.10
				07.06.2019	Temporary loan to Jalgaon Investments Pvt. Ltd.	(5,00,000)		
4)	Arohi Ashok Jain	2,73,565	0.06	-	-	-	2,73,565	0.06
5)	Aatman Ashok Jain	50,000	0.01	-	-	-	50,000	0.01
6)	Shri. Anil B. Jain	1,13,690	0.02	-	-	-	1,13,690	0.02
7)	Smt. Nisha Anil Jain	15,38,750	0.31	11.06.2019	Temporary loan to Jalgaon Investments Pvt. Ltd.	(15,00,000)	38,750	0.01
8)	Athang Anil Jain	1,32,760	0.03	-	-	-	1,32,760	0.03
9)	Amoli Anil Jain	3,15,320	0.06	-	-	-	3,15,320	0.06
10)	Ashuli Anil Jain	1,37,950	0.03	-	-	-	1,37,950	0.03
11)	Shri. Ajit B. Jain	93,40,205	1.88	-	-	-	8,61,205	0.17
12)	Smt. Shobhana Ajit Jain	4,65,745	0.09	-	-	-	4,65,745	0.09
13)	Abhedya Ajit Jain	89,635	0.02	-	-	-	89,635	0.02
14)	Abhang Ajit Jain	50,000	0.01	-	-	-	50,000	0.01
15)	Shri Atul B. Jain	1,75,980	0.04	-	-	-	1,75,980	0.04
16)	Smt. Bhavana Atul Jain	10,000	0.00	-	-	-	10,000	0.00
17)	Jalgaon Investments Private Limited.	11,73,73,036	23.65	06.07.2019	Temporary loan from Mrs Jyoti A. Jain	10,00,000	12,18,73,036	24.55
				07.06.2019	Temporary loan from Mrs Jyoti A. Jain	5,00,000		
				10.06.2019	Temporary loan from Shri Ashok B. Jain	15,00,000		
				11.06.2019	Temporary loan from Mrs Nisha A. Jain	15,00,000		
18)	JAF Products Private Limited	1,41,00,000	2.84	-	-	-	1,41,00,000	2.84
	<b>Total</b>	<b>14,12,81,661</b>	<b>28.46</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14,21,81,861</b>	<b>28.64</b>

# Late Mr. Bhavarlal Hiralal Jain expired on 25<sup>th</sup> February, 2016 and transmission is awaited of his shares.



**Change in Promoters' Shareholding – DVR Equity Shares**

Sr No.	Name	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019		Transactions during the year			Cumulative Shareholding at the end of the year- 31 <sup>st</sup> March, 2020	
		Number of Shares held	% of total Shares of the Company	Date of Transaction	Type of Transaction	Number of Shares held	Number of Shares held	% of total Shares of the Company
1)	Shri Bhavarlal H. Jain <sup>#</sup>	1,32,762	0.69	-	-	-	1,32,762	0.69
2)	Shri Ashok B. Jain	92,873	0.48	-	-	-	92,873	0.48
3)	Smt. Jyoti Ashok Jain	1,69,075	0.88	-	-	-	1,69,075	0.88
4)	Arohi Ashok Jain	13,678	0.07	-	-	-	13,678	0.07
5)	Aatman Ashok Jain	2,500	0.01	-	-	-	2,500	0.01
6)	Shri Anil B. Jain	5,684	0.03	-	-	-	5,684	0.03
7)	Smt. Nisha Anil Jain	76,937	0.40	-	-	-	76,937	0.40
8)	Athang Anil Jain	6,638	0.03	-	-	-	6,638	0.03
9)	Amoli Anil Jain	15,766	0.08	-	-	-	15,766	0.08
10)	Ashuli Anil Jain	6,897	0.04	-	-	-	6,897	0.04
11)	Shri Ajit B. Jain	4,67,010	2.42	-	-	-	4,67,010	2.42
12)	Smt. Shobhana Ajit Jain	23,287	0.12	-	-	-	23,287	0.12
13)	Abhedya Ajit Jain	4,481	0.02	-	-	-	4,481	0.02
14)	Abhang Ajit Jain	2,500	0.01	-	-	-	2,500	0.01
15)	Shri Atul B. Jain	8,798	0.05	-	-	-	8,798	0.05
16)	Smt. Bhavana Atul Jain	500	0.00	-	-	-	500	0.00
17)	Jalgaon Investments Private Limited.	48,30,250	25.03	-	-	-	48,30,250	25.03
<b>Total</b>		<b>58,59,636</b>	<b>30.37</b>	-	-	-	<b>58,59,636</b>	<b>30.37</b>

# Late Mr. Bhavarlal Hiralal Jain expired on 25<sup>th</sup> February, 2016 and transmission is awaited of his shares.

**D] Shareholding Pattern of top ten Shareholders : Ordinary Equity Shares**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year – 1 <sup>st</sup> April 2019		Transactions during the year		Cumulative Shareholding at the end of the year 31 <sup>st</sup> March 2020	
		No. of Shares Held	% Of Total Shares of The Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
<b>1</b>	<b>Mandala Rose Co-Investment Limited</b>	<b>3,62,00,000</b>	<b>7.29</b>			<b>3,62,00,000</b>	<b>7.29</b>
	<b>At The End of The Year</b>					<b>3,62,00,000</b>	<b>7.29</b>
<b>2</b>	<b>KBC Eco Fund</b>	<b>1,18,53,336</b>	<b>2.39</b>			<b>1,18,53,336</b>	<b>2.39</b>
	Market Purchase / Transfer			12 Apr 2019	1,51,415	1,20,04,751	2.42
	Market Purchase / Transfer			03 May 2019	2,51,666	1,22,56,417	2.47
	Market Purchase / Transfer			31 May 2019	2,74,440	1,25,30,857	2.52
	Market Purchase / Transfer			29 Jun 2019	2,87,248	1,28,18,105	2.58
	Market Purchase / Transfer			26 Jul 2019	17,24,359	1,45,42,464	2.93
	Market Purchase / Transfer			16 Aug 2019	8,69,697	1,54,12,161	3.11
	Market Purchase / Transfer			23 Aug 2019	8,04,206	1,62,16,367	3.27
	Market Purchase / Transfer			30 Aug 2019	1,31,035	1,63,47,402	3.29
	Market Purchase / Transfer			13 Sep 2019	6,75,000	1,70,22,402	3.43
	Market Purchase / Transfer			20 Sep 2019	6,08,656	1,76,31,058	3.55
	Market Purchase / Transfer			18 Oct 2019	36,41,561	2,12,72,619	4.29
	Market Purchase / Transfer			25 Oct 2019	16,41,050	2,29,13,669	4.62
	Market Purchase / Transfer			01 Nov 2019	4,08,717	2,33,22,386	4.70
	Market Purchase / Transfer			17 Jan 2020	1,86,729	2,35,09,115	4.74
	Market Purchase / Transfer			31 Jan 2020	9,06,462	2,44,15,577	4.92
	Market Purchase / Transfer			07 Feb 2020	(18,00,000)	2,26,15,577	4.56

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year – 1 <sup>st</sup> April 2019		Transactions during the year		Cumulative Shareholding at the end of the year 31 <sup>st</sup> March 2020	
		No. of Shares Held	% Of Total Shares of The Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
	Market Purchase / Transfer			14 Feb 2020	(1,50,514)	2,24,65,063	4.53
	Market Purchase / Transfer			21 Feb 2020	(8,94,414)	2,15,70,649	4.35
	Market Purchase / Transfer			28 Feb 2020	(4,12,338)	2,11,58,311	4.26
	<b>At The End of The Year</b>					<b>2,11,58,311</b>	<b>4.26</b>
<b>3</b>	<b>Hardik Bharat Patel</b>	<b>0</b>	<b>0.0000</b>			<b>0</b>	<b>0.0000</b>
	<b>Market Purchase / Transfer</b>			<b>25 Oct 2019</b>	<b>1,51,489</b>	<b>1,51,489</b>	<b>0.03</b>
	Market Purchase / Transfer			03 Jan 2020	5,02,921	6,54,410	0.13
	Market Purchase / Transfer			10 Jan 2020	2,00,000	8,54,410	0.17
	Market Purchase / Transfer			17 Jan 2020	2,50,000	11,04,410	0.22
	Market Purchase / Transfer			31 Jan 2020	2,40,023	13,44,433	0.27
	Market Purchase / Transfer			28 Feb 2020	15,00,000	28,44,433	0.57
	Market Purchase / Transfer			20 Mar 2020	97,76,083	1,26,20,516	2.54
	<b>At The End of The Year</b>					<b>1,26,20,516</b>	<b>2.54</b>
<b>4</b>	<b>Warburg Value Fund</b>	<b>67,50,000</b>	<b>1.36</b>			<b>67,50,000</b>	<b>1.36</b>
	Market Purchase / Transfer			21 Jun 2019	22,50,000	90,00,000	1.81
	<b>At The End of The Year</b>					<b>90,00,000</b>	<b>1.81</b>
<b>5</b>	<b>KBI Institutional Water Fund</b>	<b>65,90,168</b>	<b>1.33</b>			<b>65,90,168</b>	<b>1.33</b>
	Market Purchase / Transfer			05 Apr 2019	3,99,649	69,89,817	1.41
	Market Purchase / Transfer			26 Jul 2019	12,02,206	81,92,023	1.65
	Market Purchase / Transfer			02 Aug 2019	3,39,833	85,31,856	1.72
	<b>At The End of The Year</b>					<b>85,31,856</b>	<b>1.72</b>
<b>6</b>	<b>Prashant Jayantilal Patel</b>	<b>6,71,747</b>	<b>0.14</b>			<b>6,71,747</b>	<b>0.14</b>
	Market Purchase / Transfer			05 Apr 2019	1,54,561	8,26,308	0.17
	Market Purchase / Transfer			12 Apr 2019	(37,820)	7,88,488	0.16
	Market Purchase / Transfer			26 Apr 2019	(24,296)	7,64,192	0.15
	Market Purchase / Transfer			07 Jun 2019	10,000	7,74,192	0.16
	Market Purchase / Transfer			14 Jun 2019	6,05,871	13,80,063	0.28
	Market Purchase / Transfer			21 Jun 2019	4,50,000	18,30,063	0.37
	Market Purchase / Transfer			29 Jun 2019	6,42,000	24,72,063	0.50
	Market Purchase / Transfer			05 Jul 2019	27,000	24,99,063	0.50
	Market Purchase / Transfer			19 Jul 2019	2,29,666	27,28,729	0.55
	Market Purchase / Transfer			26 Jul 2019	(4,85,992)	22,42,737	0.45
	Market Purchase / Transfer			02 Aug 2019	(16,52,537)	5,90,200	0.12
	Market Purchase / Transfer			09 Aug 2019	(4,00,000)	1,90,200	0.04
	Market Purchase / Transfer			06 Sep 2019	70,000	2,60,200	0.05
	Market Purchase / Transfer			13 Sep 2019	30,000	2,90,200	0.06
	Market Purchase / Transfer			20 Sep 2019	7,60,316	10,50,516	0.21
	Market Purchase / Transfer			27 Sep 2019	(316)	10,50,200	0.21
	Market Purchase / Transfer			11 Oct 2019	50	10,50,250	0.21
	Market Purchase / Transfer			25 Oct 2019	5,000	10,55,250	0.21
	Market Purchase / Transfer			29 Nov 2019	(6,35,000)	4,20,250	0.08
	Market Purchase / Transfer			06 Dec 2019	2,05,000	6,25,250	0.13
	Market Purchase / Transfer			13 Dec 2019	50,000	6,75,250	0.14
	Market Purchase / Transfer			20 Dec 2019	2,50,000	9,25,250	0.19
	Market Purchase / Transfer			31 Jan 2020	14,58,363	23,83,613	0.48
	Market Purchase / Transfer			07 Feb 2020	2,41,000	26,24,613	0.53
	Market Purchase / Transfer			20 Mar 2020	50,56,500	76,81,113	1.55
	<b>At The End of The Year</b>					<b>76,81,113</b>	<b>1.55</b>

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year – 1 <sup>st</sup> April 2019		Transactions during the year		Cumulative Shareholding at the end of the year 31 <sup>st</sup> March 2020	
		No. of Shares Held	% Of Total Shares of The Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
7	<b>Khazana Tradelinks Private Limited</b>	-	-			-	-
	Market Purchase / Transfer			29 Nov 2019	66,65,000	66,65,000	1.34
	<b>At The End of The Year</b>					<b>66,65,000</b>	<b>1.34</b>
8	<b>Sarasin Food &amp; Agriculture Opportunities</b>	<b>62,70,000</b>	<b>1.26</b>			<b>62,70,000</b>	<b>1.26</b>
	<b>At The End of The Year</b>					<b>62,70,000</b>	<b>1.26</b>
9	<b>Skellig DST Water Fund</b>	<b>55,90,760</b>	<b>1.13</b>			<b>55,90,760</b>	<b>1.13</b>
	Market Purchase / Transfer			05 Jul 2019	1,65,947	57,56,707	1.16
	<b>At The End of The Year</b>					<b>57,56,707</b>	<b>1.16</b>
10	<b>Ruchit Bharat Patel</b>	-	-			-	-
	Market Purchase / Transfer			25 Oct 2019	6,00,000	6,00,000	0.12
	Market Purchase / Transfer			08 Nov 2019	1,60,000	7,60,000	0.15
	Market Purchase / Transfer			27 Dec 2019	54,600	8,14,600	0.16
	Market Purchase / Transfer			31 Dec 2019	10,50,000	18,64,600	0.38
	Market Purchase / Transfer			03 Jan 2020	50,000	19,14,600	0.39
	Market Purchase / Transfer			10 Jan 2020	8,50,000	27,64,600	0.56
	Market Purchase / Transfer			17 Jan 2020	2,47,806	30,12,406	0.61
	Market Purchase / Transfer			24 Jan 2020	3,00,000	33,12,406	0.67
	Market Purchase / Transfer			14 Feb 2020	1,84,483	34,96,889	0.70
	Market Purchase / Transfer			28 Feb 2020	6,25,407	41,22,296	0.83
	Market Purchase / Transfer			06 Mar 2020	4,00,000	45,22,296	0.91
	Market Purchase / Transfer			13 Mar 2020	3,50,200	48,72,496	0.98
	Market Purchase / Transfer			20 Mar 2020	2,50,000	51,22,496	1.03
	<b>At The End of The Year</b>					<b>51,22,496</b>	<b>1.03</b>
11	<b>Flowers Valley Pvt. Ltd.</b>	<b>76,40,000</b>	<b>1.54</b>			<b>76,40,000</b>	<b>1.54</b>
	Market Purchase / Transfer			19 Apr 2019	(2,06,295)	74,33,705	1.50
	Market Purchase / Transfer			26 Apr 2019	(13,62,219)	60,71,486	1.22
	Market Purchase / Transfer			31 May 2019	(15,72,715)	44,98,771	0.91
	<b>At The End of The Year</b>					<b>44,98,771</b>	<b>0.91</b>
12	<b>Didner &amp; Gerge Global</b>	<b>1,15,00,000</b>	<b>2.32</b>			<b>1,15,00,000</b>	<b>2.32</b>
	Market Purchase / Transfer			11 Oct 2019	(2,50,000)	1,12,50,000	2.27
	Market Purchase / Transfer			18 Oct 2019	(1,90,000)	1,10,60,000	2.23
	Market Purchase / Transfer			25 Oct 2019	(70,000)	1,09,90,000	2.21
	Market Purchase / Transfer			01 Nov 2019	(99,670)	1,08,90,330	2.19
	Market Purchase / Transfer			08 Nov 2019	(5,45,330)	1,03,45,000	2.08
	Market Purchase / Transfer			15 Nov 2019	(4,90,677)	98,54,323	1.99
	Market Purchase / Transfer			22 Nov 2019	(3,54,323)	95,00,000	1.91
	Market Purchase / Transfer			29 Nov 2019	(6,94,442)	88,05,558	1.77
	Market Purchase / Transfer			06 Dec 2019	(3,16,302)	84,89,256	1.71
	Market Purchase / Transfer			13 Dec 2019	(2,39,941)	82,49,315	1.66
	Market Purchase / Transfer			20 Dec 2019	(10,50,755)	71,98,560	1.45
	Market Purchase / Transfer			27 Dec 2019	(5,71,077)	66,27,483	1.34
	Market Purchase / Transfer			31 Dec 2019	(4,98,230)	61,29,253	1.23
	Market Purchase / Transfer			10 Jan 2020	(6,29,253)	55,00,000	1.11
	Market Purchase / Transfer			17 Jan 2020	(13,40,000)	41,60,000	0.84

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year – 1 <sup>st</sup> April 2019		Transactions during the year		Cumulative Shareholding at the end of the year 31 <sup>st</sup> March 2020	
		No. of Shares Held	% Of Total Shares of The Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
	Market Purchase / Transfer			24 Jan 2020	(11,60,000)	30,00,000	0.60
	Market Purchase / Transfer			31 Jan 2020	(20,00,000)	10,00,000	0.20
	Market Purchase / Transfer			07 Feb 2020	(10,00,000)	-	-
	<b>At The End of The Year</b>					-	-
<b>13</b>	<b>Templeton Funds -Templeton Foreign Fund</b>	<b>65,20,634</b>	<b>1.31</b>			<b>65,20,634</b>	<b>1.31</b>
	Market Purchase / Transfer			21 Jun 2019	(65,20,634)	-	-
	<b>At The End of The Year</b>					-	-
<b>14</b>	<b>SR Global (Mauritius) Ltd. - (Class C International)</b>	<b>65,00,000</b>	<b>1.31</b>			<b>65,00,000</b>	<b>1.31</b>
	Market Purchase / Transfer			05 Apr 2019	(5,00,000)	60,00,000	1.21
	Market Purchase / Transfer			12 Apr 2019	(10,00,000)	50,00,000	1.01
	Market Purchase / Transfer			03 May 2019	(5,00,000)	45,00,000	0.91
	Market Purchase / Transfer			10 May 2019	(20,00,000)	25,00,000	0.50
	Market Purchase / Transfer			17 May 2019	(20,00,000)	5,00,000	0.10
	Market Purchase / Transfer			24 May 2019	(5,00,000)	-	-
	<b>At The End of The Year</b>					-	-

Note: 1) Paid up Share Capital of the Company (Face Value ₹ 2.00) at the end of the year is 49,63,66,053 Shares.

2) The details of holding has been clubbed based on PAN.

3) Percentage (%) of the total Share Capital of the Company is based on the Paid up Share Capital of the Company at the end of the year (49,63,66,053 Ordinary Equity Shares)

### Shareholding Pattern of top ten Shareholders: DVR Equity Shares

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name & Type of Transaction	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019		Transactions during the year		Cumulative Shareholding at the end of the year 31 <sup>st</sup> March, 2020	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No. of Shares Held	% of Total Shares of The Company
<b>1</b>	<b>Ruchit Bharat Patel</b>	<b>2,66,884</b>	<b>1.38</b>			<b>2,66,884</b>	<b>1.38</b>
	Market Purchase / Transfer			31 May 2019	(2,40,000)	26,884	0.14
	Market Purchase / Transfer			21 Jun 2019	(26,500)	384	0.00
	Market Purchase / Transfer			25 Oct 2019	1,55,682	1,56,066	0.81
	Market Purchase / Transfer			20 Dec 2019	(29,003)	1,27,063	0.66
	Market Purchase / Transfer			27 Dec 2019	(4,601)	1,22,462	0.63
	Market Purchase / Transfer			07 Feb 2020	2,66,500	3,88,962	2.02
	<b>At The End of The Year</b>					<b>3,88,962</b>	<b>2.02</b>
<b>2</b>	<b>Saurabh Agrawal</b>	<b>3,84,149</b>	<b>1.99</b>			<b>3,84,149</b>	<b>1.99</b>
	<b>At The End of The Year</b>					<b>3,84,149</b>	<b>1.99</b>
<b>3</b>	<b>Minal Bharat Patel</b>	<b>3,05,128</b>	<b>1.58</b>			<b>3,05,128</b>	<b>1.58</b>
	Market Purchase / Transfer			31 May 2019	(3,00,000)	5,128	0.03
	Market Purchase / Transfer			15 Nov 2019	28,148	33,276	0.17
	Market Purchase / Transfer			07 Feb 2020	3,00,000	3,33,276	1.73
	<b>At The End of The Year</b>					<b>3,33,276</b>	<b>1.73</b>

Sr. No	Name & Type of Transaction	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019		Transactions during the year		Cumulative Shareholding at the end of the year 31 <sup>st</sup> March, 2020	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No. of Shares Held	% of Total Shares of The Company
<b>4</b>	<b>Finquest Financial Solutions Pvt. Ltd.</b>	<b>38,637</b>	<b>0.20</b>			<b>38,637</b>	<b>0.20</b>
	Market Purchase / Transfer			31 May 2019	7,00,000	7,38,637	3.83
	Market Purchase / Transfer			21 Jun 2019	75,573	8,14,210	4.22
	Market Purchase / Transfer			29 Jun 2019	40,808	8,55,018	4.43
	Market Purchase / Transfer			05 Jul 2019	83,591	9,38,609	4.86
	Market Purchase / Transfer			02 Aug 2019	(1,73,000)	7,65,609	3.97
	Market Purchase / Transfer			09 Aug 2019	1,067	7,66,676	3.97
	Market Purchase / Transfer			06 Dec 2019	1,73,000	9,39,676	4.87
	Market Purchase / Transfer			07 Feb 2020	(7,26,500)	2,13,176	1.10
	<b>At The End of The Year</b>					<b>2,13,176</b>	<b>1.10</b>
<b>5</b>	<b>Pankaj Jayantilal Patel</b>	<b>1,78,071</b>	<b>0.92</b>			<b>1,78,071</b>	<b>0.92</b>
	Market Purchase / Transfer			31 May 2019	10,000	1,88,071	0.97
	Market Purchase / Transfer			07 Jun 2019	10,000	1,98,071	1.03
	Market Purchase / Transfer			14 Jun 2019	10,653	2,08,724	1.08
	<b>At The End of The Year</b>					<b>2,08,724</b>	<b>1.08</b>
<b>6</b>	<b>Hardik B. Patel</b>	<b>1,61,895</b>	<b>0.84</b>			<b>1,61,895</b>	<b>0.84</b>
	Market Purchase / Transfer			31 May 2019	(1,60,000)	1,895	0.01
	Market Purchase / Transfer			19 Jul 2019	3,099	4,994	0.03
	Market Purchase / Transfer			06 Sep 2019	12,000	16,994	0.09
	Market Purchase / Transfer			25 Oct 2019	11,009	28,003	0.15
	Market Purchase / Transfer			07 Feb 2020	1,80,000	2,08,003	1.08
	<b>At The End of The Year</b>					<b>2,08,003</b>	<b>1.08</b>
<b>7</b>	<b>M R Rajaram</b>	<b>1,74,975</b>	<b>0.91</b>			<b>1,74,975</b>	<b>0.91</b>
	Market Purchase / Transfer			31 May 2019	(11,000)	1,63,975	0.85
	<b>At The End of The Year</b>					<b>1,63,975</b>	<b>0.85</b>
<b>8</b>	<b>Arvind Baburao Joshi</b>	<b>1,48,197</b>	<b>0.77</b>			<b>1,48,197</b>	<b>0.77</b>
	<b>At The End of The Year</b>					<b>1,48,197</b>	<b>0.77</b>
<b>9</b>	<b>Ashish Goel</b>	<b>1,40,000</b>	<b>0.73</b>			<b>1,40,000</b>	<b>0.73</b>
	<b>At The End of The Year</b>					<b>1,40,000</b>	<b>0.73</b>
<b>10</b>	<b>Kala Harkisan Mehta</b>	<b>1,31,340</b>	<b>0.68</b>			<b>1,31,340</b>	<b>0.68</b>
	<b>At The End of The Year</b>					<b>1,31,340</b>	<b>0.68</b>
<b>11</b>	<b>Reliance Financial Limited</b>	<b>3,15,000</b>	<b>1.63</b>			<b>3,15,000</b>	<b>1.63</b>
	Market Purchase / Transfer			14 Jun 2019	(2,30,000)	85,000	0.44
	Market Purchase / Transfer			28 Jun 2019	(85,000)	-	-
	<b>At The End of The Year</b>					<b>-</b>	<b>-</b>
<b>12</b>	<b>Manish Santoshkumar Kejriwal</b>	<b>2,10,000</b>	<b>1.09</b>			<b>2,10,000</b>	<b>1.09</b>
	Market Purchase / Transfer			06 Mar 2020	(26,120)	1,83,880	0.95
	Market Purchase / Transfer			20 Mar 2020	(73,528)	1,10,352	0.57
	Market Purchase / Transfer			27 Mar 2020	(1,10,352)	-	-
	<b>At The End of The Year</b>					<b>-</b>	<b>-</b>

Note: 1) Paid up Share Capital of the Company (Face Value ₹ 2.00) at the beginning and end of the year is 19,294,304 Shares.  
2) The details of holding have been clubbed based on PAN.  
3) % of total Shares of the Company are based on the paid up Capital of the Company at the end of the Year (19,294,304 DVR Equity Shares).



## E] Shareholding of Directors and Key Managerial Personnel: Ordinary Equity Shares

Name of Directors and Key Managerial Personnel	Shareholding at the beginning of the year 1 <sup>st</sup> April 2019		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>Shri Ashok B. Jain</b>				
<b>At the beginning of the year</b>	<b>18,57,485</b>	<b>0.37</b>	<b>3,57,485</b>	<b>0.07</b>
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): Temporary loan to Jalgaon Investment Pvt. Ltd.	(15,00,000)	-	(15,00,000)	-
<b>At the end of the year</b>	<b>18,57,485</b>	<b>0.37</b>	<b>3,57,485</b>	<b>0.07</b>
<b>Shri Anil B. Jain</b>				
<b>At the beginning of the year</b>	<b>1,13,690</b>	<b>0.02</b>	<b>1,13,690</b>	<b>0.02</b>
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	<b>1,13,690</b>	<b>0.02</b>	<b>1,13,690</b>	<b>0.02</b>
<b>Shri Ajit B. Jain</b>				
<b>At the beginning of the year</b>	<b>8,61,205</b>	<b>0.17</b>	<b>8,61,205</b>	<b>0.17</b>
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	<b>8,61,205</b>	<b>0.17</b>	<b>8,61,205</b>	<b>0.17</b>
<b>Shri Atul B. Jain</b>				
<b>At the beginning of the year</b>	<b>1,75,980</b>	<b>0.04</b>	<b>1,75,980</b>	<b>0.04</b>
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	<b>1,75,980</b>	<b>0.04</b>	<b>1,75,980</b>	<b>0.04</b>
<b>Shri R. Swaminathan</b>				
<b>At the beginning of the year</b>	<b>207,260</b>	<b>0.04</b>	<b>207,260</b>	<b>0.04</b>
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	<b>207,260</b>	<b>0.04</b>	<b>207,260</b>	<b>0.04</b>
<b>Shri Devendra Raj Mehta</b>				
<b>At the beginning of the year</b>	<b>25,000</b>	<b>0.00</b>	<b>25,000</b>	<b>0.00</b>
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	<b>25,000</b>	<b>0.00</b>	<b>25,000</b>	<b>0.00</b>
<b>Shri Ghanshyam Dass</b>				
<b>At the beginning of the year</b>	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	-	-	-	-
<b>Smt. Radhika Pereira</b>				
<b>At the beginning of the year</b>	<b>25,000</b>	<b>0.00</b>	<b>25,000</b>	<b>0.00</b>
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	<b>25,000</b>	<b>0.00</b>	<b>25,000</b>	<b>0.00</b>
<b>Shri Harishchandra Prasad Singh</b>				
<b>At the beginning of the year</b>	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	-	-	-	-

Name of Directors and Key Managerial Personnel	Shareholding at the beginning of the year 1 <sup>st</sup> April 2019		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>Mr. Johannes Bastiaan Boudewijn Mohrmann</b>				
<b>At the beginning of the year</b>	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	-	-	-	-
<b>Shri Avdhut V. Ghodgaonkar</b>				
<b>At the beginning of the year</b>	2,11,052	0.04	2,11,052	0.04
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): Intra family purchase with permission	8,747	0.00	8,747	0.00
<b>At the end of the year</b>	2,19,799	0.04	2,19,799	0.04

#### Shareholding of Directors and Key Managerial Personnel: DVR Equity Shares

Name of Directors and Key Managerial Personnel	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>Shri Ashok B. Jain</b>				
<b>At the beginning of the year</b>	92,873	0.48	92,873	0.48
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	92,873	0.48	92,873	0.48
<b>Shri Anil B. Jain</b>				
<b>At the beginning of the year</b>	5,684	0.03	5,684	0.03
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	5,684	0.03	5,684	0.03
<b>Shri Ajit B. Jain</b>				
<b>At the beginning of the year</b>	4,67,010	2.42	4,67,010	2.42
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	4,67,010	2.42	4,67,010	2.42
<b>Shri Atul B. Jain</b>				
<b>At the beginning of the year</b>	8,798	0.05	8,798	0.05
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	8,798	0.05	8,798	0.05
<b>Shri R. Swaminathan</b>				
<b>At the beginning of the year</b>	8,863	0.05	8,863	0.05
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	8,863	0.05	8,863	0.05
<b>Shri Devendra Raj Mehta</b>				
<b>At the beginning of the year</b>	1,250	0.01	1,250	0.01
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-

Name of Directors and Key Managerial Personnel	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>At the end of the year</b>	<b>1,250</b>	<b>0.01</b>	<b>1,250</b>	<b>0.01</b>
<b>Shri Ghanshyam Dass</b>				
<b>At the beginning of the year</b>	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	-	-	-	-
<b>Smt. Radhika Pereira</b>				
<b>At the beginning of the year</b>	<b>1,250</b>	<b>0.01</b>	<b>1,250</b>	<b>0.01</b>
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	<b>1,250</b>	<b>0.01</b>	<b>1,250</b>	<b>0.01</b>
<b>Shri Harishchandra Prasad Singh</b>				
<b>At the beginning of the year</b>	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	-	-	-	-
<b>Mr. Johannes Bastiaan Boudewijn Mohrmann</b>				
<b>At the beginning of the year</b>	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	-	-	-	-
<b>Shri Avdhut V. Ghodgaonkar</b>				
<b>At the beginning of the year</b>	<b>14,632</b>	<b>0.08</b>	<b>14,632</b>	<b>0.08</b>
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
<b>At the end of the year</b>	<b>14,632</b>	<b>0.08</b>	<b>14,632</b>	<b>0.08</b>

## V) Remuneration of Directors and Key Managerial Personnel

### A) Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount
		Shri Ashok B. Jain	Shri Anil B. Jain	Shri Ajit B. Jain	Shri Atul B. Jain	Shri R. Swaminathan	
1)	Gross salary	₹	₹	₹	₹	₹	₹
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,59,37,775	1,59,37,775	1,59,37,775	1,59,37,775	31,32,920	6,68,84,020
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,93,83,072	1,93,83,072	1,93,83,072	1,93,83,072	4,88,088	7,80,20,376
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-	-
2)	Stock Option	-	-	-	-	-	-
3)	Sweat Equity	-	-	-	-	-	-
4)	Commission	-	-	-	-	-	-
5)	Others, please specify	-	-	-	-	-	-
	<b>Total (A)</b>	<b>3,53,20,847</b>	<b>3,53,20,847</b>	<b>3,53,20,847</b>	<b>3,53,20,847</b>	<b>36,10,008</b>	<b>14,48,93,396</b>
	<b>Ceiling as per the Act</b>						<b>10 %</b>
	<b>Actual Paid#</b>						<b>Minimum Remuneration</b>

# Due to loss in FY 2020 actual remuneration paid to the directors is minimum remuneration

**B] Remuneration to other directors**

Sr. No.	Particulars of Remuneration	Name of Independent Directors					Total Amount
		Shri D.R. Mehta	Shri Ghanshyam Dass	Shri Johannes Bastiaan Boudewijn Mohrmann	Smt. Radhika Pereira	Shri H.P. Singh	
		₹	₹	₹	₹	₹	₹
1)	Fee for attending board and committee meetings	6,50,000	5,50,000	50,000	11,00,000	7,50,000	31,00,000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	<b>Total (1)</b>	<b>6,50,000</b>	<b>5,50,000</b>	<b>50,000</b>	<b>11,00,000</b>	<b>7,50,000</b>	<b>31,00,000</b>
2)	Other Non-Executive Directors	-	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>6,50,000</b>	<b>5,50,000</b>	<b>50,000</b>	<b>11,00,000</b>	<b>7,50,000</b>	<b>31,00,000</b>
	<b>Total Managerial Remuneration</b>						<b>14,79,93,396</b>
	<b>Overall Ceiling as per the Act</b>						<b>11%</b>
	<b>Actual Paid</b>						<b>Minimum Remuneration</b>

# Due to loss in FY 2020 actual remuneration paid to the directors is minimum remuneration

**C] Remuneration to Key Managerial Personnel Other than MD/Manager/WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
		₹	₹	₹	₹
1)	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,59,37,775	65,96,256	1,59,37,775	3,84,71,806
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,93,83,072	-	1,93,83,072	3,87,66,144
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2)	Stock Option	-	-	-	-
3)	Sweat Equity	-	-	-	-
4)	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify	-	-	-	-
5)	Others, please specify	-	-	-	-
	<b>Total</b>	<b>3,53,20,847</b>	<b>65,96,256</b>	<b>3,53,20,847</b>	<b>7,72,37,950</b>

**VI) INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Million)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Public Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the Financial Year</b>				
i) Principal Amount	11,077.67	945.77	-	12,023.45
ii) Interest due but not paid			-	-
iii) Interest accrued but not due	85.49	0.89	-	86.38
<b>Total (i+ii+iii)</b>	<b>11,163.17</b>	<b>946.66</b>	<b>-</b>	<b>12,109.83</b>
<b>Change in Indebtedness during the Financial Year</b>				
Addition	6,171.33	-	-	6,171.33

Particulars	Secured Loans excluding deposits	Unsecured Loans	Public Deposits	Total Indebtedness
Reduction	(1,128.49)	(878.25)	-	(2,006.75)
Foreign Exchange Loss	227.27	16.33	-	243.60
Ind_As adjustments	7.72	(83.85)	-	(76.13)
Change in Interest accrued but not due	17.85	(0.89)	-	16.97
<b>Net Change</b>	<b>5,295.68</b>	<b>(946.66)</b>	<b>-</b>	<b>4,349.02</b>
<b>Indebtedness at the end of the Financial Year</b>				
i) Principal Amount	16,355.50	-	-	16,355.50
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	103.35	-	-	103.35
<b>Total (i+ii+iii)</b>	<b>16,458.85</b>	<b>-</b>	<b>-</b>	<b>16,458.85</b>

## VII) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES - None

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. Company</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. Directors</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. Other Officers in Default</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

--



# ANNEXURE VIII

## DISCLOSURE ON MANAGERIAL REMUNERATION

**Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given hereunder**

- i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year and
- ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

### A) Executive Directors, Chief Financial Officer and Company Secretary

Sr. No.	Name	Designation	Remuneration (₹)	% of Increase*	Ratio of Directors Remuneration to Median (Number of Times)
1)	Shri. Ashok B. Jain	Whole Time Director	3,53,20,847	Nil	115.89
2)	Shri. Anil B. Jain	Vice Chairman & Managing Director	3,53,20,847	Nil	115.89
3)	Shri. Ajit B. Jain	Jt. Managing Director	3,53,20,847	Nil	115.89
4)	Shri. Atul B. Jain	Chief Financial Officer	3,53,20,847	Nil	115.89
5)	Shri. R. Swaminathan	Executive Director	36,10,008	Nil	11.84
6)	Shri. A. V. Ghodgaonkar	Company Secretary	65,96,256	Nil	21.65

\* The NRC/Audit Committee and Board have approved minimum Remuneration under Schedule V part 2 to the Companies Act 2013 for the Year 2019-20 in terms of the AGM resolution dated 28<sup>th</sup> September 2018 hence actually there is a decrease not increase in the remuneration for the FY 2020.

### B) Non-Executive Directors

Sr. No.	Name	Designation	Remuneration (₹) (Sitting Fees & Commission)	% of Increase**	Ratio of Directors Remuneration to Median (Number of Times)
1)	Shri. D. R. Mehta	Independent Director	6,50,000	NA	NA
2)	Shri. Ghanshyam Dass	Independent Director	5,50,000	NA	NA
3)	Shri. H. P. Singh	Independent Director	7,50,000	NA	NA
4)	Smt. Radhika Pereira	Independent Director	11,00,000	NA	NA
5)	Shri Johannes Bastiaan Boudewijn Mohrmann^	Independent Director	50,000	NA	NA
<b>Total</b>			<b>31,00,000</b>	<b>NA</b>	<b>NA</b>

\*\* for the FY 2020 no commission is payable to the Independent Directors as there is no profit, as approved by the NRC/ Board of Directors on 31<sup>st</sup> July 2020.

#### ^Appointed on 30<sup>th</sup> September 2019

- iii) The percentage increase in the median remuneration of employees in the financial year; 0%. The Company has a biennial system for increment and appraisal.
- iv) The number of permanent employees on the rolls of Company; 7037 Employees as on 31<sup>st</sup> March, 2020.
- v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the financial year 2019 and its comparison with the percentile increase in the managerial remuneration is not applicable for the year.
- vi) Affirmation that the remuneration is as per the remuneration policy of the company.

Yes, the remuneration of Executive Directors, KMP and rest of Employees is as per the remuneration policy of the Company.

# ANNEXURE IX

## FORM AOC-2- RELATED PARTY TRANSACTIONS (FY 2019-20)

Sr. No.	Name(s) of the Related Party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any (₹ In Million)	Date of approval by the Board	Amount paid as advances, if any (₹ in Million)
1	Naandan Jain Irrigation Ltd, Israel	Purchase of goods/ services, Sale of goods	Ongoing	145.23	30-May-19	NA
2	Naandan Jain Iberica S.C., Spain	Purchase of goods/ services, Sale of goods	Ongoing	169.49	30-May-19	NA
3	NaanDan Jain Mexico S.A., De C.V.Mexico	Sale of goods	Ongoing	120.8	30-May-19	NA
4	NaanDan Jain S.R.L., Italy	Sale of goods	Ongoing	14.27	30-May-19	NA
5	NaanDan Jain France Sarl. France	Sale of goods	Ongoing	18.00	30-May-19	NA
6	NaaDan Jain (China) Agricultural Science and Technology Co Ltd.	Sale of goods	Ongoing	2.32	30-May-19	NA
7	NaanDan Jain Industria E Comercio de Equipmentos Ltd., Brazil	Sale of goods	Ongoing	89.78	30-May-19	NA
8	NaanDan Jain Australia Pty Ltd., Australia	Sale of goods	Ongoing	108.59	30-May-19	NA
9	NaanDan Jain Peru S.A.C., Peru	Sale of goods	Ongoing	4.98	30-May-19	NA
10	Jain Sulama Sistemleri Sanayi Ve Ticaret Anonim Sirkti, Turkey	Sale of goods	Ongoing	142.62	30-May-19	NA
11	Jain Agricultural Services Australia Pty. Ltd, Australia	Purchase of goods/ services	Ongoing	14.12	30-May-19	NA
12	Gavish Controal System Ltd., Israel	Purchase of goods/ services	Ongoing	0.15	30-May-19	NA
13	Jain (Europe) Ltd., UK	Sale of goods	Ongoing	99.52	30-May-19	NA
14	Jain America Holdings Inc, USA	Purchase of goods/ services, Sale of goods	Ongoing	509.12	30-May-19	NA
15	Jain Irrigation Inc, USA	Purchase of goods/ services, Purchase of capital goods, Sale of goods	Ongoing	375.64	30-May-19	NA
16	THE Machine S.A., Switzerland	Purchase of goods/ services, Other expenditure,	Ongoing	3.20	30-May-19	NA
17	Protool AG, Switzerland	Purchase of capital goods	Ongoing	30.34	30-May-19	NA
18	Jain International Trading B.V., Netherlands	Interest on loans given	Ongoing	6.80	30-May-19	NA
19	Ex-Cel Plastic, Ireland	Purchase of goods/ services, Sale of goods,	Ongoing	17.50	30-May-19	NA
20	Ex-Cel Plastic, France	Purchase of goods/ services, Sale of goods	Ongoing	82.79	30-May-19	NA
21	NaanDan Jain Irrigation, South Africa	Sale of goods	Ongoing	13.72	30-May-19	NA

<b>Sr. No.</b>	<b>Name(s) of the Related Party &amp; nature of relationship</b>	<b>Nature of contracts/ arrangements/ transaction</b>	<b>Duration of the contracts/ arrangements/ transaction</b>	<b>Salient terms of the contracts or arrangements or transaction including the value, if any (₹ In Million)</b>	<b>Date of approval by the Board</b>	<b>Amount paid as advances, if any (₹ in Million)</b>
22	Jain Mena DMCC, Dubai	Sale of goods	Ongoing	16.92	30-May-19	NA
23	Agrologoico de Guatemala S. A., Guatemala	Sale of goods	Ongoing	13.62	30-May-19	NA
24	Bhavarlal and Kantabai Jain Multipurpose Foundation	Sale of goods	Ongoing	6.23	30-May-19	NA
25	Gandhi Research Foundation (Section 8 Company)	Purchase of goods/ services, Sale of goods, Rent Expenses	Ongoing	0.57	30-May-19	NA
26	Sustainable Agro-Commercial Finance Ltd.,	Other Expenditure, Sale of goods, Interest on loans taken, Loans and advances taken, Rent received, Loans and advances taken repaid	Ongoing	554.78	30-May-19	NA
27	Driptech India Pvt. Ltd.	Purchase of goods/ services, Sale of goods and Rent received / paid	Ongoing	70.57	30-May-19	NA
28	Jain Farm Fresh Foods Ltd.	Purchase of goods/ services, Purchase of Capital goods, Sale of goods, Sale of service, Interest on Loan given, Loan & Advances	Ongoing	1213.72	30-May-19	NA
29	Jain Processed Foods Trading & Investment Pvt. Ltd.	Interest on loan given, and Loans and advances repaid	Ongoing	2.02	30-May-19	NA
30	JAF Products Pvt. Ltd.	Rent expenses	Ongoing	0.08	11-Aug-14	0.47
31	Jain Brothers Industries Pvt. Ltd.	Rent expenses	Ongoing	2.15	11-Aug-14	12.33
32	Shri. Ashok B. Jain	Rent expenses and Remuneration	Ongoing	42.19	11-Aug-14 13-Aug-18	39.55
33	Shri. Anil B. Jain	Rent expenses and Remuneration	Ongoing	35.32	13-Aug-18	NA
34	Shri. Ajit B. Jain	Rent expenses and Remuneration	Ongoing	52.32	11-Aug-14 13-Aug-18	97.78
35	Shri. Atul B. Jain	Rent expenses and Remuneration	Ongoing	40.05	11-Aug-14 13-Aug-18	27.28
36	Mrs. Jyoti Ashok Jain	Rent expenses	Ongoing	5.80	11-Aug-14	33.40
37	Mrs. Nisha Anil Jain	Rent expenses	Ongoing	14.13	11-Aug-14	81.38
38	Mrs. Shobhana Ajit Jain	Rent expenses	Ongoing	0.93	11-Aug-14	5.40
39	Mrs. Bhavana Atul Jain	Rent expenses	Ongoing	0.93	11-Aug-14	5.40
40	Shri. R Swaminathan	Remuneration	Ongoing	3.61	13-Aug-18	NA
41	Shri Avdhut V Ghodgaonkar	Remuneration and Loan and other advances given	Ongoing	7.60	13-Aug-18 30-May-19	13.87
42	Drip & Pipe Suppliers	Rent expenses	Ongoing	0.40	11-Aug-14	2.36
43	Jain Health Care Services (Formerly Jain Computers & Allied Services)	Purchase of goods/ services, Rent expenses	Ongoing	0.33	11-Aug-14 30-May-19	0.66
<b>Total</b>				<b>4053.25</b>	-	-

# ANNEXURE X

## FORM NO.MR-3 : SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
**JAIN IRRIGATION SYSTEMS LIMITED**  
Jain Plastic Park,  
N.H. No. 6, Bambhori,  
Jalgaon-425 001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Jain Irrigation Systems Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not applicable to the Company during the audit period];**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **[Not applicable to the Company during the audit period]; and**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **[Not applicable to the Company during the audit period];**

- vi) The Company has identified the following laws specifically applicable to the Company:
- a) Food Safety & Standards Act, 2006;
  - b) Export (Quality Control & Inspection) Act, 1963;
  - c) APEDA Act, 1985
  - d) Boiler Act, 1923;
  - e) Environment (Protection) Act, 1986;
  - f) Water (Prevention & Control of Pollution) Act, 1974;
  - g) The Air (Prevention & Control of Pollution) Act, 1981;
  - h) The Legal Metrology Act, 2009;
  - i) Petroleum Act, 1934;
  - j) Explosives Act, 1884;
  - k) Electricity Act, 2003

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : **Mumbai**  
Date : **12<sup>th</sup> September, 2020**

For and on behalf of  
**V. Laxman & Co.,**  
Company Secretaries

Sd/-  
(V. Laxman)  
FCS No. 1513  
C P No. : 744

This Report is to be read with our letter of even date which is attached as Annexure 'A' and forms an integral part of this Report.

# ANNEXURE 'A'

To,

**The Members**

**JAIN IRRIGATION SYSTEMS LIMITED**

Jain Plastic Park,

N.H. No. 6, Bambhori,

Jalgaon-425 001.

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed proved a reasonable basis for our opinion
- 3) We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
- 4) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : **Mumbai**

Date : **12<sup>th</sup> September, 2020**

For and on behalf of  
**V. Laxman & Co.,**  
Company Secretaries

Sd/-  
(V. Laxman)  
FCS No. 1513  
C P No. : 744



# ANNEXURE XI

## BUSINESS RESPONSIBILITY REPORT 2019-20

Jain Irrigation Systems Ltd. presents Business Responsibility Report (BRR) for the Financial Year ended 31<sup>st</sup> March, 2020 in accordance with SEBI LODR Regulations 2015. The report is prepared in adherence to The National Guidelines for Responsible Business Conduct, 2018 (NGRBC), released by Ministry of Corporate Affairs, Govt. of India.

We continue to report on essential indicators which are captured in its existing management systems and are relevant to the core elements of nine principals of the NGRBCs.

### SECTION A: GENERAL DISCLOSURES

The general details of the organization are as follows:

**Table 1- Company Details**

1) <b>Name of the Company:</b>	Jain Irrigation Systems Limited
2) <b>Year of registration</b>	1986
3) <b>Corporate Identity Number (CIN) of the Company:</b>	L29120MH1986PLC042028
4) <b>Address of the Registered Office:</b>	Jain Plastic Park, N.H.No. 6, Bambhori, Jalgaon 425001
5) <b>Website:</b>	<a href="http://jains.com/">http://jains.com/</a>
6) <b>Sector(s) that the Company is engaged in (industrial activity code-wise):</b>	

The Company is engaged in activities as grouped below:

Name and Description of main products / services	NIC CODE
i) Manufacture of other Plastic Products (n.e.c)	22209
ii) Manufacture of fruit or vegetable juices and their concentrates squashes and powder and Spices*	10304

7) **Goods manufactured/services provided (top three by revenue):**

Businesses	Products/Services
Plastic Business- Plastic Products:	Micro – Irrigation System (Drip Irrigation/Sprinkler irrigation) Piping System (PE & PVC) Plastic sheets
Agro-Processed Products Fruit and Vegetable Dehydration and spice processing*:	Standard dehydrated Onion products, Frozen fruits, Fruit, Purees, Pulp & Concentrate, and Spices
Green Energy-Solar Products:	Photovoltaic Module, Water heater, Pumping Systems, Lighting Appliances

8) **Brands (top five by respective share of market) owned**

i)	JainDrip
ii)	NaanDanJain
iii)	Jain Pipes
iv)	JainFarmFresh
v)	JainGreenEnergy



9) **Total number of locations:**

We have 30 manufacturing plants across the globe. Twelve plants are within India and eighteen plants are abroad. Our three prominent overseas locations are as follows:

- 1] NaandanJain Irrigation System Ltd., Naan, Israel
- 2] Sleaford Quality Foods, Sleaford, United Kingdom\*
- 3] Jain Irrigation Inc., Fresno, USA

\* Represents subsidiary company Jain Farm Fresh Foods Ltd.

While prominent Domestic plants are;

- 1] Jain Plastic Park, Jalgaon, Maharashtra
- 2] Jain Hi-Tech Agri-Park, Jalgaon Maharashtra
- 3] Jain Farm Fresh Foods Ltd., Jalgaon, Maharashtra\*
- 4] Jain Tissue Culture Park, Takarkheda, Jalgaon, Maharashtra
- 5] Jain Energy Park, Jalgaon, Maharashtra

**10) Markets Served by Company:**

The company serves customers in over 126 countries, across six continents around the globe. It has a pan India presence with a strong global footprint through a wide network of more than 11,000 dealers and distributors.

**11) Number of Permanent Employees** <sup>[1]</sup> 9665 (Global)

**12) Contractual Employees** 3190

**13) Temporary employees** Not applicable

**14) Percentage of Women**

a)	On the Governance Structure	10% ( as out of 5 executive and 5 non-executive directors, one is female director )
b)	In top management i.e. business/function heads	2.23%

**15) Information on Subsidiary Company:**

The company has 64 subsidiaries/associate companies as on 31<sup>st</sup> March, 2020. The list is as follows:

**Table 1.1: Wholly Owned Subsidiary Companies – First Level**

Sr.	Name of Party	Relation	CIN/GLN
1	JISL Overseas Ltd., Mauritius	Wholly Owned Subsidiary of Jain Irrigation Systems Ltd.	NA
2	Jain International Trading BV, Netherlands	Wholly Owned Subsidiary of Jain Irrigation Systems Ltd.	NA
3	Jain Farm Fresh Foods Ltd.	Subsidiary of Jain Irrigation Systems Ltd	U15200MH2015PLC26 3338
4	Jain Processed Foods Trading and Investment Pvt. Ltd, Jalgaon	Wholly Owned Subsidiary of Jain Irrigation Systems Ltd.	U74900MH2015 PTC263 378

**Table 1.2: Fellow Subsidiary Companies – Second/Multi Level**

Sr.	Name of Party	Relation
1	Jain America Holdings, Inc (Formerly Jain (Americas) Inc, USA	Subsidiary of JISL Overseas Ltd., Mauritius
2	Jain (Europe) Ltd., UK	Subsidiary of JISL Overseas Ltd., Mauritius
3	Jain Overseas B.V., Netherlands	WOS of Jain International Trading BV, Netherlands
4	Jain Mena DMCC, Dubai	WOS of Jain International Trading BV, Netherlands
5	Jain Distribution Holdings, Inc	Subsidiary of Jain America Holdings, Inc.
6	Jain Irrigation Inc, Delaware	WOS of Jain America Holdings, Inc, Delaware
7	Pacific Shelf 1218 Ltd,UK	WOS of Northern Ireland Plastics, Ltd U.K.-
8	Excel Plastic Piping Systems SAS, France	WOS of Jain (Europe) Ltd., UK
9	Ex-cel Plastics Ltd., Ireland	WOS of Jain (Europe) Ltd., UK
10	Agri Valley Irrigation, LLC USA	Subsidiary of Jain Distribution Holding INC, USA
11	Irrigation Design and Construction LLC, USA	Subsidiary of Jain Distribution Holding INC, USA
12	ET Water System Inc., USA	WOS of Jain Irrigation Inc, Delaware
13	Point Source Irrigation Inc., USA	WOS of Jain Irrigation Inc, Delaware
14	Jain Agricultural Services LLC, USA	WOS of Jain Irrigation Inc, Delaware
15	Northern Ireland Plastics, Ltd U.K.	WOS of Jain (Europe) Ltd., UK
16	Killyleagh Box Co. Ltd, U.K.	WOS of Northern Ireland Plastics, Ltd U.K.
17	JISL Global SA, Switzerland	WOS of Jain Overseas B.V. Netherland
18	JISL (Israel) BV, Netherland	WOS of Jain Overseas B.V. Netherland

\* Represents subsidiary company Jain Farm Fresh Foods Ltd.

[1] Includes India and Overseas Operations (only manufacturing)

<b>Sr.</b>	<b>Name of Party</b>	<b>Relation</b>	
19	JISL Systems SA, Switzerland	WOS of JISL Global SA, Switzerland	
20	THE Machines Yvonand SA, Switzerland	WOS of JISL Systems SA, Switzerland	
21	Gavish Control Systems Ltd., Israel	Subsidiary of Jain (Israel) BV, Netherland	
22	Naandan Jain Irrigation Ltd., Israel	Subsidiary of Jain (Israel) BV, Netherland	
23	Pro Tool AG, Switzerland	Subsidiary of THE Machine Yvonand S.A., Switzerland	
24	Jain Agricultural Services Australia Pty. Ltd, Australia	Subsidiary of Jain Agricultural Services INC, USA	
25	NaanDan Jain UK Ltd, U.K.	Subsidiaries of Naandan Jain Irrigation Ltd.	
26	NaanDan Jain Iberica S.C., Spain		
27	NaanDan Jain Austrailia Pty Ltd, Australia		
28	NaanDan Jain Italia S.R.L., Italy		
29	K.D.H. International Ltd.,Israel		
30	Jain Sulama Sistemleri Sanayi Ve Ticaret Anonim Sirkti, Turkey		
31	NaanDanJain Irrigation SA (Pty) Ltd., South Africa		
32	NaanDan Jain Irrigation Projects S.R.L. Romania		
33	Naan Dan Agro Pro Ltd., Israel		
34	NaanDanJain Chile S.A.Chile		
35	NaanDan Jain Peru S.A.C, Peru		
36	NaanDan Do Brasil Participacoes Ltd, Brazil		
37	- Naandanjain France SAS France		
38	Agrologico Sistemas Technologicos, S.A., Costa Rica		
39	Agrologico De Guatemala, S.A. Guatemala		
40	NaanDan Jain Maxico, S.A. De C.V. Mexico		
41	NaanDanJain (China) Agricultural Science and Technology Co.,Ltd		
42	NaanDan Jain Industria E Comercio De Equipmentos Ltd., Brazil		
43	Briggs (U.K.) Ltd. U.K.		WOS of NaanDan Jain UK Ltd. U.K.
44	ICAA Ltd.S.A. de C.V. 2002,Mexico		WOS of NaanDan Agro-Pro Ltd., Israel
45	Jain America Foods, Inc (Formerly Jain Americas) Inc, USA		Subsidiary of Jain International Foods Ltd
46	Jain Farm Fresh Foods Inc, USA (Formerly Jain (Americas) Inc. USA)		WOS of Jain America Foods Inc., USA
47	Jain Irrigation Holding, Inc, Delaware		
48	Jain International Foods Ltd. (Formerly SQF 2009 Ltd)	WOS of Jain Farm Fresh Foods Ltd.	
49	Sleaford Food Group Ltd., UK (Formerly SQF 2009 Ltd.)	WOS of Jain International Foods Ltd.,	
50	Sleaford Quality Foods Ltd, UK	WOS of Sleaford Food Group Ltd., UK	
51	Arnolds Quick Dried Foods Ltd., UK	WOS of Sleaford Food Group Ltd., UK	
52	Jain Farm Fresh Gida Sanayi Ve Ticarate Anomin Sirketi, Turkey	WOS of Jain International Foods Ltd., (Formerly SQF 2009 Ltd.)	
53	JlIO, California	WOS of Jain Irrigation Holding, Inc, Delaware	
54	Jain Farm Fresh Holding SPRL, Belgium	Subsidiary of Jain International Foods Ltd.,	
55	Innovafood N.V, Belgium	WOS of Jain Farm Fresh Holding SPRL, Belgium	
56	Solution Key Ltd	WOS of Jain Farm Fresh Holding SPRL, Belgium	
57	Driptech India Pvt.Ltd., Jalgaon	Subsidiary of Jain Processed Foods Trading and Investment Pvt.Ltd.	
58	Jain Netherlands Holding I B.V.	Subsidiary Jain Overseas B.V., Netherlands	
59	Jain Netherlands Holding II B.V.	Subsidiary Jain Overseas B.V., Netherlands	

**Table 1.3: Associate Company**

1	Sustainable Ago-Commercial Finance Ltd, Mumbai	Associate
---	------------------------------------------------	-----------

**Subsidiary Company Participation in BR:**

All our subsidiaries ensure the compliance with the laws, regulations and reporting standards of the geographical territories they operate within. Following 13 (overseas manufacturing) locations of subsidiaries have been reporting to IFC performance standards annually and hence contribute to business responsibility disclosures:

**Table 1.4:**

Sr.	Subsidiary Name	Country
1	NaandanJain Irrigation System Ltd., City of Leme, State of São Paulo	Brazil
2	Sleaford Quality Foods Ltd, Sleaford, Lincolnshire,	United Kingdom
3	Cascade Specialities Inc., Boardman	United States of America
4	White Oak Frozen Food, Merced, California	United States of America
5	JAIN Irrigation Inc - Fresno, California	United States of America
6	Jain Sulama Sistemleri Sanayi Ve Ticaret A. S., Istanbul	Turkey
7	NaandanJain Irrigation System Ltd.	Spain
8	THE Machine S.A.	Switzerland
9	Pro Tool AG	Switzerland
10	Excel Plastics Ltd., County Monaghan	Ireland
11	NaandanJain Irrigation System Ltd., Naan	Israel
12	Jain America Holdings, Chicopee, MA	United States of America
13	Jain Irrigation Inc. Watertown, New York	United States of America

**15.CSR Expenditure Details for FY 19-20**

The Company conducts its CSR activities on its own and through two section 8 companies; Bhavarlal and Kantabai Jain Multipurpose Foundation (BKJMF) and Gandhi Research Foundation (GRF). The project wise CSR expenditure details are as follows:

Total Spending on Corporate Social Responsibility (CSR) as % of average net profit of the Company for last 3 financial years : 0.6%

**Table 1.5: CSR expenditure details**

Sr. No.	CSR activities carried out	Linkage to Schedule VII of Companies Act 2013	Expenditure (₹ Million)
<b>1</b>	<b>Rural Development</b>		<b>1.38</b>
a)	Contribution to Ba-Bapu-150 Project through GRF	(x) Rural Development Projects	0.38
b)	Contribution to rural development activities, particularly, creating the water source in nearby villages	(i) promoting preventive health care and sanitation and making available safe drinking water	1.00
<b>2</b>	<b>Conservation of natural resources, quality of soil, air, water, etc.</b>		<b>1.55</b>
a)	Afforestation Activities during world environment day and 'Van Mohtsava' Campaign of Maharashtra Government	(IV) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water	0.08
b)	Future Agriculture Leaders of India (FALI) Program		0.00
c)	Bhaunche Udyan Project		1.47
<b>3</b>	<b>Promoting Education</b>		<b>0.04</b>
a)	Utilization of testing facilities in nearby technical institutions	(ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	0.04
b)	Contribution to Anubhuti English Medium School		0.00
<b>4</b>	<b>Promoting Sports</b>		<b>10.74</b>
a)	Direct Support by Jain Irrigation to Jain Sports Acacemy for Sports Material, Tournament Fees etc.	(vii) training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports	2.54
c)	Direct Support by Jain Irrigation to Jain Sports Academy for Expenditures of Coaches and Players		8.20
<b>5</b>	<b>Healthcare</b>		<b>0.86</b>
a)	Direct Contribution to Kantai Netralaya Project	(i) promoting preventive health care and sanitation and making available safe drinking water	0.86
<b>6</b>	<b>COVID-19 Support</b>		<b>0.02</b>
a)	City Sanitation Drive and Direct Support to Civil Hospital Jalgaon	(i) promoting preventive health care and sanitation and making available safe drinking water	0.02
	<b>Sub-total</b>		<b>14.59</b>

**16. Contact details of Nodal Officer for this report:**

Name:	Avdhut V. Ghodgaonkar
Designation	Company Secretary
Email id:	investor.corr@jains.com
Phone:	+91-0257-2258011
Financial Year reported:	2019-20

**SECTION B: MANAGEMENT AND PROCESS DISCLOSURES**

The company’s corporate governance framework in all respects complies with the requirements of the revised guidelines on corporate governance stipulated under SEBI LODR regulations 2015. Sustainability committee meets every six months to review the BR performance. The company has in place a comprehensive Code of Conduct for all its senior functionaries<sup>[2]</sup> and every senior functionary is responsible to comply with Code in letter and spirit. This comprises a policy related to the conflict of interest in governance and senior management. The Company Secretary is the Compliance Officer for the purposes of this Code. In terms of provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has also formulated a ‘Code of internal procedure & conduct for prevention of insider trading<sup>[3]</sup> in shares of the company. The code of conduct has been explained and circulated to the employees and is implemented by Compliance Officer who reports to the Managing Director. More information on JISL governance framework, including the role and structure of the Board of Directors and its committees, Articles of Association, Code of Conduct, Corporate Governance guidelines is available at <http://www.jains.com/>.

**Table 2- Governance of BR**

**Details of Director/Directors responsible for BR:**

Sustainability Committee of Board of Directors is responsible for governance related to business responsibility.

**The role of Sustainability Committee:**

- To guide the top management in ensuring responsible business practices across all the operations of the company.
- To implement and monitor the various sustainability initiatives across all the operations of the company.
- To submit Periodical reports to the Board of Director as it may deem fit.

**Details of the Director/Directors responsible for implementation of the BR policy / policies**

Name	Designation	DIN No.
1. Shri. Ashok Bhavarlal Jain	Chairman and Executive Director, Promoter-Director	00053157
2. Shri. Anil Bhavarlal Jain	Vice Chairman and Managing Director, Executive Director, Promoter-Director	00053035
3. Shri. Ajit Bhavarlal Jain	Joint Managing Director, Executive Director, Promoter-Director	00053299
4. Shri. Atul Bhavarlal Jain	Joint Managing Director, Executive Director, Promoter-Director	00053407
5. Shri. R. Swaminathan	Executive Director	00060983

**Details of the BR Head**

1. DIN Number	00053035
2. Name	Shri. Anil Bhavarlal Jain
3. Designation	Vice Chairman, CEO/MD
4. Telephone number	+91-257-2258011
5. e-mail id	jisl@jains.com

**Principle-wise BR policies as per NGRBC:** The Company has formulated and implemented policies for various management systems adhering to the national and international standards. The policies implemented so also satisfy the requirements of following business responsibility Principles as The National Guidelines for Responsible Business Conduct,2018 (NGRBC)

- **Principle 1:** Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable. <sup>[P1]</sup>
- **Principle 2:** Businesses should provide goods and services in a manner that is sustainable and safe. <sup>[P2]</sup>
- **Principle 3:** Businesses should respect and promote the well-being of all employees, including those in their value chains. <sup>[P3]</sup>
- **Principle 4:** Businesses should respect the interests of and be responsive to all itsstakeholders. <sup>[P4]</sup>
- **Principle 5:** Businesses should respect and promote Human Rights <sup>[P5]</sup>
- **Principle 6:** Businesses should respect, protect, and make efforts to protect and restore the environment <sup>[P6]</sup>
- **Principle 7:** Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent <sup>[P7]</sup>
- **Principle 8:** Businesses should support inclusive growth and equitable development <sup>[P8]</sup>
- **Principle 9:** Businesses should engage with & provide value to their consumers in a responsible manner <sup>[P9]</sup>

The principal wise policy information is outlined in table below:

[2] [http://www.nseprimeir.com/z\\_JISLJALEQS/files/CodeofConductJISL.pdf](http://www.nseprimeir.com/z_JISLJALEQS/files/CodeofConductJISL.pdf)

[3] [http://www.nseprimeir.com/z\\_JISLJALEQS/files/CodeofConduct-InsiderTrading.pdf](http://www.nseprimeir.com/z_JISLJALEQS/files/CodeofConduct-InsiderTrading.pdf)

**Table 3- BR Policy Matrix as Per NGRBC [4]**

S.N.	Compliance with NGRBCs	P1	P2	P3	P4	P5	P6	P7	P8	P9	
1	Status of Policies for NGRBC Principles	Y	Y	Y	Y	Y	Y	Y	Y	Y	
2	Core elements and materiality assessment	The core elements as stipulated under Business Code of Conduct available at <a href="https://www.nseprimeir.com/z_JISLJALEQS/files/CodeofConductJISL.pdf">https://www.nseprimeir.com/z_JISLJALEQS/files/CodeofConductJISL.pdf</a> . Stakeholder engagement and material issues w.r.t. NGRBC principals are identified and presented below under the description of Principal 4									
3	Stakeholders involvement in policy formulation	Y	Y	Y	Y	Y	Y	Y	Y	Y	
Note: The policies have been formulated by sectoral experts after having consultation with relevant department heads. During the formal stakeholder consultation process for materiality assessment of sustainability disclosures, the stakeholders' suggestions and comments are sought on Company's policies.											
4	Conformance of Policies with National/International Standards apart from the requirements stipulated in NGRBC	Y	Y	Y	Y	Y	Y	Y	Y	Y	
5	Approval by Board.	Y	Y	Y	Y	Y	Y	Y	Y	Y	
6	Frequency of review	Annual review is conducted by top management.									
7	Specified committee of the Board/Director/Official to oversee the implementation of the policy	Y	Y	Y	Y	Y	Y	Y	Y	Y	
8	Online Reference to the Policies	Y <a href="http://www.jains.com/Company/quality%20policy.htm">http://www.jains.com/Company/quality%20policy.htm</a> <a href="http://www.nseprimeir.com/Pages/companycorporate.aspx?value=3cYDU7170mmM600M5HCaMw==">http://www.nseprimeir.com/Pages/companycorporate.aspx?value=3cYDU7170mmM600M5HCaMw==</a>									
9	Communication of policy to all relevant internal and external stakeholders	Y	Y	Y	Y	Y	Y	Y	Y	Y	
10	In-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y	
11	Grievance redressal mechanism related to the policies to address stakeholders' grievances	Y	Y	Y	Y	Y	Y	Y	Y	Y	
12	Status of audit/evaluation of the working of policies by an internal or external agency	Y	Y	Y	Y	Y	Y	Y	Y	Y	

[4] Y stands for Yes and N for NO

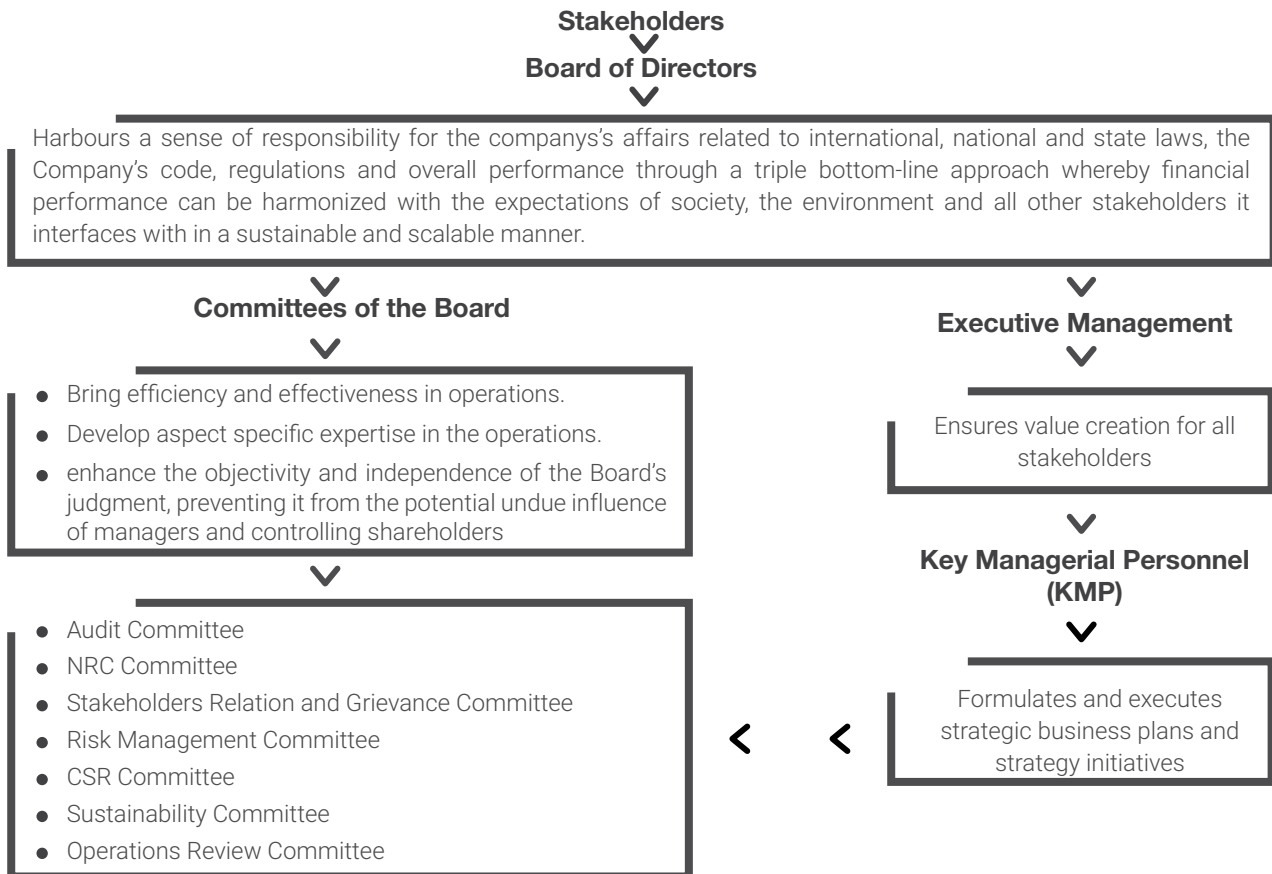


## SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURES

### Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable.

Adherence to ethics, transparency and accountability at JISL is driven by the apex committee of the Board of Directors. This committee is responsible for governance related to business responsibility. The committee guides the top management on responsible business practices. It further monitors the implementation of various sustainability initiatives across all operations of the company and submits review reports to the Board at regular intervals.

The committee is also responsible for ensuring the company's affairs related to international, national & state laws, the company's code, regulations and overall performance are in line with the triple bottom-line approach (including economic, environmental and social aspects).



The last review meeting of the apex committee was held on 13<sup>th</sup> February 2020.

The table below provides further details of adherence to the principle 1 of NGRBC.

**Table 4- Applicable essential and leadership indicators with respect to principle 1**

Essential Indicators w.r.t. Principle 1 of NGRBC	Adherence details	Remarks
% Coverage of leadership team by awareness programs on the guidelines	100%	During FY 19-20
% of suppliers and distributors covered by awareness programs of the guidelines	-	No formal programs were run for the suppliers. However, business as usual awareness on ESG through management systems procedures continued this year also.
Number of complaints received on w.r.t. any aspect of NGRBC by Shareholders/Investors	17	All complaints were resolved.
Number of complaints received on w.r.t. any aspect of NGRBC by lenders	Nil	-
Value of non-disputed fines / penalties (if any)	Nil	-
Number of complaints / cases of corruption and conflicts of interest	Nil	-

Essential Indicators w.r.t. Principle 1 of NGRBC	Adherence details	Remarks
Details of unmet obligations (fiscal, social, etc.) arising out of any benefits or concessions provided by the central, state, or local governments	None	All mandatory obligations (as per the requirements of applicable statutory requirements in different business verticals)
% coverage of all employees on NGBRC awareness	-	100% (senior and middle management) employees were made aware on requirements of relevant NVG sections through management systems policies.
% coverage of distributors covered by social and environmental audit	-	We will prepare the procedures for environmental and social audits of distributors from FY 19-20 onward.
Report on responsible business conduct	Yes	We have been publishing the report on responsible business conduct as per global GRI Standards. The latest report is available on <a href="http://www.jains.com/Company/sustainable_report.htm">http://www.jains.com/Company/sustainable_report.htm</a>

## PRINCIPLE 2: PRODUCTS LIFECYCLE SUSTAINABILITY

Manufactured products impact on environmental systems, biodiversity and human health. As a responsible corporate we have been very selective in choosing our business. We would never enter into any activity that create wealth while negatively impacting any human, animal or plant. We have invested into state of the art modern manufacturing facilities across all our business verticals so as to minimise the environmental impact of our business operations. We have carried out watershed development work and afforestation activities at a massive scale. These in addition to the renewable (solar and biogas) energy installations at our manufacturing units help insure that we give back more to the biosphere than we take from it. In order to assess the impact of our products during the manufacturing phase and in downstream value chain we have adopted life cycle assessment (LCA) based approach. This approach measures the impact of a product through all the stages ranging from raw material extraction to material processing, manufacturing, distribution, end use, repair and maintenance as well as disposal or recycling. This method comprehensively evaluates the impact of various inputs and outputs at every stage to assess their impact on human health and the environment.

In coming years we will continue to do systematic life cycle assessment of our major products.

**Table 5 - Applicable essential indicators with respect to principle 2**

Essential Indicators w.r.t. Principle 2 of NGRBC	Adherence details	Remarks
Top three goods/services which incorporate environmental and social concerns, risks and opportunities in their design	1) Micro-irrigation systems 2) Solar pumping systems 3) Tissue Culture Plants	During FY 20, these products have helped in creating downstream impact equivalent to savings to the tune of 76 billion cubic meters of water and GHG emission reductions to the tune of 12 million tons of CO <sub>2</sub> equivalent.
% of input material and services sourced from suppliers adhering to internal or external sustainability standards	Plastics- 95% Food- about 50% Others- 100%	Company has implemented JainGAP for food suppliers. On the other hand the major plastic suppliers publish their sustainability reports as per international GRI standards of sustainability.
% of total raw material consumed that consisted of material that was recycled/reused	15% <sup>[5]</sup>	Majorly includes rejects from the process/manufacturing

## PRINCIPLE 3: Employee Well Being

As part of our non-discriminatory policy we induct associates from all walks of life to ensure a cosmopolitan culture within our organization. For us the relationship between the organization and associates is like that of a big family, marching ahead with a common purpose and mission. At all levels we interact with the associates to understand concerns, expectations, family background and importantly, how the associates feel about their work. Our grievance redressal system ensures that all grievances are addressed at the earliest and provide maximum satisfaction. This system is further strengthened by a robust whistle blower policy.

**Table 6- Essential and leadership indicators with respect to Principle 2**

Applicable Indicators w.r.t. Principle 3 of NGRBC	Adherence details	Remarks
Complaints received on cases arising out of Discrimination	0	As per policy company does not discriminate based on cast, creed or religion.
% of permanent employees part of employee association <sup>[6]</sup>	1%	This is indicative of formal associations.
% of establishments/ value chain audited for child labour	50%	Audit by third party/customers
Number of cases of child labour	0	No child labor is allowed

We employ more than 10,000 associates all over the world. The break-up is given below:

<sup>[5]</sup> Applicable to only plastic operations- standalone basis. We will start capturing this data from overseas operations during the subsequent period of BRR.

<sup>[6]</sup> Approximate number

**Table 7- Information on Permanent Employment**

No. of Associates [India] <sup>[7]</sup>			No. of Associates [Overseas] <sup>[8]</sup>		
FEMALE	MALE	TOTAL	FEMALE	MALE	TOTAL
383	8339	8722	230	713	943

**Table 8- Information on Contract Employment**

Contract Employees [India]	Contract Employees [Overseas]
2968	222

**Training and Development:**

We believe that training and development programmes are an essential part of human resource development, delivering benefits to both associate and the employer. We explore opportunities to enhance the skill sets of our associates through various internal and external training programmes. Deserving associates are provided with specific international trainings; this, in turn, helps us to implement new technology in our R&D activities. For details of the various trainings, please refer to the training statistics tables provided here. We conduct a range of trainings for our associates on variety of subjects including operational efficiencies, personality development, yoga, and happiness in life. Training details for FY 19-20 are as below.

**Table 9- Training Details of Associates<sup>[9]</sup>**

Sr. No.	Associates at all level	Training Hours
1.	Jain Irrigation Systems Ltd.	33,311
2.	Jain Farm Fresh Foods Ltd.	18,562
	<b>Total</b>	<b>51,873</b>

**Performance Review and Benefit Plans:**

A comprehensive performance review is carried out at regular intervals for the associates of Indian and overseas facilities. All our employees (except new joinees), irrespective of gender and category, undergo a performance review every two years. The salary structure contains the maximum possible benefits in the form of Social Insurance Cover, Provident Fund membership, Special Contribution to Superannuation fund by Company, along-with all other statutory entitlements such as Gratuity, Bonus, and Leave entitlement. For non-unionized associates, in normal circumstances, we revise the pay scales on a bi-annual basis.

The Company is a fair employer, following the principle of equal pay for equal value. Our prosperity lies in the prosperity of our employees. We make sure that our compensation policy and benefit plans adhere to national as well international standards and thus, ensure the social and economic security for our associates in a sustainable manner. A fair appointment and remuneration policy has been formulated to ensure the same. <sup>[10]</sup>

**Equal Opportunity Employer**

As part of our non-discriminatory policy, JISL inducts associates from all walks of life to ensure a cosmopolitan culture within our organisation. Given the company's rapid growth recruitment is an on-going process where we strive to identify, select and appoint the right people for the job at hand. This also includes recruitment of Managers, Engineering Graduates and Post Graduates from premier technical and business schools, agricultural universities and colleges through the campus placements. We were also able to successfully acquire talented people through walk in interviews held at short notices. New associates are selected on the basis of merit, potential, compatibility with the organizational culture. We have in place comprehensive policies (e.g. sexual harassment policy, whistle blower policy) which help us in providing best working environments to our associates. As a responsible corporate citizen, we are committed to a gender friendly workplace. We seek to enhance equal opportunities for men and women, prevent/stop/redress sexual harassment at the workplace and institute good employment practices. The status on workplace related complaints during FY 19-20 is tabulated below.

**Table 10- Workplace Related Complaints**

Sr. No.	Category	No of complaints filed	No of complaints pending
1	Child labour/forced labour/involuntary labour	nil	nil
2	Sexual harassment	nil	nil
3	Discriminatory employment	nil	nil

We maintain an open door for suggestions, complaints and counseling. We encourage associates to report any concerns and are responsive to employee complaints about any unethical/inappropriate behaviour within the organization, and further ensure appropriate action, wherever required.

[7] Includes data from Jain Irrigation Systems Ltd. and from the subsidiary company Jain Farm Fresh Foods Ltd.

[8] Data includes only manufacturing operations overseas.

[9] Only Indian operations details are provided.

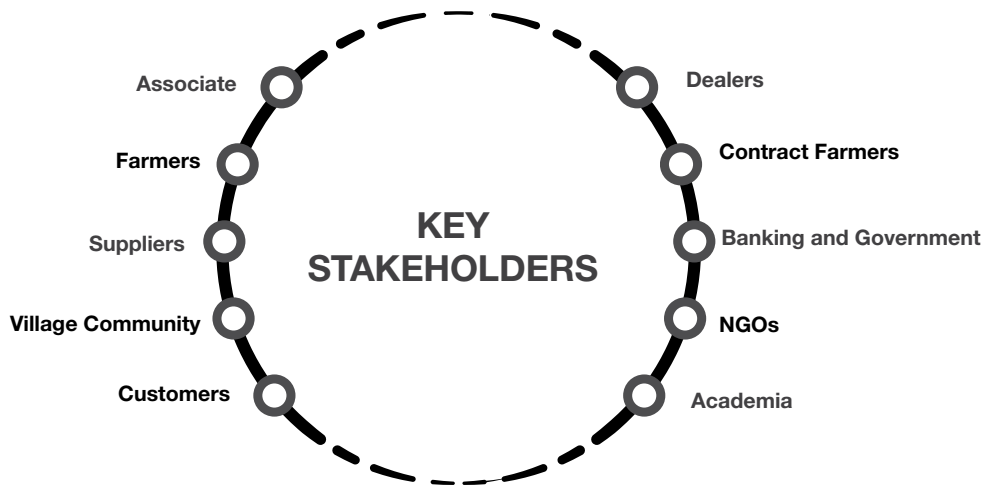
[10] <http://www.nseprimeir.com/Pages/companycorporate.aspx?value=3cYDU7170mvM600MSHCcMw==>

**Health and safety**

We attach a great importance to a healthy and safe work environment. All our operations comply with statutory guidelines for occupational health and safety throughout India. We also provide safety trainings to our associates to create awareness and minimize accidents. The percentage of the total workforce represented in formal joint (management and workers) health and safety committees help monitor and advice on occupational health and safety programmes remained steady at approximately 7-8%. No worker was involved in occupational activities that have a high incidence of high risk of specific diseases. There was no incidence of high risk of occupation-related disease in India during the reporting period. Health and safety of associates represents the cornerstone of the Company's philosophy. To manage environmental , occupational health and safety aspects across all our operations we have an effective EHS management system (EHSMS) certified to ISO 14001:2015&ISO 45001 standards and are guided by our Quality, Environment, Occupational Health and Safety Policy.

**PRINCIPLE 4: STAKEHOLDER ENGAGEMENT**

Our business model is created on a strong foundation of inclusive growth that creates value for every stakeholder and ensures a sustainable future for all. At Jain Irrigation stakeholder engagement is not a separate activity, rather it is an ongoing process and an integrated part of the business.



We engage with our stakeholders via different platforms which are part of our regular business. Some of the stakeholder engagement platforms are depicted here. Inputs are sought from stakeholders through these engagements on economic, environmental, and social parameters.

**A) On-going engagements as part of business activities**

The various teams taking inputs from stakeholders as a part of business activities include but not limited to extension team, CSR Team, contract farming team, Unnati Project Team, personnel team, purchase team and marketing teams. Given below are examples of the ways these teams interact with a wide range of stakeholders on daily, weekly, monthly and yearly basis.



**Awareness programs and farmer meetings [Operations: India and Overseas, Stakeholders Group: farmers, NGOs, academia and customers]:** Farmers are both our customers as well as our suppliers for agro-processing business and hence one of our important stakeholders. Farmer meetings include a group of farmers ranging from 10 to 500 and sometimes even more than that. The discussions mainly focus on increasing awareness on productivity increase with the optimum resource and cost inputs (more with less). Such meetings and programs are designed and conducted by extension teams across the country. Relevant government institutions and NGOs jointly conduct awareness programs and farmer meetings along with JISL.

**Capacity building [Operations: India and Overseas, Stakeholders Group: farmers, NGOs, government officials, private companies, customers, suppliers and academia]:** Jain Irrigation has one of the largest pools of agronomists and agro-scientists in private sector. The agronomy team designs and conducts trainings on modern irrigation techniques and precision farming practices that help in improving yield and protecting environment. Specific training modules are designed as per the need for; farmers from different states, government officers, other private companies, academia, students, dealers and employees.

JISL's extension team has been conducting such trainings since 2001 in India. On an average we engage with over 50,000 trainees per annum (including overseas) from diverse groups of stakeholders, however the majority are from the farming community. The trainings are conducted in our FAO certified training centres at Jain Hills in Jalgaon and Udumalpet in Tamil Nadu. Apart from trainings, workshops, seminars and product demonstrations centres are also conducted for farmers, academia, students, NGOs and different community groups.

NaanDan Jain (Israel), Jain Irrigation Inc (USA), and NDJ(Brazil) are the major farmer training centres for farmers and other stakeholders overseas.

**Contract farming and JAINGAP [Operations: India, Stakeholders Group: Farmers] :** A team of 70-80 "gram sevaks" (agronomy support team) stay in villages and support about 5,000 onion and banana growing farmers for seed sowing/ tissue culture planting, fertigation, good agriculture practices (GAP) implementation and harvesting practices.

**Unnati Project [Operations: India, Stakeholders Group: Farmers and NGOs]:** The Unnati Project team is working in Southern India to improve the yields of conventional mango growers by aiding adoption of ultra-high density plantation and JAIN GAP. The team is currently working with working with about 1,000 farmers and plan to take this number to 10,000 over the 5 years. Through their mobile bus they have so far interacted and trained 30,000 farmers in Andhra Pradesh, Tamil Nadu and Karnataka. Sustainable Income to the Mango farmers with UHDP Technology and Ensuring Marketability of their Products through buy back is Aim of Unnati Project.

**Customer meetings and after sale service [Operations: India and Overseas, Stakeholders Group: Customers]:** Such meetings are organized to provide technical support and guidance on precision farming practices, maintenance of irrigation systems, on farm health & safety and post-harvest activities.

**Supplier meetings [Operations: India and Overseas, Stakeholders Group: Suppliers other than farmers]:** Suppliers interactions take place as a part of integrated management systems and annual supplier meetings. In addition one to one supplier meetings are also organized.

**Annual Meeting [Operations: India and Overseas, Stakeholders Group: shareholders, bankers and financial institutions]:** Business as usual engagements with shareholders include annual meeting of shareholders, quarterly financial results and investor link on website ([http://www.nseprimeir.com/z\\_JISLJALEQS/index.aspx?value=3cYDU7170mvM600MSHCcMw==](http://www.nseprimeir.com/z_JISLJALEQS/index.aspx?value=3cYDU7170mvM600MSHCcMw==))

**Community Development [Operations: India and Overseas, Stakeholders Group: community]:** JISL is extensively connected with community near to its operations. We engage with the local communities directly as well as through our foundations; Bhavarlal and Kantabai Jain Multipurpose Foundation (BKJMF), Gandhi Research Foundation (GRF). Currently we are working in 22 villages that are close to our facilities and in coming years plan to take these initiatives to over 150 villages.

Overseas plants also routinely join hands with local NGOs/foundations for community development. Jain Irrigation Inc. USA works with Workforce 20/20 and Chapin Living Waters Foundation for community development projects. NaandanJain Israel contributes to special program in school for developing program in agriculture and they also support afforestation programs in Israel. Another subsidiary- NDJ Spain contributes to support associations of boys and girls with physical and mental disabilities in the assembling of some of our products. Naandan Jain Brazil interacts with youths of universities in their country through specially designed apprentice program.

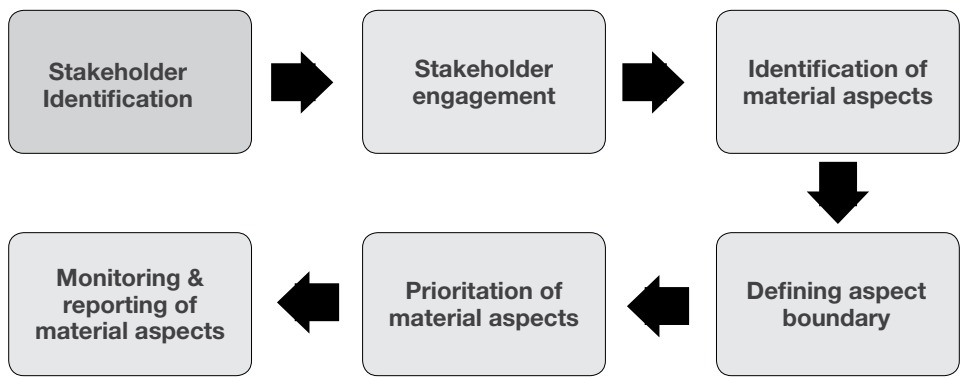
**Industry, trade groups and policy organizations:** JISL is member to major industry platforms nationally as well as internationally (e.g. WBCSD, CII, BCCI, FICCI, ASSOCHAM etc.), we engage with them in various industry collaborations, joint value creation initiatives and in policy dialogue etc.

**Engagement with associates and their families:** Associates are engaged through various direct and indirect employee welfare and feedback platforms run by the personnel and human resource development department. There are specific visits wherein associates and their family visit and interact with major departments of the company. A feedback system is also implemented and made accessible to all the employees to submit their feedbacks and thoughts on company's activities.

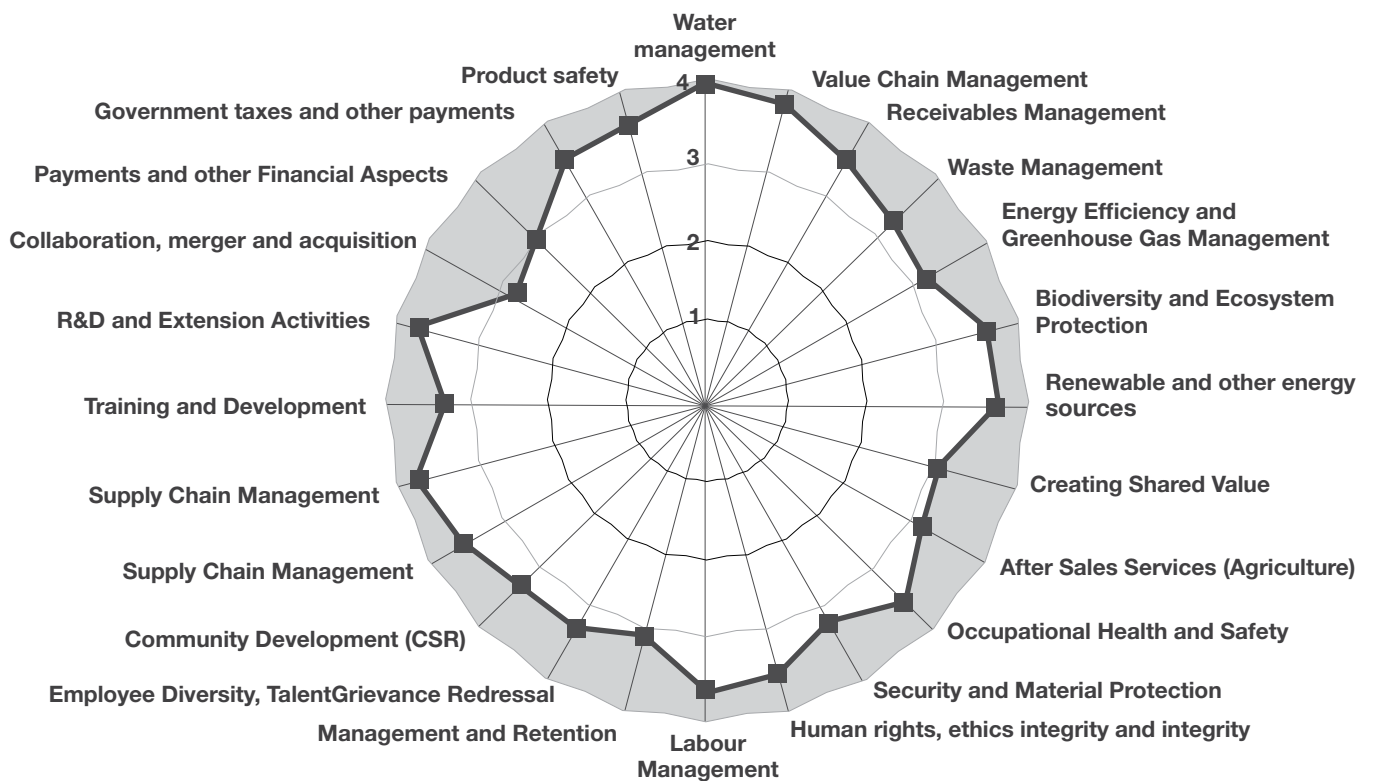
**B) Stakeholder engagement for reporting purpose:**

Although routine business activities keep us connected with a wide range of stakeholders, we also conduct comprehensive sustainability disclosure specific stakeholder consultation. Stakeholders representing diverse groups e.g. farmers, community representatives, suppliers, dealers, customers, NGOs, regulatory authorities and bankers participate in the meeting and provide their opinion on various sustainability issues.

Twenty five key sustainability topics were identified and discussed during the last consultation. In the end each stakeholder group gave a priority ranking on each of the identified sustainability topic.



Feedbacks gathered from internal consultations, ongoing routine consultations and specific external stakeholder consultations were compiled and analysed on the basis of priority rankings given to sustainability topics by various stakeholder groups. The following chart shows the priority issues for the organization arrived after stakeholder consultation.





## PRINCIPLE 5: HUMAN RIGHTS

The very foundation of our Responsible Business model is the respect for human dignity. We have a comprehensive set of HR practices (as a part of HR Manual) guided by international Human Rights principles which encompasses the universal declaration of human rights, the ILO'S declaration on fundamental principles and rights at work and the United Nations guiding principles on business and human rights. We have a human rights policy in place and we have developed human rights manual and procedures based on this policy. We do not endorse any form of forced, compulsory, or child labour, directly or through our vendors. Till now we were doing only informal screening of our suppliers on human rights issue wherein we did not identify any operations or suppliers being at significant risk for child labour and forced or compulsory labour; but now we have started working towards inclusion of formal human rights screening in our formal screening procedures.

The human rights manual and procedures therein apply to all our manufacturing operations in India. Similarly our overseas plants have their own set of HR procedures as per the applicable laws of respective country and international standards. We are committed to identify, prevent and mitigate adverse human rights impacts resulting from or caused by our business activities before they occur.

## PRINCIPLE 6: ENVIRONMENT

Jain Irrigation Systems Ltd. (JISL) works in the area of sustainable agriculture, renewable energy and water conservation with the motto "Leave this world better than we found it". Being the pioneers of sustainable agriculture, all our business activities have been carried out while safeguarding our environment and biodiversity. Further, our watershed and agro-forestry projects have helped in converting non-arable land into productive land, reducing soil erosion and replenishing the ground water aquifers.

### Climate Change Mitigation Projects:

We have implemented and registered renewable energy and energy efficiency projects to generate green energy and mitigate climate change. Some of these projects are also registered under the Clean Development Mechanism (CDM) of the United Nations Convention on Climate Change (UNFCCC). By the end of FY 2019-20, the company had verified 38,637 Certified Emission Reductions (CDM carbon credits) and 3,620 Voluntary Carbon Credits. All our registered CDM projects have the potential to generate 30,000+ carbon credits per annum. Out of the registered CDM projects, solar and biogas-based power generation projects are also registered under the Renewable Energy Certificate (REC) Scheme. Jain Irrigation has pioneered the development of complete DC Solar Agri Pump systems in India. It is one of the few manufacturers of such pumping systems in the in the World. Perfectly matched components such as solar panels, controllers, pumps, screen pipes, casing pipes, filters are all designed and manufactured in-house by JISL ensure superlative performances and durability of the pumps. Over last few years, JISL has installed more than 25,000 Solar Agri Pump sets across India in 8 to 9 states which is more than 50% of the total installations in the country till date. The impact of Jain's solar pumping systems and solar power packs contribute to another 38,000 metric tons of CO2 reduction in the downstream Industries.



### **Compliance through Environment Management Systems:**

We maintain and continually improve our overall environmental performance as per applicable national and international statutes and standards. JISL has formed a separate HSE team to monitor and report on its quality, environment and occupational health and safety indicators to the top management. Our manufacturing units are complying with the requirements of following international standards:

- 1) ISO 14001: 2015
- 2) ISO 50001:2011
- 3) ISO 14064: 2018

The above environment management systems help us in assessing the potential environmental risks and provide guidance for risk mitigation. In addition, the Company adheres to the IFC Performance Standard I, II, III, and IV to manage social, environmental and safety risks and impacts and to enhance development opportunities. All the emissions or wastes generated from our premises are within the given limits of CPCB, SPCB and IFC standards and their disposal is as per the applicable norms.

### **Biodiversity Enhancement through Watershed Development:**

Biodiversity conservation and enhancement is connected with watershed and land use management in our manufacturing facilities. In Jalgaon alone, more than 1100 acres of our originally barren land is now home to more than 150 plant species and more than 170 notified animal species. The land had steep slopes and was devoid of ground water so we planned the soil and water conservation work accordingly. Forestation program was an integral part of our watershed development project. The greenery of young native trees and availability of water in percolation tanks helped create a suitable habitat for local birds, reptiles, amphibians and many other creatures. The small ecosystems created by us helped in improving the survival rate of plants in this difficult terrain by promoting seed dispersal and germination. Increased leaf area index lowered the evaporation from percolation tanks, thereby increasing the water availability. Availability of water is very crucial for sustaining any business which is true in our case too. We have three major manufacturing establishments now in the micro watershed of Jain Hills and Jain Valley. However, none of the manufacturing operations interfere with the habituated area of watershed. The natural territories of the animal species are conserved through habitat based approach.



We have done biodiversity accounting of following units:

**Table-11: Details of biodiversity mapping at Indian Operations in FY 19-20<sup>[11]</sup> :**

Sr. N.	Site	Address	Biodiversity Accounting Done For Flora	Biodiversity Accounting Done For Fauna	Number of Notified Fauna Species	Number of Notified Flora Species	Number of Trees
1	Jain Agri Park, Jalgaon	Shirsoli Road, Jalgaon-425001, Maharashtra	✓	✓	105	67	90,754
2	Jain Food Park, Jalgaon	Shirsoli Road, Jalgaon-425001, Maharashtra	✓	✓			
3	Jain Energy Park, Jalgaon	Shirsoli Road, Jalgaon-425001, Maharashtra	✓	✓			
4	Jain Tissue Culture Park, Jalgaon	Takarkheda, Jalgaon-425001, Maharashtra	✓	✓	66	36	4,589
5	Jain Plastic Park, Jalgaon	N.H.No. 6, P.O.Box No. 72, Bambhori, Jalgaon-425001, Maharashtra	✓	✓	25	17	9,368
6	Jain Food Park, Chittoor Unit-1	100, Gollapalli, Village-Gangadhar, Madal- Nellore, Chittoor-517125 A.P.	✓	✓	27	30	1,045
7	Jain Food Park, Chittoor Unit-2	Avalkonda Road, Village-Gangadhar, Madal- Nellore, Chittoor-517125 A.P.	✓	✓		28	773
8	Jain Food Park, Vadodara	Village- Dhobikuva, Post-Muvad, Taluka- Padra, Vadodara Gujarat	✓	TBA	TBA	15	277
9	Jain Food Park, Udumalpet	S.F.No.248/2,3Ellayamuthur Village, Udumalpet Taluka, Tirupur-642154, Tamil Nadu	✓	✓	47	43	1,66,155
10	Jain Plastic Park, Hyderabad	S.No.587 & 588, Kondamagu, Mandal- Bibinagar, Nalgonda-508126, Andhra Pradesh	✓	✓	18	17	536
11	Jain Plastic Park, Alwar	SP No.1, Matsya Industrial Area, Alwar-301 030, Rajasthan	✓	✓	37	39	3,362
12	Jain Plastic Park, Bhavnagar	Survey No. 215, GIDCA, A/P- Ghangali, Taluka- Sihor, Bhavnagar-364240, Gujarat	✓	TBA	TBA	9	397

**PRINCIPLE 7: POLICY ADVOCACY**

We at JISL believe in co-creation and collaboration to achieve sustainable growth. We aim to create much higher societal value in our business eco-system and community by practicing proactive advocacy. Our purpose is not only lobbying the Government for securing certain benefits for our industry, but also advocating and promoting inclusive innovative practices for the larger benefit of the society.

We are active members of key business and industrial associations such as UNFCCC, Water Resources Group of WBCSD, World Economic Forum, India Water Tool initiative of WBCSD, TERI-BCSD, Water Footprint Network, Creating Shared Value Platform, CII Environmental Committee, BCCI Sustainability committee, ASSOCHAM Agriculture Committee, Bombay Chamber of Commerce, FICCI, and Global Water Partnership and ASABE. . Recently we have collaborated with IHE Delft for water accounting initiative in India.

Some of the key public issues in which we are proactively involved are:

[11] TBA- To be accounted



- Promoting innovative technologies in agriculture that create shared value for small holder farmers while contributing to conservation of environment and natural resources.
- Water accounting for valuing the water.
- Promoting transformation of India into a global agriculture powerhouse by creating a self-sustaining agri-cycle.
- Giving a new dimension to plastic by transforming it into an effective tool to fight climate change and to provide fundamental solution to the complex agricultural challenges and water supply challenges thus ensuring food, water and energy security for all.
- Actively promoting water conservation, low carbon economy model, zero waste management, green energy and pro-environmental initiatives.

## **PRINCIPLE 8: INCLUSIVE GROWTH**

In the words of our Founder Chairman “A Corporation should understand and appreciate social issues and problems and must pro-actively take part in the society’s progress through the process of shared value, inclusive growth and social consciousness. Briefly stated, we must take a holistic view of our business as well as environmental and societal imperatives. They are inseparable.”

### **Completing the inclusive business circle:**

The company offers farming inputs like micro-irrigation systems (MIS), seeds, saplings, PVC pipes, financing and training on good agricultural practices to help them produce larger quantities of higher quality crops. Jain Farm Fresh Foods Ltd. (erstwhile food division of Jain Irrigation Systems Ltd.) helps producers realise higher prices by purchasing fruits and vegetables from farmers for processing and sale in export and domestic markets. In this way, the company’s inclusive business touches the lives of farmers as both purchasers and producers. Our Self-Sustaining Agri-Cycle aims at transforming our farmers into successful entrepreneurs by providing complete solution to complex agricultural and climatic challenges. At present we work with more than 5,000 onion growing contract farmers for implementation of good agriculture practices and on farm health and safety practices through JAIN GAP implementation. Approximately 70% of the raw material for our onion dehydration facility is procured from these local contract farmers. In addition we provide training on micro irrigation and hi-tech farming to more than 50,000 farmers annually through our FAO Certified Jain Hi-Tech Agri Institute located at Jalgaon.

Our business model itself is such that there is value generated for each step. In addition we have a dedicated CSR team that ensures the direct transfer of resources to the community. We have a comprehensive CSR policy with defined CSR Programs/Projects. We engage with the local communities directly as well as through our foundations; Bhavarlal and Kantabai Jain Multipurpose Foundation (BKJMF), Gandhi Research Foundation (GRF). We spent over 0.7 % of average net profit of last three years<sup>10</sup> on various CSR projects during FY 19-20.



## PRINCIPLE 9: CUSTOMER VALUE

Customer value and the satisfaction have been at the core of our corporate philosophy since inception. Our corporate goal states "Achieve continued growth through sustained innovation for total customer satisfaction and fair return to all other stakeholders. Meet this objective by producing quality products at optimum cost and marketing them at reasonable prices." This goal further guides us to commit to "total customer satisfaction" and "Build and maintain market leadership".

We have always welcomed and lived up to customer expectation and aspirations. We strive to engage with our customer through our products and services which help them too for improving their overall environmental and social performance. We have developed various mechanisms to engage with customer. We engage with them through various extension activities (e.g. kisan mela, training program, workshops, customer feedback etc.). Given below is the customer resolution status during FY 19-20.

**Table 12- Customer specific complaints data**

Complaints Received from Customers	Complaints Pending	% Resolved
2516	17	99%

We have established a practice for obtaining work completion certificate from customers. We also participate in customer audits at the facilities of major customers across a diverse range of businesses like Hindustan Coca-Cola Private Ltd., Nestle, Alcatel, McCormick and Unilever. The company is a member of Sedex. Jain Farm Fresh Foods Limited's (JFFFL, a subsidiary from FY 16-17 onwards) fruit processing and onion dehydration plants undergo SMETA audits by third party auditors who verify compliance with local/international regulatory requirements. SMETA audits are recognized by customers for compliance with labour standards, health and safety, environment and business ethics.

We understand how crucial meeting customer expectations is to sustaining a business. In today's changing scenario, in addition to giving importance to timely delivery, price, and quality of products customers also have increased expectations regarding the social and environmental performance of the organisation, and its products and services. Our products and services not only meet global standards related to product quality, customer health, and safety, but also reflect our efforts to manufacture products with minimal environmental and social impact.

Concurrently, we prioritize our compliance by meeting standards related to product quality, customer health and safety, through product and service labeling, marketing communications and customer privacy. We intend to sustain growth by enhancing customer satisfaction, through the manufacture of quality products at optimum costs and by marketing them at reasonable prices to increase returns for all stakeholders.

### Some of the major Customers in India and overseas are:

**Indian Customers:** Farmers (in all categories—marginal, medium and large ), Reliance Jio, Aditya Birla Group, Bharti Airtel, GGRC, Gujarat Gas, BSNL, HFCL, Vodafone, IGL, Larsen and Toubro, , Reliance, Tata Group, Mahanagar Gas, Power Grid, BEFESA, Ramky Infrastructure, Hindustan Coca-Cola Beverages, Hindustan Unilever, Nestle etc.

**Overseas Customers:** Farmers (in all categories—marginal, medium and large ), Alcatel, ADM, Cargill, Coca-Cola, GE, General Mills, Innocent Drinks, Kerry Group, Mars Incorporated, McCormick & Company, Almarai, Mitsui and Co. Ltd., Nestle, SVZ Industrial Fruit and Vegetable, Unidelta, Worlee etc.

— • —

# INDEPENDENT AUDITOR'S REPORT

## To the Members of Jain Irrigation Systems Limited Report on the Audit of the Standalone Ind AS Financial Statements

### Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of Jain Irrigation Systems Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Standalone Ind AS Financial Statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act, of the state of affairs of the Company as at March 31, 2020, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone Ind AS financial statements.

### Material Uncertainty Related to Going Concern

We draw attention to Note 42 in the Standalone Ind AS financial statements, which indicates that there has been delays in meeting its debt obligations by the Company. The Company is presently engaged with lenders on the resolution plan and proposes to raise funds through monetization of its noncore assets, mobilisation of additional funds and other strategic initiative to meet its obligation. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

### Emphasis of Matter

We draw attention to Note 41 to the accompanying Standalone Ind AS financial statements which explains the uncertainties and the Management's evaluation of the financial impact on the Company due to lockdown and other restrictions on account of COVID-19 pandemic situation and on account of resolution plan, for which a definitive assessment of the impact is highly dependent upon the circumstances as they evolve in the subsequent period.

Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS financial statements of the current year. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section above, we have determined the matters described below to be the key audit matters to be communicated in our report.



Sr. No.	Key audit matters	How our audit addressed the key audit matter
1.	<p>Revenue recognition on long term contracts (percentage of completion accounting)</p> <p>(Refer to notes 2.4(c), 18 and 34 to the standalone Ind AS financial statements as on March 31, 2020)</p> <p>The Company generates a significant portion of its revenue from long term engineering contracts (construction contracts), which include both contracts related to Micro Irrigation Systems and PE, PVC Pipes. These contracts are accounted under the percentage of completion method (POC). The new accounting standard involved judgment relating to identification of separate performance obligations, determination of transaction price, allocation of transaction to separate performance obligations and the appropriateness of the basis used to measure revenue recognition over the period.</p> <p>We identified this matter as a key audit matter due to the size of revenue generated from construction contracts. Furthermore, accounting for the contracts involves both, judgment in assessing whether the criteria set out in the Ind AS have been met, and estimates related to future costs, the final outcome of the contract and the stage of completion.</p>	<p>Our audit procedures included :</p> <p>(a) We understood and tested the design and operating effectiveness of controls as established by the Management.</p> <p>(b) Validation of Accounting Policy: We have assessed the appropriateness of the Company's accounting policy on revenue recognition, including those relating to contract revenue by comparing with applicable accounting standards.</p> <p>(c) Control testing: We have obtained an understanding of the methodology applied, the internal processes and the controls used to determine the Percentage of completion, identification of expected project revenue, cost incurred for the specific project (including allocation of overheads and other costs) and estimated costs required to complete the project. We evaluated the processes and technical systems used to record actual costs incurred and tested the effectiveness of the controls.</p> <p>(d) Tests of details: We have focused on Management's judgment in applying the methodology and the estimates made to determine the amount of revenue to be recorded in their project calculations. Further our checking of details involved the following procedures -</p> <ul style="list-style-type: none"> <li>• We obtained and reviewed project source documents such as contracts, budgets and projects calculations.</li> <li>• We have checked, read and evaluated the existing and new contracts to check the separate performance obligation and transaction price. We have evaluated whether the transaction price involves any variable consideration.</li> <li>• We have critically verified the actual project costs incurred, revenue booked and by carrying out sensitivity analysis, analysed the estimation of the Management over balance costs required to complete the projects. Also, we have verified the process of allocation of project costs on each and every project and basis for determining project revenue and project costs that are required to be booked.</li> <li>• We have also verified the acceptance of invoices and work completed by the contractor.</li> <li>• We have made enquiry with Management in respect of the reasonableness of judgments made regarding the cost to complete estimate and the timing of recognition of change orders.</li> <li>• We also assessed whether Management's policies and processes for making these estimates continue to be appropriate and are applied consistently over the period time and to contracts of a similar nature.</li> </ul>
2.	<p>Valuation of Trade Receivables</p> <p>(Refer to Note 8(b) and 37 to the standalone Ind AS financial statements)</p> <p>At March 31, 2020, the trade receivables balance excluding provisions included in note 8(b) was ₹ 25,905.35 million.</p> <p>Trade receivables are mainly comprised of receivables from central and state government owned enterprises aggregating ₹ 15,393.43 million as on March 31, 2020, which are subject to independent confirmations.</p> <p>We have identified valuation of trade receivables as a key audit matter on account of the significant management judgment involved with respect to the recoverability and existence of trade receivables and the provisions for impairment of receivables, and the importance of cash collection with reference to the working capital management of the business.</p>	<p>Our audit procedures included :</p> <p>(a) We understood and tested the design and operating effectiveness of controls as established by the Management over trade receivables.</p> <p>(b) Validation of Accounting policies: We have assessed the appropriateness of the Company's credit risk policy and obtaining an understanding on Management of credit risk.</p> <p>(c) Discussing with the management and obtaining a list of accounts receivables with relevant amount of settlement, during the year or subsequent to the end of the reporting period identified by the management and their assessment on the recoverability of accounts receivables.</p> <p>(d) Control testing:</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding on credit approvals, establishing credit limits and continuous monitoring of creditworthiness of customers to which the Company grants the credit in normal course of business.</li> <li>• Obtaining understanding on how the Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables.</li> </ul> <p>(e) Tests of details:</p> <ul style="list-style-type: none"> <li>• We have checked the ageing analysis, on a sample basis and subsequent receipt of the trade receivables, to the source documents, including bank statements;</li> <li>• We have verified the underlying supporting documents like RA bills, approvals from Government Authorities at the time of supply of materials/ rendering of services along with various correspondence carried out by the Management of the Company with government Trade Receivable Authorities;</li> <li>• We have verified open invoices duly approved by Government Authorities in order to ensure existence of trade receivables;</li> <li>• We have verified the appropriateness of judgments regarding provisions for trade receivables and assessment as to whether these provisions were calculated in accordance with the Company's provisioning policies.</li> <li>• Evaluated the historical accuracy of the management's assessment of impairment for accounts receivables on a sample basis by examining the actual write-offs, the reversal of previous recorded allowance and new allowances recorded in the current year in respect of accounts receivables at the end of the previous financial year.</li> </ul>

## Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Business Responsibility Report and Directors' Report forming part of annual report, but does not include the standalone Ind AS financial statements, consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this standalone Ind AS financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

(1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(2) As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. The matter described under the Material Uncertainty Related to Going Concern section above, in our opinion, may have an adverse effect on the functioning of the Company;
- f. On the basis of the written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of section 164(2) of the Act;
- g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2";
- h. With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;

- i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 29 on Contingent Liabilities to the standalone Ind AS financial statements;
  - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 34 and 37 to the standalone Ind AS financial statements;
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.103523W / W100048

Sd/-

**Snehal Shah**

Partner

Membership No. 048539

UDIN: 20048539AAAABV7300

Place: **Mumbai**

Date: **July 31, 2020**

# ANNEXURE 1

## TO THE INDEPENDENT AUDITOR'S REPORT

### **[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section in the Independent Auditor's Report of even date to the members of Jain Irrigation Systems Limited ("the Company") on the standalone Ind AS financial statements for the year ended March 31, 2020]**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone Ind AS financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- i)
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) During the year, the part of the fixed assets of the Company have been physically verified by the management as per regular programme of verification and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.
  - c) The title deeds of immovable properties recorded as fixed assets in the books of account of the Company are held in the name of the Company.
- ii) The inventory, except stocks lying with third parties, has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable. For stocks lying with third parties at the yearend, written confirmations have been obtained by the management. No material discrepancies were noticed on physical verification carried out during the year.
- iii) The Company has granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.
  - a) The terms and conditions of the aforesaid loans granted by the Company are not prejudicial to the interest of the Company.
  - b) The schedule of repayment of principal and payment of interest in respect of such loans has been stipulated and the repayments or receipts of principal amounts and interest are yet to commence at a later date as per \ the terms of loan agreement repayment schedule.
  - c) In respect of the aforesaid loans, there is no overdue amount in respect of loans granted to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under section 189 of the Act, as the said amounts are not yet due.
- iv) The Company has complied with the provisions of sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v) In our opinion, the Company has not accepted any deposits from the public within the provisions of sections 73 to 76 of the Act and the rules framed there under. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act and rules thereunder. We have broadly reviewed such records and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii) (a) The Company is regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, goods and services tax (GST), customs duty, cess and any other material statutory dues applicable to it, except that in case of tax deducted at source (Income Tax) there have been serious delays in a large number of cases. During the year 2017-18, sales tax, value added tax, service tax and duty of excise subsumed in GST and are accordingly reported under GST.

AND

No undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, GST, customs duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.

However, undisputed dues in respect of tax deducted at source (Income Tax), which were outstanding, at the yearend for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of the dues	Amount (₹in Million)	Period to which the amount relates	Due Date	Date of Payment
The Income Tax Act, 1961	Tax deducted at Source (Income Tax)	4.80	July 2019, August 2019, September 2019	7 <sup>th</sup> of the following month	Outstanding as on date

- (b) The dues outstanding with respect to, sales tax, value added tax and excise duty on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in millions)	Period to which the amount relates	Forum where dispute is pending
Central Sales tax and Local Sales Tax	Sales Tax	47.50	FY 2006-2007, 2008-2009, 2009 -2010, 2011-2012, 2012-2013, 2017-2018	High Court of Madhya Pradesh
		2.28	FY 2006-2007	High Court of Tamil Nadu
		3.08	FY,2009-10, 2014-2015	Commissioner of Sales Tax, Chhattisgarh and Telangana
The Central Excise Act, 1994	Excise duty	7.95	FY 2008 - 2009,	Commissioner of Central Excise customs and Service Tax
		59.26	FY 1992 -1997, 2012 – 2014	Customs, Excise and Service Tax Appellate Tribunal
		188.32	FY 1995-1998	High Court of Bombay
The Income Tax Act, 1961	Income Tax	9.26	AY 2011-2012	Commissioner of Income Tax (Appeals)

- (viii) During the year, the Company has not defaulted in repayment of loans or borrowings to financial institution, and banks except for details given below:

Particulars	Amount of default as at March 31, 2020 (₹ in millions)	Period of Default
From Banks -		
Exim Bank Installment towards Rupees Term loan	281.82	Due on Oct 2019, Nov 2019 and Jan, 2020
Canara Bank Installment towards Rupees term loan	73.50	Due on Oct 2019 to March 2020
International Finance Corporation - Installment towards External Commercial Borrowing	679.21	Due on Nov 2019 and March 2019

Further, the Company has not taken any loans or borrowings from government nor has it issued any debentures.

- (ix) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) or term loans during the year. Accordingly, clause 3(ix) of the Order is not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) Managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, clause 3(xii) of the Order is not applicable to the Company.
- (xiii) All transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of Act, where applicable, and the details have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, clause 3(xiv) of the Order is not applicable to the Company.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with them during the year and hence provisions of section 192 of the Act are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W / W100048

Sd/-

**Snehal Shah**

Partner

Membership No.048539

UDIN: 20048539AAAABV7300

Place: **Mumbai**

Date : **July 31, 2020**

# ANNEXURE 2

## TO THE INDEPENDENT AUDITOR'S REPORT

**[Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section in our Independent Auditor's Report of even date to the members of Jain Irrigation Systems Limited on the standalone Ind AS financial statements for the year ended March 31, 2020]**

**Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to financial statements of Jain Irrigation Systems Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

### **Meaning of Internal Financial Controls with reference to Financial Statements**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



### **Inherent Limitations of Internal Financial Controls with reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.103523W / W100048

Sd/-

**Snehal Shah**

Partner

Membership No. 048539

UDIN: 20048539AAAABV7300

Place: **Mumbai**

Date: **July 31, 2020**

# CEO AND CFO CERTIFICATION

**(As per Part B of Schedule II read with Regulation 17 (8) of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015)**

To,  
The Board of Directors,  
Jain Irrigation Systems Ltd.,  
Jain Plastic Park,  
N.H.No.6, Bambhori,  
Jalgaon-425 001

**Sub : CEO / CFO Certification (As per Part B of Schedule II read with Regulation 17 (8) of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015)**

Dear Sir / Madam,

We, Anil B. Jain Chief Executive Officer & Managing Director and Atul B. Jain, Chief Financial Officer of Jain Irrigation Systems Ltd., do hereby jointly declare and certify that:

- a) We have reviewed Financial Statements and the Cash Flow Statement of the Company for the year ended 31st March, 2020 and that to the best of our knowledge and belief.
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) These statements together with the schedules and notes thereon present a true and fair view of the Company's affairs for the year ended 31st March, 2020 and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to action to rectify these deficiencies.
- d) We have indicated to the Statutory Auditors and the Audit Committee;
  - i) Significant changes in internal control during the year under review;
  - ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
  - iii) There are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Sd/-  
Anil B. Jain  
**Managing Director & CEO**

Sd/-  
Atul B. Jain  
**Chief Financial Officer**

Place : **Jalgaon**  
Date : **July 31, 2020**

Place : **Jalgaon**  
Date : **July 31, 2020**

# BALANCE SHEET

## AS AT 31<sup>ST</sup> MARCH 2020

(All amount in ₹ Million, unless otherwise stated)			
	Notes	As at 31-Mar-2020	As at 31-Mar-2019
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment (net)	3	29,793.22	29,463.94
Right to use	5	234.43	-
Capital work-in-progress	3	426.54	1,013.93
Intangible assets	4	84.34	109.82
Investment property	6	229.87	238.67
Investments in subsidiaries and associates	7	11,561.84	11,559.03
<b>Financial assets</b>			
(i) Investments	8(a)	6.81	16.93
(ii) Loans	8(d)	1,043.28	117.59
(iii) Other financial assets	8(e)	1,648.56	1,553.69
Other non-current assets	9	564.82	458.97
Income Tax assets (net)	10	85.04	-
<b>Total non-current assets</b>		<b>45,678.75</b>	<b>44,532.57</b>
<b>CURRENT ASSETS</b>			
Inventories	11	7,472.89	7,574.25
Biological assets	12	840.13	946.31
<b>Financial assets</b>			
(i) Trade receivables	8(b)	22,325.69	23,865.79
(ii) Cash and cash equivalents	8(c)	980.07	40.39
(iii) Bank balances other than (ii) above	8(c)	127.44	264.09
(iv) Loans	8(d)	114.56	100.64
(v) Other financial assets	8(e)	558.46	479.33
Other current assets	9	6,582.85	4,074.76
<b>Total current assets</b>		<b>39,002.09</b>	<b>37,345.56</b>
<b>TOTAL ASSETS</b>		<b>84,680.84</b>	<b>81,878.13</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	13	1,031.32	1,031.32
Other equity	12(a)	41,132.45	46,178.92
<b>Total Equity</b>		<b>42,163.77</b>	<b>47,210.24</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
(i) Borrowings	13(a)	4,292.90	6,243.47
(ii) Other financial liabilities	13(d)	253.76	363.75
Provisions	14	272.56	271.55
Deferred tax liabilities (net)	15	1,314.44	3,782.33
<b>Total non-current liabilities</b>		<b>6,133.66</b>	<b>10,661.10</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
(i) Borrowings	13(b)	23,832.52	8,459.16
(ii) Trade payables	13(c)		
- Total outstanding dues to Micro and Small Enterprises		186.75	338.42
- Total outstanding dues to others		4,020.73	10,132.39
(iii) Other financial liabilities	13(d)	6,668.66	3,737.57
Provisions	14	247.97	247.30
Current tax liabilities (net)	16	-	288.53
Other current liabilities	17	1,426.78	803.42
<b>Total current liabilities</b>		<b>36,383.41</b>	<b>24,006.79</b>
<b>Total liabilities</b>		<b>42,517.07</b>	<b>34,667.89</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>84,680.84</b>	<b>81,878.13</b>

Significant Accounting Policies

The accompanying notes are an integral part of these financial statements

2

(1-44)

For Haribhakti &amp; Co. LLP

Chartered Accountants

Firm Registration Number: 103523W/W100048

Sd/-

Snehal Shah

Partner

Membership No: 048539

Sd/-

Avdhut V. Ghodgaonkar

Company Secretary

For and on behalf of the Board of Directors

Sd/-

Anil B. Jain

Vice Chairman &amp;

Managing Director

DIN 00053035

Sd/-

Ghanshyam Dass

Director

DIN 01807011

Sd/-

Atul B. Jain

Joint Managing

Director &amp; CFO

DIN 00053407

Date : July 31, 2020

Place : Mumbai

Date : July 31, 2020

Place : Jalgaon

# STATEMENT OF PROFIT AND LOSS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020

		(All amount in ₹Million, unless otherwise stated)	
	Notes	31-Mar-20	31-Mar-19
<b>INCOME</b>			
Revenue from operations	18	19,587.76	44,427.64
Other income	19	815.97	1,179.88
<b>Total income</b>		<b>20,403.73</b>	<b>45,607.52</b>
<b>EXPENSES</b>			
Cost of materials consumed	20	11,451.35	25,057.58
Change in inventories of finished goods and work in progress	21	(412.83)	(93.10)
Employee benefits expense	22	3,008.02	3,198.34
Finance costs	25	3,994.96	3,098.53
Depreciation and amortisation expense	23	1,589.60	1,726.13
Other expenses	24	8,326.51	9,390.77
<b>Total expenses</b>		<b>27,957.61</b>	<b>42,378.25</b>
<b>Profit before tax</b>		<b>(7,553.88)</b>	<b>3,229.27</b>
<b>Income tax expense</b>			
Current tax (net of prior year adjustments)	26	-	606.46
Deferred tax	26	(2,470.87)	277.65
<b>Total tax expense</b>		<b>(2,470.87)</b>	<b>884.11</b>
<b>Profit after tax</b>		<b>(5,083.01)</b>	<b>2,345.16</b>
<b>Other comprehensive income</b>			
(i) Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit obligations gains / (loss)	27	8.61	9.67
- Income tax relating to the above items	26	(2.98)	(3.35)
<b>Other comprehensive income for the year, net of tax</b>		<b>5.63</b>	<b>6.32</b>
<b>Total comprehensive income for the year</b>		<b>(5,077.38)</b>	<b>2,351.48</b>
<b>Earnings per equity share</b>			
Basic earnings per share (face value ₹ 2)	28	(9.86)	4.55
Diluted earnings per share (face value ₹ 2)	28	(9.86)	4.55
<b>Earnings per equity share for profit from discontinued operation</b>			
Basic earnings per share (face value ₹ 2)	28	-	-
Diluted earnings per share (face value ₹ 2)	28	-	-

Significant accounting policies

2

The accompanying notes are an integral part of these financial statements

(1-44)

For Haribhakti & Co. LLP

For and on behalf of the Board of Directors

Chartered Accountants

Firm Registration Number: 103523W/W100048

Sd/-

Snehal Shah

**Partner**

**Membership No: 048539**

Sd/-

Avdhut V. Ghodgaonkar

**Company Secretary**

Sd/-

Anil B. Jain

**Vice Chairman & Managing Director**

**DIN 00053035**

Sd/-

Ghanshyam Dass

**Director**

**DIN 01807011**

Sd/-

Atul B. Jain

**Joint Managing Director & CFO**

**DIN 00053407**

Date : **July 31, 2020**

Place : **Mumbai**

Date : **July 31, 2020**

Place : **Jalgaon**

# STATEMENT OF CASH FLOWS

## FOR THE YEAR ENDED AT 31<sup>ST</sup> MARCH 2020

	(All amount in ₹ Million, unless otherwise stated)	
	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit / (loss) before tax	<b>(7,553.88)</b>	<b>3,229.27</b>
<b>Adjustments for:</b>		
Depreciation and amortisation expense	1,589.60	1,726.13
Amount written off and provisions	2,665.39	628.13
Unrealized forex exchange (gain) / loss	(48.11)	(343.93)
Profit on asset sale/ discarded (net)	(7.74)	(2.17)
Profit on sale of investments (net)	(0.59)	-
Finance costs	3,994.96	3,098.53
Provisions no longer required written back	(131.97)	(228.30)
Provision for gratuity	16.83	35.10
Provision for leave encashment	(19.26)	23.04
Sundry credit balance appropriated	(65.37)	(2.67)
Dividend and Interest Income	(92.20)	(95.24)
Change in fair value of biological assets	32.95	(133.88)
Fair value changes of embedded derivatives	(3.62)	(128.02)
Fair vale changes of investments	0.55	(0.38)
EPCG Income on deferred incentive liabilities transfer to income	(86.90)	(322.26)
Corporate guarantee commission	(129.54)	(134.95)
<b>Operating profit before working capital changes</b>	<b>161.10</b>	<b>7,348.40</b>
<b>Adjustments for changes in working capital:</b>		
(Increase) / decrease in trade receivables	(172.08)	(6,781.16)
(Increase) / decrease in inventories and biological assets	174.59	353.85
(Increase) / decrease in loans and other financial assets	(191.94)	(221.91)
(Increase) / decrease in other assets	(3,428.56)	(440.07)
Increase / (decrease) in trade payables	(6,232.18)	(1,645.33)
Increase / (decrease) in other financial liabilities	149.85	527.48
Increase / (decrease) in other liabilities	662.87	(79.29)
<b>Cash generated from operations</b>	<b>(8,876.35)</b>	<b>(938.03)</b>
Income tax (paid) / refund	(373.57)	(130.16)
<b>Net cash flow generated from operating activities</b>	<b>(9,249.92)</b>	<b>(1,068.19)</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(1,358.19)	(2,207.89)
Sale of property, plant and equipment	16.66	10.54
Redemption of / (Additional) investment in subsidiaries	10.16	(154.87)
Loan (given to) / refund from subsidiaries/ associate	(927.76)	(7.91)
Fixed deposits redeemed / (placed) with banks	134.42	1,913.63
Interest received	111.49	108.69
<b>Net cash flow generated from/(used in) investing activities</b>	<b>(2,013.22)</b>	<b>(337.81)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long term borrowings	-	3,259.71
Repayment towards long term borrowings	(579.43)	(1,632.79)
Increase/(decrease) in working capital borrowings (net)	15,316.10	2,945.16
Interest and finance charges paid	(2,531.62)	(3,081.56)
Dividend and dividend distribution tax paid	(2.23)	(515.66)
<b>Net cash (used in) financing activities</b>	<b>12,202.82</b>	<b>974.86</b>
<b>D) NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>939.68</b>	<b>(431.13)</b>
Cash and cash equivalents as at the beginning of the year	40.39	471.52
<b>Cash and cash equivalents as at the end of the year</b>	<b>980.07</b>	<b>40.39</b>

	<b>31-Mar-20</b>	<b>31-Dec-18</b>
<b>Cash and cash equivalents</b>		
Cash on hand	7.63	2.18
Bank balances		
- In current accounts	773.31	38.09
Cheques on hand	199.10	-
Fixed deposits (having maturity value less than 3 months)	0.03	0.12
<b>Cash and cash equivalents as at the end of the year</b>	<b>980.07</b>	<b>40.39</b>

Significant accounting policies

(2)

The accompanying notes are an integral part of these financial statements

(1 to 44)

### Explanatory notes to Statements of Cash Flows

- 1) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow
- 2) In Part A of the Cash Flow Statement, figures in brackets indicates deduction made from the net profit for deriving the net cash flow from operating activities. In Part B and Part C, figures in brackets indicate cash outflows.
- 3) The net profit / loss arising due to conversion of current assets / current liabilities, receivable / payable in foreign currency is furnished under the head "Unrealized forex exchange (gain) / loss"

Particulars	Opening Balance	Cash Movement	Buisness Acquisition/ Disposals	Foreign exchange changes	Fair value changes	Others	Total
March 31, 2020							
Non current borrowings, Refer note 13(a)	7,896.34	(579.43)	-	111.47	-	-	7,428.38
Current borrowings, Refer note 13(b)	8,459.16	15,316.10	-	57.26	-	-	23,832.52
<b>Total</b>	<b>16,355.50</b>	<b>14,736.67</b>	<b>-</b>	<b>168.73</b>	<b>-</b>	<b>-</b>	<b>31,260.90</b>

For Haribhakti & Co. LLP

For and on behalf of the Board of Directors

Chartered Accountants

Firm Registration Number: 103523W/W100048

Sd/-

Snehal Shah

**Partner**

**Membership No: 048539**

Sd/-

Avdhut V. Ghodgaonkar

**Company Secretary**

Sd/-

Anil B. Jain

**Vice Chairman & Managing Director**

**DIN 00053035**

Sd/-

Ghanshyam Dass

**Director**  
**DIN 01807011**

Sd/-

Atul B. Jain

**Joint Managing Director & CFO**

**DIN 00053407**

Date : **July 31, 2020**

Place : **Mumbai**

Date : **July 31, 2020**

Place : **Jalgaon**



(All amount in ₹ Million, unless otherwise stated)

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020

### A. Equity Share Capital

	Notes	Amount
<b>As at April 1, 2018</b>		<b>1,031.32</b>
Changes in equity share capital during the year	12(b)(i)	-
<b>As at March 31, 2019</b>		<b>1,031.32</b>
Changes in equity share capital during the year		-
<b>As at March 31, 2020</b>		<b>1,031.32</b>

### B. Other Equity

Particulars	Notes	Attributable to owners						Total	
		Equity component of convertible debentures	Capital reserve	Securities premium reserve	Capital redemption reserve	General Reserve	Retained Earnings		Foreign currency items translation difference account
<b>Balance as at April 1, 2018</b>		-	743.91	14,504.65	896.72	2,308.01	26,173.40	(70.53)	44,556.16
Profit for the year		-	-	-	-	-	2,345.16	-	2,345.16
Other comprehensive income		-	-	-	-	-	6.32	-	6.32
<b>Total comprehensive income for the year</b>		-	-	-	-	-	<b>2,351.48</b>	-	<b>2,351.48</b>
Exchange gain / (loss) during the year	12(c)(i)	-	-	-	-	-	-	-	-
Amortised during the year	12(c)(i)	-	-	-	-	-	-	(11.71)	(11.71)
Transactions with owners of Company									
- Cash dividends (including dividend distribution tax)	12(b)(iv)	-	-	-	-	-	(621.67)	-	(621.67)
- Opening impact of IND AS-116	12(b)(iii)	-	-	-	-	-	(145.79)	-	(145.79)
- Deferred tax on impact of IND AS-116		-	-	-	-	-	50.45	-	50.45
<b>Balance at March 31, 2019</b>		-	743.91	14,504.65	896.72	2,308.01	<b>27,807.87</b>	<b>(82.24)</b>	<b>46,178.92</b>
Profit / (Loss) for the year		-	-	-	-	-	(5,083.01)	-	(5,083.01)
Other comprehensive income (net of deferred tax)		-	-	-	-	-	5.63	-	5.63
<b>Total comprehensive income for the year</b>		-	-	-	-	-	<b>(5,077.38)</b>	-	<b>(5,077.38)</b>
Exchange gain / (loss) during the year	12(c)(i)	-	-	-	-	-	-	52.24	52.24
Amortised during the year	12(c)(i)	-	-	-	-	-	-	(20.92)	(20.92)

(All amount in ₹ Million, unless otherwise stated)

Particulars	Notes	Attributable to owners							
		Equity component of convertible debentures	Capital reserve	Securities premium reserve	Capital redemption reserve	General Reserve	Retained Earnings	Foreign currency monetary items translation difference account	Total
<b>Transactions with owners of Company</b>									
- Cash dividends (including dividend distribution tax)	12(b)(iv)	-	-	-	-	-	-	-	
- Opening impact of IND AS-116	12(b)(iv)	-	-	-	-	(0.41)	-	(0.41)	
- Deferred tax on impact of IND AS-116	12(b)(iv)	-	-	-	-	-	-	-	
<b>Balance at March 31, 2020</b>		-	<b>743.91</b>	<b>14,504.65</b>	<b>896.72</b>	<b>2,308.01</b>	<b>22,730.08</b>	<b>(50.92)</b>	<b>41,132.45</b>

For Haribhakti & Co. LLP

Chartered Accountants

Firm Registration Number: 103523W/W100048

Sd/-

Snehal Shah

**Partner**

**Membership No: 048539**

Sd/-

Avdhut V. Ghodgaonkar

**Company Secretary**

Sd/-

Anil B. Jain

**Vice Chairman & Managing Director**

**DIN 00053035**

Sd/-

Ghanshyam Dass

**Director**

**DIN 01807011**

Sd/-

Atul B. Jain

**Joint Managing Director & CFO**

**DIN 00053407**

Date : **July 31, 2020**

Place : **Mumbai**

Date : **July 31, 2020**

Place : **Jalgaon**

For and on behalf of the Board of Directors

# NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020

(All amount in INR Million, unless otherwise stated)

## 1) Company overview

Jain Irrigation Systems Limited (the 'Company') is a company domiciled in India, with its registered office situated at Jain Plastic Park, NH No. 6 Bambhori, Jalgaon (425001), Maharashtra, India. The Company was incorporated on 30 December 1986 under the Companies Act, 1956 and its equity shares are listed on stock exchanges in India. The Company with its motto 'Small Ideas, Big Revolutions' with more than 11,000+ associates worldwide and consolidated revenue of ~US\$ 1 Billion, is an Indian multinational company with manufacturing plants across the globe. JISL, its subsidiaries and associates are engaged in providing solutions in agriculture, piping and infrastructure through manufacturing of Micro Irrigation Systems, PVC Pipes, HDPE Pipes, Plastic Sheets, Agro Processed Products, Renewable Energy Solutions, Tissue Culture Plants, Financial Services and other agricultural inputs since more than 34 years. It has pioneered a silent Productivity Revolution with modern irrigation systems and innovative technologies in order to save precious water and has helped to get significant increase in crop yields, especially for more than 6 million small farmers. It has also ushered in new concept of large scale Integrated Irrigation Projects (IIP). 'More Crop Per Drop™' is the company's approach to water security and food security. JISL is early pioneer for Internet of Things (IoT) in the agri-sector and is leading efforts to create global solutions with precision agriculture. JISL is listed in NSE-Mumbai at JISLJALEQS and in BSE at code 500219. Please visit us at [www.jains.com](http://www.jains.com).

## 2) Significant accounting policies

### 2.1) Basis of preparation:

#### i) Statement of compliance

These Standalone Ind AS Financial Statements ("Financial Statements") have been prepared in accordance with Indian Accounting Standards ('Ind AS') as per Companies (Indian Accounting Standards) Rules, 2015 (as amended) notified under Section 133 of the Companies Act, 2013 (the 'Act') and the other relevant provisions of the Act and Rules thereunder.

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors in its meeting held on 31<sup>st</sup> July 2020.

The accounting policies are applied consistently to all the periods presented in the financial statements.

#### ii) Functional and presentation currency

The Company's presentation and functional currency is Indian Rupee (₹). All figures appearing in the financial statements are rounded to the nearest ten thousand, except where otherwise indicated.

#### iii) Basis of measurement

The financial statement has been prepared on a historical cost basis except for following items:

- Certain financial assets and liabilities (including derivative instruments) which are measured at fair value;
- Biological assets which are measured at fair value less costs to sell; and
- Defined benefit plans - plan assets measured at fair value;

#### iv) Use of estimates and judgements

The preparation of financial statements in accordance with Ind AS requires management to use of certain critical accounting estimates and assumptions. It also requires management to exercise judgement in the process of applying accounting policies. Actual results could differ from those estimates. These estimates, judgements, assumptions affect application of the accounting policies and the reported amounts of assets, liabilities, revenue, expenditure, contingent liabilities etc.

The estimates and underlying assumptions are reviewed on an ongoing basis and changes are made as management becomes aware of changes in the circumstances surrounding the estimates. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognised in the financial statements in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Wherever possible, detailed information about each of the critical estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

(All amount in ₹ Million, unless otherwise stated)

The areas involving critical estimates or judgements are:

- Estimated fair value of financial assets such as preference shares
- Estimated fair value of Biological asset (Refer note 11)
- Estimation of defined benefit obligation (Refer note 26)
- Impairment of financial assets such as trade receivables (Refer note 37)
- Estimation of tax expenses and liability (Refer note 9, 15 and 25)
- Revenue recognition

## 2.2) Current versus non-current classification:

The Company presents assets and liabilities in its Balance Sheet based on current versus non-current classification. An asset is classified as current when it is:

- a) Expected to be realized or intended to sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trade,
- c) Expected to be realized on demand or within twelve months after the reporting date, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

### All other assets are classified as non-current.

A liability is classified as current when:

- a) it is expected to be settled in normal operating cycle,
- b) it is held primarily for the purpose of trade,
- c) it is due to be settled on demand or within twelve months after the reporting date, and
- d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

## 2.3) Foreign currencies

### Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of Profit and Loss as either profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other income and expenses accordingly.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss in the Statement of Profit and Loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are included in net profit in the Statement of Profit and Loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as Fair Value through Other Comprehensive Income ("FVOCI") are recognised in other comprehensive income ("OCI").

Foreign exchange differences on long term foreign currency monetary items relating to acquisition of depreciable assets are adjusted to the carrying cost of the assets and depreciated over the balance life of the asset and in other cases, if any, accumulated in Foreign currency Monetary Item Translation Difference Account ("FCMITDA") and amortised over the balance period of the asset or liability.

The Company has chosen to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP as permitted by Ind AS.

## 2.4) Revenue

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes, Goods and Service Tax and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each agreement.

**a) Sale of goods**

Revenue is recognised when significant risk and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably. Revenue is measured net of returns, trade discounts and volume rebates. The timing of the transfer of risks and rewards varies depending on the individual terms of the sales contract.

**b) Rendering of services**

In contract involving rendering of services, revenue is recognised in profit or loss in the proportion of the stage of completion of the transaction at the reporting date and are measured net of sales tax, works contract tax, service tax and Goods and Service Tax.

**c) Contract revenue**

Contract revenue is recognised only to the extent of cost incurred till such time the outcome of the job cannot be ascertained reliably. When the outcome of the contract is ascertained reliably contract revenue is recognised at cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date to the total estimated contract costs. The estimates of cost and progress of contracts are measured at each reporting date by the management. The effect of such changes to estimates is recognized in the period in which such changes are determined. The estimated cost of each contract is determined based on the estimate of the cost to be incurred till the final completion of the contract and includes cost of materials, services, and other related overheads. Any projected losses on contracts under execution are recognized in full when identified.

**d) Interest income**

Interest income from debt instruments is recognised using the EIR method or proportionate basis. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

**e) Dividend income**

Dividends are recognised in Statement of Profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

**2.5) Government Grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all the attached conditions.

Government grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the Statement of Profit and Loss on a straight-line basis over the useful life of the related assets and presented within other income.

**2.6) Income Tax**

The income tax expense or credit for the period is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Current tax comprises of expected tax payable or receivable on taxable income/loss for the year or any adjustment or receivable in respect of previous year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions which are appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the Balance Sheet method, on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting date and are

expected to apply to the Company when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits (Minimum alternate tax credit entitlement) only if it is probable that future taxable amounts will be available to utilise those temporary differences, unused losses and unused tax credits. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable or no longer probable respectively that the related tax benefit will be realized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in OCI or directly in equity. In this case, the tax is also recognised in OCI or directly in equity, respectively.

## **2.7) Leases**

The Company has implemented the Ind AS 116 “Leases” as notified by the Ministry of Corporate Affairs on March 30, 2019 through the Companies (Indian Accounting Standards) Amendment Rules, 2019.

Effective April 01, 2019, the Company has adopted Ind AS 116 “Leases”, applied to all the lease contracts existing on April 1, 2019 using the modified retrospective method of transition. Accordingly, comparatives for the year ended March 31, 2019 have not been retrospectively adjusted. The Company’s lease asset classes primarily consist of leases of land, building and equipment.

At the date of commencement of lease, the Company recognised a right-to-use assets and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve month or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as operating expense on straight-line basis over the term of lease.

The right-to-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The right-to-use of assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset. right-to-use of assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The Lease liability is initially measured at amortized cost at the present value of future lease payments. The lease payments are discounted using the interest rate implicit in the lease, or if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease Liabilities are remeasured with corresponding adjustment to the related right to use of asset if company changes its assessment if whether it will exercise an extension or termination option.

Lease liability and right-to-use asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The following is the summary of practical expedients elected on initial application.

- 1) Applied a single discount rate to portfolio of leases of similar assets in similar economic environment with similar end date.
- 2) Applied the exemption not to recognize right to use of asset and liabilities for leases with less than 12 months of lease term of the date of initial application.
- 3) Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly IND AS 116 is applied only to contracts that were previously identified as leases under IND AS 17.
- 4) Excluding initial direct costs for the measurement of right to use of asset at the date of initial application.

## **2.8) Business combinations**

In accordance with Ind AS 103, the Company accounts for the business combinations (except common control business transactions) using the acquisition method when control is transferred to the Company. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combinations as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The consideration transferred does not include amount related to the settlement of pre-existing relationship with the acquiree. Such amount are generally recognised in Statement of Profit and Loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent



consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured subsequently and settlement is accounted for within equity. Other contingent consideration is remeasured at fair value at each reporting date and change in the fair value if the contingent consideration are recognised in Statement of Profit and Loss.

If a business combination is achieved in stages, any previously held equity interest in the acquiree is re-measured at its acquisition date at fair value and any resulting gain or loss is recognised in Statement of Profit and Loss or OCI, as appropriate.

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the group (referred as common control business combinations) are accounted for using the pooling of interest method. The assets and liabilities acquired are recognised at their carrying amounts. The identity of the reserves is preserved and they appear in financial statements of the Company in the same form in which they appeared in the financial statements of the transferor entity. The difference, if any, between the consideration and the carrying value of identifiable assets acquired (net of liabilities assumed) by the Company is transferred to capital reserve.

## **2.9) Impairment of non-financial assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal or value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non- financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting year.

## **2.10)Cash and cash equivalents**

Cash and cash equivalents in the Balance Sheet include cash on hand, cheques on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and overdrawn bank balances.

## **2.11)Cash Flows**

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

## **2.12)Inventories**

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory arrived on weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Materials in transit are valued at cost to date.

## **2.13)Financial assets**

### **i) Recognition and initial measurement**

Trade Receivables are initially recognised when they are originated. All other financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets other than those measured subsequently at fair value through profit and loss, are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

### **ii) Classification and subsequent measurement**

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics

of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, fair value through OCI or fair value through profit and loss.

#### **Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

The asset is held within a business model whose objective is

- To hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely consisting of Payments of Principal and Interest ("SPPI") on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

#### **Debt instruments at Fair value through Other Comprehensive Income (FVOCI)**

A 'debt instrument' is measured at the fair value through Other Comprehensive Income if both the following conditions are met:

The asset is held within a business model whose objective is achieved by both

- collecting contractual cash flows and selling financial assets and
- contractual terms of the asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment losses are recognised in the Statement of Profit and Loss. Other net gains and losses are recognised in OCI.

#### **Debt instruments at Fair value through Profit or Loss (FVTPL)**

Fair Value through Profit or Loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization at amortised cost or as FVOCI, is classified as FVTPL. After initial measurement, any fair value changes including any interest income, foreign exchange gain and losses, impairment losses and other net gains and losses are recognised in the Statement of Profit and Loss.

#### **Equity investments**

All equity investments within the scope of Ind-AS 109 are measured at fair value. Such equity instruments which are held for trading are classified as FVTPL. For all other such equity instruments, the Company decides to classify the same either as FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in OCI. Dividends on such equity instruments are recognised in the Statement of Profit or Loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. Dividends on such equity instruments are recognised in the Statement of Profit or Loss.

### **iii) De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when the rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:

- the Company has transferred substantially all the risks and rewards of the asset, or
- the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all debt instruments (other than debt instruments measured at FVOCI) and equity instruments (measured at FVTPL) are recognised in the Statement of Profit and Loss. Gains and losses in respect of debt instruments measured at FVOCI and that are accumulated in OCI are reclassified to profit or loss on de-recognition. Gains or losses on equity instruments measured at FVOCI that are recognised and accumulated in OCI are not reclassified to profit or loss on de-recognition.

### **iv) Impairment of financial assets**

In accordance with Ind-AS 109, the Company applies Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on the financial assets measured at amortised cost and debt instruments measured at FVOCI.

Loss allowances on trade receivables are measured following the 'simplified approach' at an amount equal to the lifetime ECL at each reporting date. In respect of other financial assets such as debt securities and bank balances, the loss allowance is measured at 12 months ECL only if there is no significant deterioration in the credit risk since initial recognition of the asset or asset is determined to have a low credit risk at the reporting date.

## **2.14) Investment in subsidiaries, joint ventures and associates**

Investments in subsidiaries, joint ventures and associates are recognised at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets held for Sale and Discontinued Operations, when they are classified as held for sale.

## **2.15) Financial Liabilities**

### **i) Recognition and initial measurement**

Financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss, transaction costs that are directly attributable to its acquisition or issue.

### **ii) Subsequent measurement**

Subsequent measurement is determined with reference to the classification of the respective financial liabilities.

Financial Liabilities at Fair Value through Profit or Loss (FVTPL)

A financial liability is classified as at Fair Value through Profit or Loss (FVTPL) if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in Statement of Profit and Loss.

Financial Liabilities at amortised cost

After initial recognition, financial liabilities other than those which are classified as FVTPL are subsequently measured at amortised cost using the EIR method.

Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The amortisation done using the EIR method is included as finance costs in the Statement of Profit and Loss.

### **iii) De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

## **2.16) Compound financial instruments**

Compound financial instruments issued by the Company comprise convertible debentures denominated in INR that can be converted to equity shares at the option of the holder within prescribed timelines, when the number of shares to be issued is fixed and does not vary with changes in fair value.

The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequently.

Interest related to the financial liability is recognised in Statement of Profit and Loss (unless it qualifies for inclusion in the cost of an asset). In case of conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

## **2.17) Derivatives and hedging activities**

The Company holds derivative financial instruments such as forward contracts, interest rate and principal only swaps to mitigate risk of changes in exchange and interest rates. The counterparty for these contracts is generally banks.

### **i) Cash flow hedges that qualify for hedge accounting:**

The Company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions and variable interest rate risk associated with borrowings (cash flow hedges).

The Company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the OCI in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss.

Amounts accumulated in equity are reclassified to the Statement of Profit and Loss in the year when the hedged item affects profit or loss.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to the Statement of Profit and Loss.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

## **ii) Derivatives that are not designated as hedges**

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit and loss and are included in other income / expenses. Assets/liabilities are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance Sheet date.

## **iii) Embedded derivatives**

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Derivatives embedded in all other host contracts are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit and loss. Embedded derivatives closely related to the host contracts are not separated.

Embedded foreign currency derivatives

Embedded foreign currency derivatives are not separated from the host contract if they are closely related. Such embedded derivatives are closely related to the host contract, if the host contract is not leveraged, does not contain any option feature and requires payments in one of the following currencies:

- the functional currency of any substantial party to that contract,
- the currency in which the price of the related good or service that is acquired or delivered is routinely denominated in commercial transactions around the world,
- a currency that is commonly used in contracts to purchase or sell non-financial items in the economic environment in which the transaction takes place (i.e. relatively liquid and stable currency).

Foreign currency embedded derivatives which do not meet the above criteria are separated and the derivative is accounted for at fair value through profit and loss.

## **2.18) Offsetting of financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

## **2.19) Property, plant and equipment**

### **i) Recognition and measurement:**

Property, plant and equipment are measured at cost / deemed cost, less accumulated depreciation and impairment losses, if any. Cost of Property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated attributable costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a

separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of Profit and Loss.

**ii) Depreciation methods, estimated useful life and residual value**

Depreciation is provided on a pro rata basis using straight line method over the estimated useful life of the fixed assets taking into consideration their estimated residual values. All the assets have been provided depreciation based on life of assets in line with rates prescribed in Schedule II to the Act on Straight Line Method except green house, shades and poly houses depreciated at 10% and screw barrels used in moulding machines and PVC pipes are depreciated at 12.50% and 25% per annum. The Management believes that depreciation rates currently used fairly reflect its estimate of the useful life and residual values of fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II.

Significant components of assets having a life shorter than the main asset, if any is depreciated over the shorter life. Depreciation on additions to assets or on sale / disposal of assets is calculated from the beginning of the month of such addition or up to the month of such sale / scrapped, as the case may be. Leasehold land is amortised over the period of lease.

The following table represents the useful life of the fixed assets:

<b>Class of asset</b>	<b>Life of the asset</b>
Buildings	5 - 60 years
Green / poly houses	10 years
Plant and equipment	4 - 22 years
Furniture and fixtures	10 years
Office equipment	5 years
Vehicles	8 - 10 years
Orchards (Bearer plants)	15 years
Leasehold land	Lease period or useful life whichever is lower

The assets residual values and useful life are reviewed, and adjusted if appropriate, at the end of each reporting period.

**2.20) Investment Property**

Investment property is property (land or a building or part of a building or both) held either to earn rental income or for capital appreciation or for both, but neither for sale in the ordinary course of business nor used in production or supply of goods or services or for administrative purposes. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

Any gain or loss on disposal of investment property calculated as the difference between the net proceeds from disposal and the carrying amount of the Investment Property is recognised in Statement of Profit and Loss.

Depreciation on investment properties is provided on a pro rata basis using straight line method over the estimated useful life of the investment property taking into consideration their estimated residual values. These assets have been provided depreciation based on life of assets in line with life prescribed in Schedule II to the Act, which is 30 years. The Management believes that depreciation rates currently used fairly reflect its estimate of the useful life and residual values of fixed assets, though these rates in certain cases are different from life prescribed under Schedule II.

**2.21) Intangible assets**

**i) Recognition and measurement**

Separately acquired intangible assets are stated initially at acquisition cost. Intangible assets such as patents, technical know-how, and non-compete acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses, if any.

Costs associated with maintaining software's is recognised as an expense as incurred. Product development costs that are directly attributable to the design and testing of identifiable and unique products controlled by the Company are recognised as intangible assets if, and only if, technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the asset and the costs can be measured reliably.

Directly attributable costs that are capitalised as part of the product development costs include employee costs and an appropriate portion of relevant overheads. Capitalised product development costs are recorded as intangible assets and amortised from the useful life as estimated by the management.

Research expenditure and development expenditure that do not meet the criteria as given above are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

## ii) Amortisation methods and periods

The Company amortises intangible assets with a finite useful life using the straight-line method over the following periods:

Class of asset	Life of the asset
Computer software	6 years
Technical know-how	5 years
Non-compete fees	10 years
Product development costs	10 years
Water rights	10 years

## 2.22) Bearer plants and biological assets

### i) Orchards

The Company is engaged into orchard activities. The Orchards are regarded as bearer plant and presented as property, plant and equipment. The orchards are recognised at historical cost less depreciation. Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over a period of 15 years commencing from the 6th year from the date of planting. Orchard mortality during first two years of planting up to 10% is considered normal and any mortality after second year is charged to Statement of Profit and Loss. The fruits growing on the trees are accounted for as biological assets until the point of harvest. Harvested fruits are transferred to inventory at fair value less costs to sell when harvested.

Bearer plants are classified as immature until the produce can be commercially harvested. At that point they are reclassified and depreciation commences. Immature bearer plants are measured at accumulated cost. Generally the harvesting period is 6 years.

### ii) Tissue culture plants

The Company sells tissue cultures plants of banana, strawberry, pomegranate & others to its customers. Tissue culture is a process where, propagation of a plant by using a plant part or single cell or group cell is done in a test tube under very controlled and hygienic conditions. Tissue culture primarily involves initiation of aseptic cultures from shoot-tips obtained from mother plants, multiplication of the shoots to the desired scale, induction of roots to individual shoots, primary & secondary hardening of the tender plantlets in the poly-house.

The aseptic cultures which are planted in test tubes in a controlled environment, which would be sold subsequently after secondary hardening are accounted for under Ind AS 41, Agriculture at fair value less cost to sell. Plants after completion of secondary hardening stage are transferred to inventory at fair value less costs to sell.

Costs to sell include the incremental selling costs, including fees, commission paid to brokers and dealers and estimated costs of transport to the market but excludes finance costs and income taxes. Changes in fair value are recognised in the Statement of Profit and Loss. Farming costs such as manure, soil preparation, laboratory maintenance and poly-house maintenance expenses are expensed as incurred.

The fair value of aseptic cultures in laboratory, primary hardening and secondary hardening plants is determined using cash flow model based on the expected mortality, yield ratios from aseptic cultures to final plants, and the market price for tissue cultured plants after allowing for plantation maintenance costs and other costs yet to be incurred in getting the tissue plantations to maturity.

## 2.23) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.



## 2.24) Borrowing costs

Borrowing costs consist of interest and transactions costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss.

Investment Income earned on the temporary investment of funds of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

## 2.25) Provisions and contingent liabilities

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

## 2.26) Employee Benefits

### i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

### ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

### iii) Post-employment obligations

The Company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity; and
- (b) defined contribution plans such as provident fund."

#### Defined Benefit Plans - Gratuity obligations

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the year in which they occur, directly in other comprehensive income. They are included in retained

earnings in the statement of changes in equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Statement of Profit and Loss as past service cost.

#### **Defined contribution plan**

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### **iv) Share-based payments**

The fair value of options granted under the Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each year, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the Statement of Profit and Loss, with a corresponding adjustment to equity.

#### **v) Bonus plans**

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

#### **vi) Termination benefits**

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the Company recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

### **2.27) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

### **2.28) Earnings per share**

#### **i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company;
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

#### **ii) Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**3) PROPERTY, PLANT AND EQUIPMENT**

(All amount in ₹ Million, unless otherwise stated)

	Freehold land	Lease- hold land (i)	Buildings [1], [2] & [3]	Green / poly houses [3]	Plant and equipment [3]	Furniture and fixtures [3]	Office equipment [3]	Vehicles	Orchards (Bearer plants)	Total	Capital Work In Progress [4] & (iii)
<b>YEAR ENDED MARCH 31, 2019</b>											
<b>Gross Carrying Amount</b>											
<b>Carrying amount as at April 1, 2018</b>	<b>13,472.98</b>	<b>5.06</b>	<b>7,258.11</b>	<b>288.01</b>	<b>18,765.97</b>	<b>213.17</b>	<b>251.79</b>	<b>475.67</b>	<b>369.69</b>	<b>41,100.45</b>	<b>665.18</b>
Additions	16.23	-	572.74	218.36	986.06	9.11	33.66	14.47	94.85	1,945.48	2,317.89
Transfer to Fixed Assets											(1,969.14)
Disposals / adjustments	(1.71)	-	(0.01)	(0.01)	(49.31)	-	-	(0.50)	-	(51.54)	-
<b>At March 31, 2019</b>	<b>13,487.50</b>	<b>5.06</b>	<b>7,830.84</b>	<b>506.36</b>	<b>19,702.72</b>	<b>222.28</b>	<b>285.45</b>	<b>489.64</b>	<b>464.54</b>	<b>42,994.39</b>	<b>1,013.93</b>
Accumulated depreciation											
As at April 1, 2018	-	0.18	1,261.37	99.89	9,723.22	160.50	185.14	354.56	117.74	11,902.60	-
Charge for the year	-	0.06	349.44	39.80	1,244.60	4.03	8.27	10.87	13.95	1,671.02	-
Disposals / adjustments	-	-	-	(0.01)	(42.68)	-	-	(0.48)	-	(43.17)	-
<b>At March 31, 2019</b>	<b>-</b>	<b>0.24</b>	<b>1,610.81</b>	<b>139.68</b>	<b>10,925.14</b>	<b>164.53</b>	<b>193.41</b>	<b>364.95</b>	<b>131.69</b>	<b>13,530.45</b>	<b>-</b>
<b>Net Block at March 31, 2019</b>	<b>13,487.50</b>	<b>4.82</b>	<b>6,220.03</b>	<b>366.68</b>	<b>8,777.58</b>	<b>57.75</b>	<b>92.04</b>	<b>124.69</b>	<b>332.85</b>	<b>29,463.94</b>	<b>1,013.93</b>
<b>YEAR ENDED MARCH 31, 2020</b>											
<b>Gross Carrying Amount</b>											
<b>Carrying amount as at April 1, 2019</b>	<b>13,487.50</b>	<b>5.06</b>	<b>7,830.84</b>	<b>506.36</b>	<b>19,702.72</b>	<b>222.28</b>	<b>285.45</b>	<b>489.64</b>	<b>464.54</b>	<b>42,994.39</b>	<b>1,013.93</b>
Additions	193.50	-	203.99	194.77	1,201.66	12.28	6.73	0.11	56.12	1,869.16	1,543.66
Transfer to Fixed Assets											(2,131.05)
Disposals / adjustments	-	(0.05)	-	-	(29.71)	-	-	(36.46)	-	(66.22)	-
<b>At March 31, 2020</b>	<b>13,681.00</b>	<b>5.01</b>	<b>8,034.83</b>	<b>701.13</b>	<b>20,874.67</b>	<b>234.56</b>	<b>292.18</b>	<b>453.29</b>	<b>520.66</b>	<b>44,797.33</b>	<b>426.54</b>
Accumulated depreciation											
As at April 1, 2019	-	0.24	1,610.81	139.68	10,925.14	164.53	193.41	364.95	131.69	13,530.45	-
Charge for the year	-	0.06	332.14	64.70	1,096.83	5.10	8.05	10.89	13.19	1,530.96	-
Disposals / adjustments	-	(0.01)	-	-	(23.43)	-	-	(33.86)	-	(57.30)	-
<b>At March 31, 2020</b>	<b>-</b>	<b>0.29</b>	<b>1,942.95</b>	<b>204.38</b>	<b>11,998.54</b>	<b>169.63</b>	<b>201.46</b>	<b>341.98</b>	<b>144.88</b>	<b>15,004.11</b>	<b>-</b>
<b>Net Block at March 31, 2020</b>	<b>13,681.00</b>	<b>4.72</b>	<b>6,091.88</b>	<b>496.75</b>	<b>8,876.13</b>	<b>64.93</b>	<b>90.72</b>	<b>111.31</b>	<b>375.78</b>	<b>29,793.22</b>	<b>426.54</b>

[1] Building includes tenancy rights gross value ₹ 505.21 (March 31, 2019 ₹ 505.21)

[2] Depreciation of ₹ 3.13 (March 31, 2019 ₹ 1.64) on heavy vehicles being used for site development during the year is capitalized.

[3] Property, plant and equipment addition during the year includes cost of self constructed assets amounting to ₹ 798.99 (March 31, 2019 ₹ 762.13)

[4] Capital work in progress includes cost of self constructed assets amounting to ₹ 43.74 (March 31, 2019 ₹ 319.46)

[5] Depreciation of ₹ 1.49 Million on Lease Asset as per INDAS 116 Posted in Sept.19 [Lease Rent]

(All amount in ₹ Million, unless otherwise stated)

#### i) Property, plant and equipment taken under finance lease

The property, plant and equipment includes the following amounts, where the Company is a lessee under a finance lease

Particulars	Vehicle Leases	Leasehold land
31-Mar-19	47.08	4.82
<b>31-Mar-20</b>	<b>41.16</b>	<b>4.72</b>

The lease term in respect of leasehold land is 95 - 100 years, with ability to opt for renewal of the lease term on fulfilment of certain conditions. The vehicles have been purchased by the Company on finance lease basis hypothecated against the loan outstanding. The lease period generally varies from 5 to 7 years.

#### (ii) Contractual obligations

Refer to note 30 for disclosures of contractual commitments for the acquisition of Property, plant and equipment.

#### (iii) Capital work-in-progress

Capital work-in-progress mainly comprises of factory buildings and plant and machinery purchased at various locations.

#### (iv) Property, plant and equipment provided as security

Carrying amounts of property, plant and equipment pledged as security by the Company are as follows:

	31-Mar-20	31-Mar-19
Freehold land	2,301.19	2,301.19
Buildings	2,640.62	2,720.76
Green / poly houses	60.70	81.68
Plant and equipment	6,091.81	6,540.49
Furniture, fixtures and office equipment	26.53	28.18
Vehicles	16.90	18.33
	<b>11,137.75</b>	<b>11,690.63</b>

Entire movable plant and machinery, equipment's, appliances, furniture, vehicles, machinery spares and stores and accessories are provided as security to working capital lenders as a second charge and to EXIM Bank and Canara Bank as a first charge, except those which are mentioned above and provided as a security on exclusive basis. The Company is in the process of release of charge over free hold land and buildings having carrying value of ₹ 145.59 ( March 31, 2019 ₹ 145.59) and ₹ 213.99 ( March 31, 2019 ₹ 222.00) respectively as at March 31, 2020.

## 4) INTANGIBLE ASSETS

	Computer Software	Technical Knowhow	Non Compete Fees	Water Rights	Goodwill	Product Development	Total
<b>Year ended March 31, 2019</b>							
Gross Carrying Amount							
Cost as at April 1, 2018	208.90	82.05	9.33	75.13	3.54	232.74	611.69
Additions	14.42	23.27	-	-	-	-	37.69
<b>At March 31, 2019</b>	<b>223.32</b>	<b>105.32</b>	<b>9.33</b>	<b>75.13</b>	<b>3.54</b>	<b>232.74</b>	<b>649.38</b>
Accumulated depreciation							
As at April 1, 2018	156.21	82.05	9.33	33.81	3.54	206.67	491.61
Charge for the year	21.43	5.28	-	7.52	-	13.72	47.95
<b>At March 31, 2019</b>	<b>177.64</b>	<b>87.33</b>	<b>9.33</b>	<b>41.33</b>	<b>3.54</b>	<b>220.39</b>	<b>539.56</b>
<b>Net Block at March 31, 2019</b>	<b>45.68</b>	<b>17.99</b>	<b>-</b>	<b>33.80</b>	<b>-</b>	<b>12.35</b>	<b>109.82</b>
<b>Year ended March 31, 2020</b>							
Gross Carrying Amount							
<b>Carrying amount as at April 1, 2019</b>	<b>223.32</b>	<b>105.32</b>	<b>9.33</b>	<b>75.13</b>	<b>3.54</b>	<b>232.74</b>	<b>649.38</b>
Additions	9.71	-	-	-	-	-	9.71
Disposals / adjustments	-	-	-	-	-	-	-
<b>At March 31, 2020</b>	<b>233.03</b>	<b>105.32</b>	<b>9.33</b>	<b>75.13</b>	<b>3.54</b>	<b>232.74</b>	<b>659.09</b>
Accumulated depreciation							
As at April 1, 2019	177.64	87.33	9.33	41.33	3.54	220.39	539.56
Charge for the year	20.71	3.05	-	7.52	-	3.91	35.19
Disposals / adjustments	-	-	-	-	-	-	-
<b>At March 31, 2020</b>	<b>198.35</b>	<b>90.38</b>	<b>9.33</b>	<b>48.85</b>	<b>3.54</b>	<b>224.30</b>	<b>574.75</b>
<b>Net Block at March 31, 2020</b>	<b>34.68</b>	<b>14.94</b>	<b>-</b>	<b>26.28</b>	<b>-</b>	<b>8.44</b>	<b>84.34</b>

(All amount in ₹ Million, unless otherwise stated)

**5) RIGHT TO USE**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>Gross carrying amount</b>		
Opening balance	-	-
Additions	252.24	-
Disposal / adjustments	(0.08)	-
Closing balance	252.16	-
<b>Accumulated depreciation</b>		
Opening balance	-	-
Depreciation charge	17.78	-
Disposal / adjustments	(0.05)	-
<b>Closing balance</b>	<b>17.73</b>	-
<b>Net carrying amount</b>	<b>234.43</b>	-
<b>(i) Amounts to be recognised in balance sheet as on March 31, 2020</b>		
The balance sheet shows the following amounts relating to leases :		
<b>Right to use assets</b>		
Lease hold land	243.43	-
<b>Total</b>	<b>243.43</b>	-
(Additions to the right-to-use assets during the financial year 2019-20 were ₹ 246.73 million)		
<b>Lease liabilities</b>		
Current	1.08	-
Non - Current	2.85	-
<b>Total</b>	<b>3.93</b>	-
<b>(ii) Amounts to be recognised in Statement of Profit and Loss for the year ended March 31, 2020</b>		
The Statement of Profit and Loss shows the following amounts relating to leases:		
Depreciation		
Lease hold land	17.78	-
<b>Total</b>	<b>17.78</b>	-
Interest expenses on lease liabilities (included in finance cost) ₹ 0.55 million		
<b>(iii) Total cash outflow for leases during financial year was :</b>		
Particulars		
Operating cash flows : Interest expenses	0.55	-
<b>Total</b>	<b>0.55</b>	-

**Impact of change in the accounting policy**

Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases", applied to all lease contracts existing on April 1, 2019 using the modified retrospective method of transition, accordingly, comparatives for the year ended March 31, 2019 have not been retrospectively adjusted. The effect of this adoption is insignificant on the profit for the period, earnings per share, total assets, total liabilities and adjustment to retained earnings.

On adoption of IND AS 116, the company recognised lease liabilities under the principles of IND AS 17 "Leases". The Right-to-use assets is measured at an amount equal to the lease liability. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 April 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 April 2019 was 10.76%.

**(i) Summary of practical expedients applied on initial application of Ind AS 116 Leases -**

"In applying INDAS 116 for the first time, the company has used the following practical expedients permitted by the standard:

1. Relying on assessments performed immediately before initial application on whether leases are onerous as per Ind AS 37 Provisions, Contingent liabilities and Contingent Assets, as an alternative to performing an impairment review as per Ind AS 36 - Impairments of assets as on the date of initial application – there were no onerous contracts as at 1 April 2019
2. Accounting for operating leases with a remaining lease term of less than 12 months as at 1 April 2019 as short-term leases, and
3. Excluding initial direct costs for the measurement of the right-to-use asset at the date of initial application, the company has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the company relied on its assessment made applying IndAS 17 in determining whether an arrangement contains a Lease."

**(ii) Measurement of lease liabilities**

Particulars	Amount
Operating lease commitments disclosed as at March 31, 2019	-
Operating lease commitments as on March 31,2019 discounted using the lessee's incremental borrowing rate of at the date of initial application	-
Add: finance lease liabilities recognised as at 31 March 2019	4.42
(Less): short-term leases not recognised as a liability	-
Add/(less): adjustments for non-cancellable lease	-
Lease liability recognised as at 1 April 2019	4.42
Of which are:	
Current lease liabilities	1.28
Non-current lease liabilities	3.14

**6) INVESTMENT PROPERTY**

	31-Mar-20	31-Mar-19
<b>Gross carrying amount</b>		
Opening balance	264.99	264.99
Additions	-	-
<b>Closing balance</b>	<b>264.99</b>	<b>264.99</b>
<b>Accumulated depreciation</b>		
Opening balance	26.32	17.52
Depreciation charge	8.80	8.80
<b>Closing balance</b>	<b>35.12</b>	<b>26.32</b>
<b>Net carrying amount</b>	<b>229.87</b>	<b>238.67</b>
<b>(i) Amount recognised in Statement of Profit and Loss for investment properties</b>		
Depreciation	(8.80)	(8.80)
Profit / (loss) from investment properties	(8.80)	(8.80)
<b>(ii) Fair value</b>		
<b>Investment properties #</b>	<b>229.87</b>	<b>238.67</b>

# Estimation of Fair value

The Company has carried out the fair valuation of property involving external independent valuation expert. As per the fair valuation report dated March 31,2019 the fair value of investment property is ₹ 325.07. The valuation model has considered various input like cost, location, market appreciation, etc.

**7) INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES**

	Notes	31-Mar-20	31-Mar-19
Investment in equity instruments of subsidiaries (unquoted) (fully paid-up)	See note (i)	10,949.20	10,949.20
Investment in equity instruments of associate (unquoted) (fully paid-up)	See note (ii)	612.64	609.83
<b>Total</b>		<b>11,561.84</b>	<b>11,559.03</b>
Aggregate amount of quoted investments and market value thereof		-	-
Aggregate amount of unquoted investments		11,561.84	11,559.03
Aggregate amount of impairment in the value of investments		-	-

	31-Mar-20		31-Mar-19	
	No's	Amount	No's	Amount
<b>(i) Investment in equity instruments of subsidiaries (unquoted) (fully paid-up)</b>				
Investment in JISL Overseas Ltd., Mauritius. - US \$ 1 each *	62,305,891	2,946.53	62,305,891	2,946.53
Investment in Jain International Trading BV, Netherland - US\$ 2,427.1137 each	1,293	1,180.94	1,293	1,180.94
Investment in Jain Irrigation Holding Inc. USA - US \$ 1 each # value ₹ 42	1	#	1	#
Investment in Jain Farm Fresh Foods Ltd ₹ 10 each	22,865,487	6,801.63	22,865,487	6,801.63
Investment in Jain Processed Foods Trading & Investments Pvt. Ltd. ₹ 10 each	2,009,998	20.10	2,009,998	20.10
Investments In Driptech India Private Limited ₹ 10 each ## value ₹ 1,350	6,490	##	6,490	##
<b>Total</b>		<b>10,949.20</b>		<b>10,949.20</b>



Contd...7) Investment in Subsidiaries....

(All amount in ₹ Million, unless otherwise stated)

	31-Mar-20		31-Mar-19	
	No's	Amount	No's	Amount
* Includes 1,978,113 shares pledged with financial institution as collateral security, however loan is since repaid.				
<b>(ii) Investment in equity instruments of associate (unquoted) (fully paid-up)</b>				
"Sustainable Agro-Commercial Finance Limited equity shares of ₹ 10/- each"	58,800,000	612.64	58,800,000	609.83
<b>Total</b>		<b>612.64</b>		<b>609.83</b>

## 8) FINANCIAL ASSETS

### 8(a) INVESTMENTS

	Notes	31-Mar-20	31-Mar-19
Investment in equity instruments (quoted) (fully paid-up)	See note (i)	0.23	0.29
Investment in equity instruments (unquoted) (fully paid-up)	See note (ii)	0.56	0.06
Investment in preference shares of subsidiaries (unquoted) (fully paid-up)	See note (iii)	-	-
Investment in mutual funds (quoted)	See note (iii)	-	6.56
Investment in Bonds (quoted)	See note (iv)	6.00	10.00
Investment in government or trust securities (unquoted) at amortised cost			
- National saving certificates		0.02	0.01
- Indira vikas patra # Value ₹ 5,000		#	#
<b>Total</b>		<b>6.81</b>	<b>16.93</b>
Aggregate amount of quoted investments and market value thereof		6.23	16.85
Aggregate amount of unquoted investments		0.58	0.08
Aggregate amount of impairment in the value of investments		-	-

	31-Mar-20		31-Mar-19	
	No's	Amount	No's	Amount
<b>(i) Investment in equity instruments (quoted) (fully paid-up) at Fair Value through Profit or Loss</b>				
Reliance Industries Limited	180	0.20	180	0.25
Reliance Communication Limited	45	0.00	45	0.00
Reliance Infrastructure Limited	3	0.00	3	0.00
Reliance Capital Limited	2	0.00	2	0.00
Reliance Power Limited	11	0.00	11	0.00
Finolex Industries Limited	75	0.03	75	0.04
<b>Sub-total</b>		<b>0.23</b>		<b>0.29</b>
Less: Impairment allowance		-		-
<b>Total</b>		<b>0.23</b>		<b>0.29</b>
<b>(ii) Investment in equity instruments (unquoted) (fully paid-up) at amortised cost</b>				
Shares of Astitwa Co-Op. Housing Society Ltd.	25	0.00	25	0.00
Shares of ₹ 100 each of Sarjan Members Association	5	0.00	5	0.00
Shares of ₹ 50 each of Rajdeep Vrundavan Co-Op. Housing Society	15	0.00	15	0.00
Shares of Edlabad Sut Girni Co-Operative Society Ltd.	200	0.00	200	0.00
Shares of ₹ 250 each of Shrinathjee Co-Op. Housing Society Ltd.	20	0.01	20	0.01
Linking Shares of ₹ 25 each of Jalgaon Janta Sahakari Bank Ltd.	1,849	0.05	1,849	0.05
Linking Shares of ₹ each of Mahavir Sahakari Bank Ltd.		0.50		-
<b>Sub-total</b>		<b>0.56</b>		<b>0.06</b>
Less: Impairment allowance		-		-
<b>Total</b>		<b>0.56</b>		<b>0.06</b>

	31-Mar-20		31-Mar-19	
	No's	Amount	No's	Amount
<b>(iii) Investment in mutual funds (quoted) at Fair Value through Profit or Loss</b>				
Canara Robaco Capital Protection oriented fund Series VI Regular Growth ₹ 10 each	-	-	249,990	3.09
Canara Robaco Capital Protection oriented fund Series VII Regular Growth ₹ 10 each	-	-	300,000	3.47
<b>Sub-total</b>		-		<b>6.56</b>
<b>(iv) Investment in Bonds (quoted) at amortised cost</b>				
Units of YES Bank - II Tier NC Bond ₹10 Lacs each	10	6.00	10	10.00
<b>Total</b>		<b>6.00</b>		<b>10.00</b>

**8(b) TRADE RECEIVABLES**

	31-Mar-20	31-Mar-19
Dues from subsidiaries (refer note 36)	4,906.62	3,847.53
Due from other trade receivables	20,998.73	21,620.36
Less: Allowance for doubtful debts	(3,579.66)	(1,602.10)
<b>Total receivables</b>	<b>22,325.69</b>	<b>23,865.79</b>
Current portion	22,325.69	23,865.79
Non-current portion	-	-
Above includes ₹ 1,667.07 (March 31, 2019 ₹ 1,282.70) where legal action has been initiated for recovery.		
Trade receivables are receivable in normal operating cycle and are shown net of an allowance for bad or doubtful debts.		
Trade receivables stated above are charged on a first pari-passu basis between working capital consortium members led by State Bank of India		
Trade and other receivables due from directors or other officers of the Company either severally or jointly with any other person is disclosed as part of note 36- Related party transaction along with other related parties transaction.		
<b>Break-up of security details</b>		
<b>Trade receivables</b>		
Secured, considered good	72.80	72.80
Unsecured, considered good	22,252.89	23,792.99
Unsecured, considered doubtful	3,579.66	1,602.10
<b>Sub-total</b>	<b>25,905.35</b>	<b>25,467.89</b>
Less: Impairment allowance	(3,579.66)	(1,602.10)
<b>Total</b>	<b>22,325.69</b>	<b>23,865.79</b>

**8(c) CASH AND BANK BALANCES**

	31-Mar-20	31-Mar-19
<b>(i) Cash and Cash Equivalents</b>		
Balances with banks in current accounts	773.31	38.09
Cheques on hand	199.10	-
Fixed Deposits with maturity less than 3 months	0.03	0.12
Cash on hand	7.63	2.18
<b>Total</b>	<b>980.07</b>	<b>40.39</b>
There are no repatriation restrictions with regard to cash and cash equivalents as at the end of reporting period and prior periods.		
<b>(ii) Bank balances other than cash and cash equivalents</b>		
Balance with banks held as margin money (against bank guarantees)	118.15	252.57
Unpaid dividend bank account	9.29	11.52
<b>Total</b>	<b>127.44</b>	<b>264.09</b>

**8(d) LOANS**

	31-Mar-20	31-Mar-19
<b>Non-Current (Unsecured, considered good unless stated otherwise)</b>		
- Loans to subsidiaries (refer note 36)	1,043.28	117.59
<b>Total</b>	<b>1,043.28</b>	<b>117.59</b>

## Contd...8) Financial Assets....

(All amount in ₹ Million, unless otherwise stated)

	31-Mar-20	31-Mar-19
<b>Current (Unsecured, considered good unless stated otherwise)</b>		
Loans to others	67.86	20.08
Loans to employees	46.70	80.56
<b>Total</b>	<b>114.56</b>	<b>100.64</b>

**8(e) OTHER FINANCIAL ASSETS**

Non-current (Unsecured, considered good unless stated otherwise)		
Derivative assets	60.43	20.05
Security deposits to others	1,588.13	1,533.64
Share application money	17.50	17.50
Less Provision against Share application money	(17.50)	(17.50)
<b>Total</b>	<b>1,648.56</b>	<b>1,553.69</b>
Current (Unsecured, considered good unless stated otherwise)		
Current portion of loans to subsidiaries (refer note 36)	55.43	40.16
Security deposits		
- To others	189.92	38.43
- To related parties (refer note 36)	306.00	353.83
Derivative assets	-	20.51
Interest receivable	7.11	26.40
<b>Total</b>	<b>558.46</b>	<b>479.33</b>

(i) Security deposits primarily include security deposits given towards rented premises, warehouses and electricity deposits.

**9) OTHER ASSETS**

	31-Mar-20	31-Mar-19
<b>Non-current (Unsecured, considered good unless stated otherwise)</b>		
Capital advances	180.86	311.45
Advances other than capital advances :		
Others		
- Prepaid expenses	56.08	97.68
- Incentive receivables	327.88	49.84
<b>Total</b>	<b>564.82</b>	<b>458.97</b>
<b>Current (Unsecured, considered good unless stated otherwise)</b>		
Advances other than capital advances		
- Advance to suppliers	2,765.91	677.64
Less : provision against trade advance	(96.01)	(351.70)
- Employee advances	2.76	61.52
<b>Others</b>		
- Prepaid expenses	110.66	267.59
- Balance with excise, customs and sales tax authorities	666.16	362.98
- Invoices to be raised in respect of incomplete Contract (refer note 34)	1,039.61	351.24
- Claims receivables	1,576.13	1,434.03
Less Provision against claim receivable	(309.53)	(131.03)
- Incentive receivables	1,274.30	1,771.72
Less Provision against incentive receivable	(447.14)	(369.23)
<b>Total</b>	<b>6,582.85</b>	<b>4,074.76</b>

**10) INCOME TAX ASSETS**

	31-Mar-20	31-Mar-19
<b>Non-current</b>		
Advance tax, net of provision		
- Balance at the beginning of the year	-	-
- Less: Current tax provision for the year	-	-
- Add: Taxes paid during the year	85.04	-
<b>Closing Balance</b>	<b>85.04</b>	<b>-</b>

(All amount in ₹ Million, unless otherwise stated)

## 11) INVENTORIES

	31-Mar-20	31-Mar-19
Raw materials	2,079.49	2,566.04
Stores and consumables	203.00	223.43
Work-in-progress	-	-
Finished goods	5,190.40	4,784.78
<b>Total</b>	<b>7,472.89</b>	<b>7,574.25</b>
<b>Included in inventories goods in transit as follows:</b>		
Raw materials	48.21	224.22
Stores, spares and consumables	1.74	4.67
Finished goods	181.50	188.71
<b>Total</b>	<b>231.45</b>	<b>417.60</b>

Inventories stated above are hypothecated on a first pari-passu charge basis between working capital consortium members led by State Bank of India

## 12) BIOLOGICAL ASSETS

	Tissue culture plantations	
	31-Mar-20	31-Mar-19
<b>Opening balance</b>	946.31	756.06
New plantations	1,194.09	1,043.23
Loss during transformation	(43.33)	(31.81)
Change in fair value due to biological transformation	105.33	328.66
Change in fair value due to price changes	(40.64)	16.78
Transfer of harvested secondary hardening plants to inventory	(1,321.62)	(1,166.61)
<b>Closing balance</b>	<b>840.13</b>	<b>946.31</b>
<b>Current Assets</b>		
- Aesthetic cultures at laboratory stage	622.60	489.56
- Saplings at primary hardening stage	103.29	145.14
- Saplings at secondary hardening stage	114.24	311.61
<b>Total</b>	<b>840.13</b>	<b>946.31</b>

As at 31 March 2020, there were 76.20 million nos of plants under tissue culture process (31 March 2019: 60.76 million nos of plants). During the year, the Company sold 87.36 million nos of cultured plantations (31 March 2019: 71.37 million of cultured plantations).

Biological assets stated above are part of total current assets hypothecated on a first pari-passu charge basis to working capital consortium members led by State Bank of India.

### i) Estimates and judgements:

Tissue culture plantations: Estimates and judgements in determining the fair value of tissue cultured plants relate to market prices, quality of plants, and mortality rates. The impact of discounting is not considered material as the transformation cycle is less than 6 months.

### ii) Fair value information:

The fair value measurements of Tissue culture plantations have been categorised as Level 3 fair values based on the inputs to the valuation techniques used. The following table shows the gain or losses recognised in relation to level 3 fair values.

	Tissue culture plantations	
	31-Mar-20	31-Mar-19
Total gain / (loss) recognised in the Statement of Profit and Loss	(33.11)	133.88
Change in unrealised gain / (loss) recognised in the Statement of Profit and Loss	468.78	501.89

### iii) Valuation inputs and relationship to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in the fair value measurements of tissue culture plantations.

	Fair value as at	
Particulars	31-Mar-20	31-Mar-19
Tissue culture plantations	840.13	946.31

(Measured at fair value less costs to sell estimating projected cash flows, impact of discounting not considered material due to short transformation cycle)

## Contd...12) Biological Assets....

(All amount in ₹ Million, unless otherwise stated)

**Significant unobservable inputs**

- Estimated future market prices of Tissue plantations (31-Mar-2020 INR 14.6 Weighted average, 31-Mar-2019: INR 16.3 Weighted average)
- Estimated mortality per stage (31-Mar-2020, 5.50%, 31-Mar-2019 4.40%)

**Inter-relationship between key unobservable inputs and fair value measurements**

- The estimated fair value would increase / (decrease) if:
- the market price per plant were higher / (lower)
  - the Estimated mortality per stage were lower / (higher)

The Company's plantations are exposed to risk of damage from climate change, diseases. The Company has extensive processes in place aimed at monitoring and mitigating those risks. Further, the demand is subject to external climatic conditions. Management performs regular industry trend analysis for projected harvest volumes and pricing.

**12(a) Other Equity**

		<b>31-Mar-20</b>	<b>31-Mar-19</b>
Capital reserve	12(b) (i)	743.91	743.91
Capital redemption reserve	12(b) (ii)	896.72	896.72
Securities premium reserve	12(b) (iii)	14,504.65	14,504.65
Retained earnings	12(b) (iv)	22,730.08	27,807.87
General reserve	12(b) (v)	2,308.01	2,308.01
Foreign Currency Monetary Item Translation Difference Account	12(c) (i)	(50.92)	(82.24)
		<b>41,132.45</b>	<b>46,178.92</b>

**12(b) RESERVES AND SURPLUS**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>(i) Capital reserve</b>		
Capital Reserve is created on account of amalgamation of Orient Vegexpo Limited into the Company and on forfeiture of equity warrants.		
Balance at the beginning of the year	743.91	743.91
Movement during the year	-	-
<b>Balance at the end of the year</b>	<b>743.91</b>	<b>743.91</b>
<b>(ii) Capital redemption reserve</b>		
The Company recognises profit or loss on purchase, sale, issue or cancellation of Company's own equity instruments and preference shares to capital redemption reserve.		
Balance at the beginning of the year	896.72	896.72
Movement during the year	-	-
<b>Balance at the end of the year</b>	<b>896.72</b>	<b>896.72</b>
<b>(iii) Securities premium reserve</b>		
Securities Premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Act.		
Balance at the beginning of the year	14,504.65	14,504.65
Movement during the year	-	-
<b>Balance at the end of the year</b>	<b>14,504.65</b>	<b>14,504.65</b>
<b>(iv) Retained earnings</b>		
Retained earning represents surplus/accumulated earnings of the Company and are available for distribution to shareholders		
Balance at the beginning of the year	27,807.87	26,173.40
Net profit/ (loss) for the year	(5,083.01)	2,345.16
Opening impact of IND AS-116	(0.41)	-
Opening impact of IND AS-115	-	(145.79)
Deffered tax on impact of IND AS-115	-	50.45
<b>Items that will not be reclassified to profit or loss:</b>		
- Remeasurements of defined benefit obligations (net of tax)	5.63	6.32
- Dividend paid (including dividend distribution tax)	-	(621.67)
<b>Balance at the end of the year</b>	<b>22,730.08</b>	<b>27,807.87</b>
<b>Proposed Dividends on Equity Shares not recognised</b>		
Final dividend for the year ended [ Nil per share (PY ₹ 1 per share)]	-	515.67
Dividend distribution tax on proposed dividend	-	106.00
	-	<b>621.67</b>
The proposed dividend for FY 18-19 has been cancelled in the Adjourned Annual General Meeting on 27-Dec-19		

	31-Mar-20	31-Mar-19
<b>(v) General reserve</b>		
Balance at the beginning of the year	2,308.01	2,308.01
Movement during the year	-	-
<b>Balance at the end of the year</b>	<b>2,308.01</b>	<b>2,308.01</b>

**12(c) OTHER RESERVES**

	31-Mar-20	31-Mar-19
<b>(i) Foreign currency monetary items translation difference account</b>		
Foreign Currency monetary Item Translation Difference Account represents amounts recognised on account of long term foreign currency denominated borrowings not related to acquisition of depreciable assets. Amounts so recognised are amortised in the Statement of Profit and Loss over remaining maturity of borrowings.		
Balance at the beginning of the year	(82.24)	(70.53)
Exchange gain / (loss) during the year	52.24	-
Amortised during the year	(20.92)	(11.71)
<b>Balance at the end of the year</b>	<b>(50.92)</b>	<b>(82.24)</b>
<b>(ii) Equity component of convertible debentures</b>		
Balance at the beginning of the year	-	2,720.96
Adjusted on conversion of CCD	-	(2,720.96)
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>

**13) SHARE CAPITAL****[a] Authorised share capital**

	Equity shares of ₹ 2/- each (PY ₹ 2/- each)		Redeemable preference shares of ₹ 100/- each (PY ₹ 100/- each)		Equity shares of ₹ 2/- each with differential voting rights (PY ₹ 2/- each)	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
<b>As at 1 April 2018</b>	<b>926,500,000</b>	<b>1,853.00</b>	<b>5,000,000</b>	<b>500.00</b>	<b>310,000,000</b>	<b>620.00</b>
Increase during the year	-	-	-	-	-	-
<b>As at 31-Mar-2019</b>	<b>926,500,000</b>	<b>1,853.00</b>	<b>5,000,000</b>	<b>500.00</b>	<b>310,000,000</b>	<b>620.00</b>
Increase during the year	-	-	-	-	-	-
<b>As at 31-Mar-2020</b>	<b>926,500,000</b>	<b>1,853.00</b>	<b>5,000,000</b>	<b>500.00</b>	<b>310,000,000</b>	<b>620.00</b>

**[b] Issued equity share capital**

	Equity shares of ₹ 2/- each (PY ₹ 2/- each)		Equity shares of ₹ 2/- each with differential voting rights (PY ₹ 2/- each)		Total
	No. of shares	Amount	No. of shares	Amount	
<b>As at 1-Apr-2018</b>	<b>496,366,053</b>	<b>992.73</b>	<b>19,294,304</b>	<b>38.59</b>	<b>1,031.32</b>
Conversion of CCD (refer note 12 [b] (i))	-	-	-	-	-
<b>As at 31-Mar-2019</b>	<b>496,366,053</b>	<b>992.73</b>	<b>19,294,304</b>	<b>38.59</b>	<b>1,031.32</b>
Increase during the Year	-	-	-	-	-
<b>As at 31-Mar-2020</b>	<b>496,366,053</b>	<b>992.73</b>	<b>19,294,304</b>	<b>38.59</b>	<b>1,031.32</b>

**i) Terms / rights, preferences and restrictions attached to ordinary equity shares:**

Each holder of Ordinary Equity Shares is entitled to one vote per share. They have right to receive dividend proposed by the Board of Directors and approved by the Shareholders in the Annual General Meeting, right to receive annual report and other quarterly/half yearly/annually reports/notices and right to get new shares proportionately in case of issuance of additional shares by the Company.

In the event of liquidation of the Company, the holders of Ordinary Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Ordinary Equity Shares held by the Shareholders. The Company has a first and paramount lien upon all the Ordinary Equity Shares.



**ii) Terms and conditions of differential voting rights (DVR):**

The DVR equity shareholders have the same rights as the Ordinary Equity Shares of the Company except voting rights. Every 10 DVR equity shares have one voting right on poll (on show of hands however, they carry 1 vote for every person voting). Any DVR holder holding less than 10 DVR equity shares holds fractional voting rights. The DVR equity shares have right to receive full dividend, to receive annual report, right to receive quarterly/half yearly/annually reports/notices and other information/correspondence from time to time, to receive bonus and/or rights shares of the same class of shares as and when such an issue is made in respect of Ordinary Equity Shares and in the same ratio and terms.

In case of buy back or reduction of capital of Ordinary Equity Shares, the DVR equity shares have right subject to buyback or reduction on the same terms as Ordinary Equity Shares. Further, in case of issue of Ordinary Equity Shares or any other securities or assets to ordinary equity shares in case of amalgamation/demerger/re-organisation/reconstruction, the DVR Equity Shares have right to receive DVR Equity Shares and any other securities/assets as issued to Ordinary Equity Shares. They have right to hold separate class meeting if their rights are affected in any manner adversely.

**iii) ESOP:**

Board of Directors have on 31<sup>st</sup> March 2020 approved the grant/transfer to the selected employees 18,96,429 Equity Shares purchased by the ESOP Trust 2018, under the amended JISL ESOPs Scheme, 2011 to such persons and at an exercise price of Rs 35 each to be vested in 5 years in equal number as per grant list placed before the Board as recommended by ESOP Trust 2018, as well as the NRC, initialed by the Chairman/Secretary for identification) to be administered by the NRC /JISL Esop Trust 2018 as per the pre approved JISL ESOPs Scheme 2011.

**[c] Details of shareholders holding more than 5% of the aggregate shares in the Company:****i) Equity shares of (face value: ₹ 2/- each)**

	31-Mar-20		31-Mar-19	
	No. of shares	% of total equity shares	No. of shares	% of total equity shares
Jalgaon Investments Pvt. Ltd.	117,373,036	23.65%	106,593,836	21.47%
Mandala Rose Co Investment Limited, Mauritius	36,200,000	7.29%	36,200,000	7.29%

**ii) Equity shares with differential voting rights (face value: ₹ 2/- each)**

	31-Mar-20		31-Mar-19	
	No. of shares	% of total DVR	No. of shares	% of total DVR
Jalgaon Investments Pvt. Ltd.	4,830,250	25.03%	4,830,250	25.03%

**14) FINANCIAL LIABILITIES****14(a) NON-CURRENT BORROWINGS**

	Maturity Date	Security and terms of repayment	31-Mar-20	31-Mar-19
<b>Secured</b>				
<b>(i) Rupee Term loans - From banks (Average interest rate for loan under category is 10.76%)</b>				
Exim bank	FY 2022-23	The balance loan repayable in 19 quarterly installment of ₹ 2 to ₹ 50 starting from 1-Jan-18. For security detail [Refer point no. (a) of security details (iii)]	596.64	695.14
Exim bank	FY 2024-25	The loan repayable in 11 equal half yearly installment of ₹ 181.81 each starting from 1-Nov-19. For security detail [Refer point no. (b) of security details (iii)]	1,985.33	1,982.12
Canara Bank	FY 2022-24	The loan repayable in 60 equal monthly installment of ₹ 12.50 each starting from 30-Apr-18. For security detail [Refer security details (iv)]	516.07	590.09
<b>(ii) External commercial borrowings: (Average interest rate for loan under category is 8.35%)</b>				
International finance corporation (IFC)	FY 2025-26	The loan repayable in 13 equal half yearly installment of ₹ 200 each starting from 15-Mar-20. For security detail [Refer security details (vi)]	2,574.07	2,569.71

## Contd...14) Financial Liabilities....

(All amount in ₹ Million, unless otherwise stated)

	<b>Maturity Date</b>	<b>Security and terms of repayment</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
International finance corporation (IFC)	FY 2020-21	The loan is repayable in 11 half yearly installments of US\$ 0.38 million to US\$ 4.69 million starting from 30-May-15.For security detail [Refer point no. (a) of security details (ii)]	180.53	216.79
FMO - Nederlandse Inancierings-Maatschappij Voor Ontwikkelingslanden N.V.	FY 2020-21	The loan is repayable in 11 half yearly installments of US\$ 0.03 million to US\$ 1.9 million starting from 30-Nov-15. For security detail [Refer point no. (b) (i & ii) of security details (ii)]	408.88	490.32
DEG - Deutsche Investitions-Und Entwicklungsgesellschaft MBH	FY 2020-21	The loan is repayable in 11 half yearly installments of US\$ 0.08 million to US\$ 2.3 million starting from 30-Nov-15. For security detail [Refer point no. (d) (i & ii) of security details (ii)]	488.48	594.74
PROPARCO - Société De Promotion Et De Participation Pour La Coopération Économique	FY 2022-23	The loan is repayable in 13 half yearly installments of US\$ 0.21 million to US\$ 1.43 million starting from 30-Nov-15.For security detail [Refer point no. (c) (i & ii) of security details (ii)]	495.17	543.52
UBS Switzerland, AG	FY 2024-25	The loan is repayable in 12 half yearly installments of Euro 0.20 million each starting from 1-Jul-19.For security detail [Refer point no. (vii) of security details ]	160.51	180.02
Vehicle Loans	FY 2022-23	Average interest rate for different loans included here is 9.21% . For security detail [Refer security details (v)]	22.70	33.89
<b>Sub-total</b>			<b>7,428.38</b>	<b>7,896.34</b>
<b>Total non-current borrowings</b>			<b>7,428.38</b>	<b>7,896.34</b>
<b>Less: Current maturities of non-current borrowings</b>			<b>(3,135.48)</b>	<b>(1,652.87)</b>
<b>Non-current borrowings</b>			<b>4,292.90</b>	<b>6,243.47</b>

**(i) Compulsorily convertible debentures**

3,62,00,000 Compulsorily Convertible Debentures of ₹ 80 each issued on 11-March-2016 to Mandala Rose Co-Investment Ltd. (Non Promoter entity) were converted into 3,62,00,000 Ordinary Equity shares of ₹ 2 each at a premium of ₹ 2,648.56 on 16-Sep-2017.

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Face value of the debentures	-	2,896.00
Equity component of convertible debentures - value of conversion rights#	-	(2,896.00)
Balance at the beginning of the year	-	-
Interest expenses*	-	-
Interest paid	-	-
Non-current borrowings	-	-
* Interest expense is calculated by applying the effective interest rate of 14.67% to the liability component.		

**14(b) CURRENT BORROWINGS**

	<b>Security</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>(i) Loans repayable on demand</b>			
Secured (Average interest rate for loan under category is 10.54%)			
- From banks			
Working capital loans	} For security detail [Refer security details (viii)]	8,841.18	5,648.04
Cash credit accounts		13,023.04	317.31
Export packing credit		1,505.64	2,406.55
Bill discounting		-	87.26
<b>- From others</b>			
Unsecured loans from associate (refer note 36)		462.66	-
<b>Total</b>		<b>23,832.52</b>	<b>8,459.16</b>

**SECURITY DETAILS****(i) ECB Loan – International Finance Corporation (IFC) of US\$ 60 million: Nil (PY Nil)****a) ECB Loan of US\$ 15 million of IFC (Loan Key Number 2007872)**

The ECB Loan is secured by exclusive first Charge over entire movable plant, machinery and equipment, including all the spare parts and all other movable fixed assets such as furniture, fixtures, installations, vehicles, office equipment's, computers and all other fixed assets of the Company both present and future at both the plants of the Company at Chittoor, Andhra Pradesh and further secured by way of exclusive first ranking charge over the land and other immovable properties together with all building and structure thereon and all other plant and machinery at both the plants of the Company at Chittoor, Andhra Pradesh.

The above ECB loan has been fully repaid and memorandum of complete satisfaction of charge filed with the Registrar of Companies, Maharashtra, Mumbai and registered.

**b) ECB Loan of US\$ 15 million of IFC (Loan Key Number 2008534)**

Exclusive first Charge over entire movable plant, machinery and equipment, including all the spare parts and all other movable fixed assets such as furniture, fixtures, installations, office equipments, computers and all other fixed assets of the Company both present and future at Company's facilities at Bhavnagar (Gujarat) and Hyderabad (Andhra Pradesh) and further secured by way of exclusive first ranking charge over the land and other immovable properties together with all building and structure thereon and all other plant and machinery at Company's facilities at Bhavnagar (Gujarat) and Hyderabad (Andhra Pradesh).

The above ECB loan has been fully repaid and satisfaction of charge is in process.

**c) ECB Loan of US\$ 15 million of IFC (Loan Key Number 2009182)**

Exclusive first Charge over entire movable plant, machinery and equipment, including all the spare parts and all other movable fixed assets such as furniture, fixtures, installations, office equipments, computers and all other fixed assets of the Company both present and future at Company's facilities at Bambhori, Dist. Jalgaon, Maharashtra and further secured by way of exclusive first ranking charge by deposit of title deeds of selected immovable properties of the Company situated at Village Bambhori, Dist. Jalgaon in State of Maharashtra together with all buildings, structures thereon and all plant and machinery attached to earth however excluding assets charged exclusively as mentioned in these notes.

The above ECB loan (Loan Key Number 2009182) is also personally guaranteed by three Directors including Vice Chairman and Managing Director of the Company in their personal capacity.

The above ECB loan has been fully repaid and satisfaction of charge is in process.

**d) ECB Loan of US\$ 15 million of IFC (Loan Key Number 2010019)**

Exclusive first Charge over specific movable plant, machinery and equipment of the Company at Company's facilities at Plastic Park, Bambhori, Dist. Jalgaon, Maharashtra and further secured by way of exclusive first ranking charge by deposit of title deeds of selected immovable properties of the Company situated at Village Bambhori, Dist. Jalgaon in State of Maharashtra together with all buildings, structures thereon and all plant and machinery attached to earth however, excluding assets charged exclusively as mentioned in these notes.

The above ECB loan (Loan Key Number 2010019) is also personally guaranteed by three Directors including Vice Chairman and Managing Director of the Company in their personal capacity.

The above ECB loan has been fully repaid and satisfaction of charge is in process.

**ii) ECB Loan – Senior Lenders of US\$ 89 million: CY ₹ 1,573.06 (PY US\$ 89 million equivalent to ₹ 1,845.37)**

a) International Finance Corporation (IFC) of US\$ 24.00 million: CY ₹ 180.53 (PY US\$ 24.00 million equivalent to ₹ 216.79) (Loan Key No 201210122).

b) Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V (FMO):

i) US\$ 17.00 million: CY ₹ 347.55 (PY US\$ 17.00 million equivalent to ₹ 416.77) (Loan Key No 201212201).

ii) US\$ 3.00 million: CY ₹ 61.33 (PY US\$ 3.00 million equivalent to ₹ 73.55) (Loan Key No 201212212)

c) Société De Promotion Et De Participation Pour La Coopération Économique (Proparco):

i) US\$ 17.00 million: CY ₹ 400.33 (PY US\$ 17.00 million equivalent to ₹ 443.13 (Loan Key No 201212202)

ii) US\$ 3.00 million: CY ₹ 94.83 (PY US\$ 3.00 million equivalent to ₹ 100.39) (Loan Key No 201212213).

d) Deutsche Investitions-Und Entwicklungsgesellschaft mbH (DEG):

i) US\$ 17.00 million: CY ₹ 332.17 (PY US\$ 17.00 million equivalent to ₹ 404.42) (Loan Key No 201212200).

ii) US\$ 8.00 million: CY ₹ 156.31 (PY US\$ 8.00 million equivalent to ₹ 190.32) (Loan Key No 201212214).

The charge ranks subservient to the charge created in favour of International Finance Corporation to secure its loan of US\$ 60 million (Loan Key Nos. 2007872, 2008534, 2009182 and 2010019 all repaid fully) over entire movable plant, machinery and equipment, including all the spare parts and all other movable fixed assets such as

furniture, fixtures, installations, vehicles, office equipments, computers and all other fixed assets of the Company both present and future at both the plants of the Company at Bhavnagar (Gujarat), Hyderabad (Andhra Pradesh) and Jalgaon (Maharashtra) and further secured by way of subservient charge over the land and other immovable properties together with all building and structure thereon and all other plant and machinery at the plants of the Company at Bhavnagar (Gujarat), Hyderabad (Andhra Pradesh) and specific immovable and movable properties at Jalgaon (Maharashtra).

The above ECB loan (Loan Key Number 201210122) is also personally guaranteed by three Directors, including, Vice Chairman and Managing Director of the Company in their personal capacity.

The above ECB loans are further secured by way of exclusive charge by way of Registered Mortgage on the following immovable properties of the Company:

- 1) Gat No. 220, total admeasuring H.1.58 R. situated at Bambhori (Pr. Ch.), Tal. Dharangaon, Dist. Jalgaon:
- 2) Gat No. 118/1, total admeasuring H.0.99 R. situated at Eklagna, Tal. Dharangaon, Dist. Jalgaon:
- 3) Gat No. 119/1, total admeasuring H.1.42 R. situated at Eklagna, Tal. Dharangaon, Dist. Jalgaon:
- 4) Gat No. 122, total admeasuring H.1.76 R. situated at Eklagna Tal. Dharangaon, Dist. Jalgaon:
- 5) Gat No. 139/11, total admeasuring H.3.06 R. situated at Shirsoli P.B. Tal. & Dist. Jalgaon:
- 6) Gat No. 139/12, total admeasuring H.3.08 R. situated at Shirsoli P.B. Tal. & Dist. Jalgaon:

Together with all existing and future buildings, erections, structures, godowns and construction of every kind and description and together with all the trees, fences, hedges, ditches, ways, sewers, drains, waters, watercourses, liberties, privileges, easements and appurtenances whatsoever to the said land, hereditaments and premises or any of them or any part thereof whether presently in existence or in the future belonging to or in any way appurtenant thereto or usually held, occupied or enjoyed therewith or expected to belong or be appurtenant thereto or usually held, occupied or enjoyed therewith or expected to belong or be appurtenant thereto and all the estate, right, title, interest property, claims and demands whatsoever of the Company in, to and upon the same, which description shall include all property of the above description whether presently in existence or constructed or acquired hereafter.

The Company has defaulted in the repayment of IFC loan ('External Commercial Borrowings'). The amount of total overdue outstanding as at March 31, 2020 is ₹ 479.21 towards principal and ₹51.93 million towards interest (Previous year ₹ Nil)

**iii) a) Export Import Bank of India (EXIM): Term Loan: ₹ 596.64 (PY ₹ 695.14)**

The loan together with interest, commitment charges, liquidated damages, costs expenses and all other monies payable to EXIM Bank is secured by a first charge on the whole of movable fixed assets of Company both present and future, including its movable plant and machinery, equipments, appliances, furniture, vehicles, machinery spares and stores and accessories whether or not installed and related movables in the course of transit or delivery whether now belonging or which may hereafter belong to the Company or which may be held by any person at any place within or outside India to the order or disposition of the Company and all documents of title including bills of lading, shipping documents, policies of insurance and other instruments and documents relating to such movables together with benefits of all rights thereto.

The loan is further secured by way of mortgage by deposit of title deeds of selected lands measuring 35.02 Hectares (86.53 Acres) situated at Takarkheda Shiver, Taluka Erandol, District Jalgaon in the state of Maharashtra together with all buildings, structures thereon and all plant and machinery attached to earth.

The loan is further secured by first charge ranking pari passu by way of equitable mortgage created in favour of security trustee i.e. IDBI Trusteeship Services Ltd., Mumbai on behalf of Exim Bank by deposits of title deeds of selected immovable properties of the Company situated at Village Bhambhori & Shirsoli, Dist. Jalgaon is state of Maharashtra together with all buildings, Structure thereon and all plant and machinery attached to earth however, excluding assets charged exclusively as mentioned in these notes.

**b) Export Import Bank of India (EXIM): Term Loan: ₹ 1,985.33 (PY ₹ 1,982.12)**

Under Production Equipment Finance Programme

The loan together with interest, commitment charges, liquidated damages, costs expenses and all other monies payable to Exim Bank is secured by first charge on the whole of movable fixed assets of Company both present and future, including its movable plant and machinery, equipment, appliances, furniture, vehicles, machinery spares, and stores and accessories whether or not installed and related movables in the course of transit or delivery whether now belonging or which may hereafter belong to the Company or which may be held by any person at any place within or outside India to the order of disposition of the company and all documents of title including bills of lading, shipping documents, policies of insurance and other instruments and documents relating to such movables together with benefits of all right thereto.

Contd...14) Financial Liabilities....

(All amount in ₹ Million, unless otherwise stated)

The loan is further secured by way of mortgage by deposit of title deeds of selected lands measuring 35.02 Hectares (86.53 Acres) situated at Takarkheda Shivar, Taluka Erandol, District Jalgaon in the state of Maharashtra together with all building, structures thereon and all plant and machinery attached to earth.

The loan is further secured by First Charge ranking Pari-Passu by way of equitable mortgage by deposit of title deeds of selected immovable properties of the Company situated at Village Bhambori & Shirsoli Dist. Jalgaon in state of Maharashtra together with all building, structures thereon and all plant and machinery attached to earth however, excluding the assets charged exclusively as mentioned in these notes.

The Company has defaulted in the repayment of EXIM Bank loan. The amount of total overdue outstanding as at March 31, 2020 is ₹ 281.82 towards principal and ₹ 154.43 towards interest (Previous year ₹ Nil)

**(iv) Canara Bank: Term Loan: ₹ 516.07 (PY ₹ 590.09)**

The loan together with interest, commitment charges, liquidated damages, costs expenses and all other monies payable to Canara Bank is secured by a first charge on the whole of movable assets of Company both present and future, including its movable plant and machinery, equipment's, appliances, furniture, vehicles, machinery spares and stores and accessories whether or not installed and related movables in the course of transit or delivery whether now belonging or which may hereafter belong to the Company or which may be held by any person at any place within or outside India to the order or disposition of the Company and all documents of title including bills of lading, shipping documents, policies of insurance and other instruments and documents relating to such movables together with benefits of all rights thereto.

The loan is further secured by First charge ranking Pari-Passu by way of equitable mortgage by deposit of title deeds of selected immovable properties of the Company situated at Village Bambhori & Shirsoli, Dist. Jalgaon in State of Maharashtra together with all buildings, structures thereon and all plant and machinery attached to earth however, excluding the assets charged exclusively as mentioned in these notes.

The above term loan is also personally guaranteed by three Directors including Vice Chairman and Managing Director of the Company in their personal capacity.

The Company has defaulted in the repayment of Canara Bank loan. The amount of total overdue outstanding as at March 31, 2020 is ₹ 73.50 towards principal and ₹ 28.44 towards interest (Previous year ₹ Nil)

**(v) Vehicle Loan: CY ₹ 22.70 (PY ₹ 33.89)**

The loan is secured by exclusive charge on specific vehicles to specified lenders.

**(vi) ECB Loan – International Finance Corporation (IFC): ₹ 2,574.07 (PY ₹ 2,600) (Loan Key Number 2007872)**

The ECB Loan is secured by first ranking Mortgage in favour of International Finance Corporation (IFC) on specific movable and immovable assets of the Company acceptable to IFC.

The Company is in process of Security Creation in favour of IFC.

The Company has defaulted in the repayment of IFC loan. The amount of total overdue outstanding as at March 31, 2020 is ₹ 200.00 million towards principle and ₹ 145.70 million towards interest (Previous year ₹ Nil)

**(vii) ECB Loan – UBS Switzerland AG of Euro 3.09 million: CY: ₹ 160.51 (PY ₹ 180.02)**

The above ECB Loan is secured by way of first and exclusive charge on Extrusion Line or the production of HDPE Pipes in diameter range upto 2,500 mm including efficient air cooling (EAC) with standard accessories, (Movable Assets), along with all right, title, interest, benefits, claims and demands, both present and future, whatsoever, of JISL, in, to, under or in respect of, the Movable Assets, and to secure for the repayment of the Loan and payment of other monies including all interest at the agreed rates, costs, charges, expenses and all other monies due to UBS.

**(viii) Working Capital Loans: (including WCTL, Cash Credit, Export Packing Credit, FCTL & FCNRB, Bill discounting): CY ₹ 23,369.86 (PY ₹ 8,459.16)**

Consortium of Banks (In Alphabetical order) led by State Bank of India, Commercial Branch, Fort, Mumbai and D N Road Branch, Mumbai and sub limit with State Bank of India, Dana Bazar Branch, Jalgaon, Andhra Bank, Mumbai, Bank of Baroda, Mumbai, Bank of Bahrain and Kuwait, Mumbai, Canara Bank, Jalgaon, Export Import Bank of India, Mumbai, IDBI Bank Ltd, Jalgaon & Pune, Indian Bank, Mumbai, Oriental Bank of Commerce Mumbai, Punjab National Bank, Mumbai, Co-operative Centrale Raiffesen Boerenleen Bank, Mumbai, Standard Chartered Bank, Mumbai, Syndicate Bank, Mumbai, The South Indian Bank Ltd, Mumbai, Union Bank of India, Mumbai and Yes Bank Ltd, Mumbai.

The working capital loans are secured by a first pari-passu charge created in favour of Security Trustee i.e. IDBI Trusteeship Services Ltd, Mumbai on behalf of (consortium members) on whole of Company's present and future stocks of raw material, finished goods, stocks in process, stores and spares and other raw materials, stored whether raw or in process of manufacture and all articles manufactured there from brought into store or be in

or around the Company's godowns or factory premises at Jalgaon or elsewhere, including goods in transit or delivery and the Company's present and future book debts, outstanding monies, receivable, claims, bills, contracts, engagements, securities, investments, rights and assets of the Company.

The Working Capital Facilities as above are further secured by a second charge (First Charge in case of FCTL and FCNRB) ranking Pari-Passu by way of equitable mortgage created in favour of Security Trustee i.e. IDBI Trusteeship Services Ltd, Mumbai on behalf of consortium members by deposits of title deeds of selected immovable properties of the Company situated at Village Bambhori & Shirsoli, Dist. Jalgaon in State of Maharashtra together with all buildings, structures thereon and all plant and machinery attached to earth however, excluding assets charged exclusively as mentioned in these notes. The whole of the movable properties of the Company (other than Current Assets) including its movable plant and machinery, machinery spares, tools and accessories and other movables, both present and future save and except the moveable assets which are exclusively charged to the other lenders. The working capital loans are also secured by personal guarantee by the Vice Chairman and Managing Director and three other Directors of the Company in their personal capacity.

As the Company has defaulted in repayment of its short term dues towards lenders, the account has been classified as NPA since September 2019

#### 14(c) TRADE PAYABLES

	31-Mar-20	31-Mar-19
<b>Current</b>		
Total outstanding dues to Micro and Small Enterprises (refer note 31)	186.75	338.42
Dues to subsidiaries and associate (refer note 36)	504.71	472.77
Total outstanding dues to others	3,516.02	9,659.62
<b>Total</b>	<b>4,207.48</b>	<b>10,470.81</b>

Trade payables to related parties are disclosed as part of note 36- Related party transaction along with other related parties transaction.

#### 14(d) OTHER FINANCIAL LIABILITIES

	31-Mar-20	31-Mar-19
<b>Non-current</b>		
Derivative liabilities	13.90	-
Financial guarantees	237.02	363.75
Non-current Lease Liabilities	2.84	-
<b>Total</b>	<b>253.76</b>	<b>363.75</b>
<b>Current</b>		
Current maturities of non-current borrowings (refer note 13(a))	3,135.48	1,652.87
Interest accrued and due on borrowings	1,566.69	103.35
Derivative liabilities	7.66	5.30
Unpaid dividend ^	9.29	11.52
Trade payable for capital goods (other than small enterprises and medium enterprises)	131.62	141.77
Outstanding liability for expenses	209.98	256.56
Current Lease Liabilities	1.08	-
Liabilities towards employee benefits	916.86	566.21
Security deposits	690.00	999.99
<b>Total</b>	<b>6,668.66</b>	<b>3,737.57</b>

^ There are no unpaid dividend which is required to be transferred to investors education protection fund.

#### 15) PROVISIONS

	31-Mar-20	31-Mar-19
<b>Non-current</b>		
Provision for employee benefits		
(i) Provision for gratuity (funded) (refer note 27)	175.71	155.87
(ii) Provision for leave encashment (unfunded) (refer note 27)	96.85	115.68
<b>Total</b>	<b>272.56</b>	<b>271.55</b>
<b>Current</b>		



(All amount in ₹ Million, unless otherwise stated)

	31-Mar-20	31-Mar-19
<b>Provision for employee benefits</b>		
(i) Provision for gratuity (funded) (refer note 27)	105.84	117.46
(ii) Provision for leave encashment (unfunded) (refer note 27)	17.06	17.49
Other provisions		
(i) Dividend distribution tax	125.07	112.35
<b>Total</b>	<b>247.97</b>	<b>247.30</b>

**16) DEFERRED TAX LIABILITIES (NET)****(i) Movement in deferred tax liabilities for the year ended March 31, 2019**

	01-Apr-18	Recognised in			31-Mar-19
		Profit or loss	OCI	Equity	
Property, plant and equipment	5,430.95	(121.93)	-	-	5,309.02
Prepaid share issue expenses	13.72	(4.28)	-	-	9.44
Impairment allowance for trade receivables	(799.56)	(64.11)	-	-	(863.67)
Fair valuation of biological assets	75.36	46.78	-	-	122.14
Fair valuation of Investments and derivatives	31.64	(43.94)	-	-	(12.30)
Disallowance under section 43B of the IT Act, 1961	(160.73)	(84.22)	3.35	-	(241.60)
Compulsorily convertible debentures #	-	-	-	-	-
Unabsorbed loss	-	-	-	-	-
MAT Credit	(1,194.68)	386.29	-	-	(808.39)
Others	155.08	112.61	-	-	267.69
<b>Deferred tax liabilities (net)</b>	<b>3,551.78</b>	<b>227.20</b>	<b>3.35</b>	<b>-</b>	<b>3,782.33</b>

# Deferred tax asset in relation to equity component of compulsorily convertible debentures has been recorded with corresponding effect to equity.

**(ii) Movement in deferred tax liabilities for the period ended March 31, 2020**

	01-Apr-19	Recognised in			31-Mar-20
		Profit or loss	OCI	Equity	
Property, plant and equipment	5,309.02	138.41	-	-	5,447.43
Prepaid share issue expenses	9.44	(2.12)	-	-	7.32
Impairment allowance for trade receivables	(863.67)	(691.29)	-	-	(1,554.96)
Fair valuation of biological assets	122.14	(11.51)	-	-	110.63
Fair valuation of Investments and derivatives	(12.30)	(1.27)	-	-	(13.57)
Disallowance under section 43B of the IT Act, 1961	(241.60)	(26.03)	2.98	-	(264.65)
MAT Credit	(808.39)	-	-	-	(808.39)
Unabsorbed loss	-	(1,904.32)	-	-	(1,904.32)
Others	267.69	27.26	-	-	294.95
<b>Deferred tax liabilities (net)</b>	<b>3,782.33</b>	<b>(2,470.87)</b>	<b>2.98</b>	<b>-</b>	<b>1,314.44</b>

**17) CURRENT TAX LIABILITIES**

	31-Mar-20	31-Mar-19
Current		
Opening balance	288.53	1.25
Add: Current tax for the year	-	606.46
Less: Taxes paid	(288.53)	(319.18)
<b>Total</b>	<b>-</b>	<b>288.53</b>

(All amount in ₹ Million, unless otherwise stated)

## 18) OTHER CURRENT LIABILITIES

	31-Mar-20	31-Mar-19
Current		
Advances from customers	911.34	489.17
Statutory liabilities	458.19	129.57
Deferred income *	57.25	184.68
<b>Total</b>	<b>1,426.78</b>	<b>803.42</b>

\* includes provision for sales return and grant towards capital goods

## 19) REVENUE FROM OPERATIONS

	31-Mar-20	31-Mar-19
<b>Revenue from sale of products</b>		
- Domestic sales (net of sales return)	16,900.26	37,508.77
- Export sales	2,551.16	4,165.13
Less: Trade, other discounts and allowances #	(2,446.81)	(3,659.04)
	<b>17,004.61</b>	<b>38,014.86</b>
# Includes discount on export sales of ₹ 1.31 (PY ₹ 31.57)		
<b>Revenue from rendering services</b>		
- Domestic services	1,642.40	5,360.47
- Income in respect of incomplete projects	688.37	351.24
- Export services	1.51	288.52
	<b>2,332.28</b>	<b>6,000.23</b>
<b>Other operating income</b>		
- Sale of Scrap	0.46	3.54
- Sundry balances appropriated	65.37	2.67
- Provisions no longer required written back	131.97	228.30
- Fair value changes of biological assets	-	133.88
- Income from other services	53.07	44.16
	<b>250.87</b>	<b>412.55</b>
<b>Total</b>	<b>19,587.76</b>	<b>44,427.64</b>

## 20) OTHER INCOME

	31-Mar-20	31-Mar-19
<b>Other non-operating income</b>		
Interest received on financial assets- carried at amortised cost	92.20	95.24
Incentives and assistance (see note (i) below)	446.56	819.12
Fair valuation gain on derivatives	3.62	128.02
Profit on sale of fixed assets (net)	7.74	2.17
Profit on sale of non-current investments (net)	0.59	-
Foreign exchange gain (net)	135.72	-
Fair valuation gain on equity and preference instruments measured at FVTPL	-	0.07
Fair valuation gain on mutual funds measured at FVTPL	-	0.31
Corporate guarantee commission	129.54	134.95
<b>Total</b>	<b>815.97</b>	<b>1,179.88</b>

(i) Detail of government grants: Government Grant are related to investment in Jalgaon, Alwar and grant is in the form of exemption from electricity duty, stamp duty and to receive an industrial promotional subsidy. Further it also includes savings in import duty on procurement of capital goods and export incentives under MEIS scheme.

## 21) COST OF MATERIAL CONSUMED

	31-Mar-20	31-Mar-19
Raw materials (including packaging materials)		
Inventory at the beginning of the year (excluding material in transit)	2,341.82	2,906.60
Add: Purchases	11,140.81	24,492.80
Less: Inventory at the end of the year (excluding material in transit)	2,031.28	2,341.82
<b>Cost of raw materials consumed</b>	<b>11,451.35</b>	<b>25,057.58</b>

(All amount in ₹ Million, unless otherwise stated)

**22) CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Inventory at the end of the year		
- Finished goods (excluding material in transit)	5,008.90	4,596.07
	<b>5,008.90</b>	<b>4,596.07</b>
Inventory at the beginning of the year		
- Finished goods (excluding material in transit)	4,596.07	4,502.97
	<b>4,596.07</b>	<b>4,502.97</b>
“ Excise duty related to increase / (decrease) in inventory of finished goods “	-	-
<b>Net increase/ (decrease) in inventories</b>	<b>(412.83)</b>	<b>(93.10)</b>

**23) EMPLOYEE BENEFITS EXPENSE**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Salaries, wages, bonus etc.	2,601.39	2,767.73
Contribution to provident and other funds (refer note 27)	276.14	276.82
Gratuity expense (refer note 27)	57.39	55.33
Staff welfare expenses	73.10	98.46
<b>Total</b>	<b>3,008.02</b>	<b>3,198.34</b>

**24) DEPRECIATION AND AMORTIZATION EXPENSE**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Depreciation on property, plant and equipment	1,530.96	1,671.02
Amortisation of intangible assets	35.19	47.95
Depreciation on Lease	17.78	-
Depreciation on investment property	8.80	8.80
Capitalised during the year (refer note 3[2])	(3.13)	(1.64)
<b>Total</b>	<b>1,589.60</b>	<b>1,726.13</b>

**25) OTHER EXPENSES**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Consumption of stores, spares and consumables	119.38	337.19
Power and fuel	810.14	1,141.87
Agency charges for installation	1,718.73	2,220.00
Rent (refer note 33)	184.42	247.37
Repairs and maintenance		
- Building	41.71	102.67
- Machinery	8.30	40.40
- Others	24.64	40.98
Freight outward	552.11	1,038.21
Processing charges	323.83	631.45
Export selling expenses	185.89	265.61
Auditor's remuneration (refer note 24(a))	9.96	11.03
Legal, professional & consultancy fees	227.63	279.06
Travelling and conveyance expenses	285.12	451.54
Communication expenses	45.84	46.28
Commission and brokerage	185.18	209.72
Advertisement and sales promotion expenses	110.57	340.49
Foreign exchange gain (net)	-	184.50
Cash discount	313.97	408.23
Irrecoverable claims	633.91	292.73
Provision for doubtful advances	50.12	125.40
Bad debts and bad advances	53.37	-
Provisions for bad and doubtful debts	1,927.99	210.00

## Contd...25) Other Expenses....

(All amount in ₹ Million, unless otherwise stated)

	31-Mar-20	31-Mar-19
Donation	0.06	16.64
Insurance	49.37	63.55
Rates and taxes	9.64	11.37
Director's sitting fees	3.05	3.05
Commission to Directors	-	110.00
Corporate social responsibility expenditure (refer note 24(b))	14.57	46.56
Fair valuation loss on equity and preference instruments measured at FVTPL	0.05	-
Fair valuation loss on mutual funds measured at FVTPL	0.50	-
- Fair value changes of biological assets	32.95	-
Miscellaneous expenses	403.51	514.87
<b>Total</b>	<b>8,326.51</b>	<b>9,390.77</b>

**25(a) Auditors Remuneration**

Payments to auditor - (exclusive of service tax & GST)	31-Mar-20	31-Mar-19
As auditor		
- Statutory audit #	5.80	5.80
- Tax audit	0.65	0.65
- Limited Review	2.70	2.70
In Other Capacity		
Certification and other matter	0.81	1.88
<b>Total</b>	<b>9.96</b>	<b>11.03</b>

# including for Consolidated Financial Statement

**25(b) Details of Corporate social responsibility expenditure**

a) Gross amount required to be spent during the year ₹ 61.0 (P.Y. ₹ 46.54)

b) Amount spent during the year on:

Particulars	In cash	Yet to be paid in cash	Total
i) Construction/ acquisition of any asset	-	-	-
ii) On purposes other than (i) above	14.57	-	14.57
<b>Total</b>	<b>14.57</b>	<b>-</b>	<b>14.57</b>

**26) FINANCE COSTS**

	31-Mar-20	31-Mar-19
<b>Interest expenses :</b>		
Interest on term loans	770.87	743.13
Interest on working capital loans	2,323.42	1,397.38
Interest on others	280.95	93.67
<b>Other borrowing cost :</b>		
Discounting charges and interest	226.09	481.05
Bank commission and charges	393.63	383.30
<b>Total</b>	<b>3,994.96</b>	<b>3,098.53</b>

**27) INCOME TAX****[a] Income tax expense is as follows:**

	31-Mar-20	31-Mar-19
Statement of Profit and Loss		
<b>Current tax:</b>		
Tax for the year	-	606.46
Adjustments for current tax of prior periods	-	-

## Contd...27) Income Tax

(All amount in ₹ Million, unless otherwise stated)

	31-Mar-20	31-Mar-19
<b>Total current tax expense</b>	-	606.46
<b>Deferred tax:</b>		
Deferred tax expenses	(2,470.87)	277.65
<b>Total deferred tax expense</b>	<b>(2,470.87)</b>	<b>277.65</b>
<b>Income tax expense</b>	<b>(2,470.87)</b>	<b>884.11</b>
<b>Other comprehensive income</b>		
Deferred tax related to OCI items:		
Net loss / (gain) on remeasurements of defined benefit plans	(2.98)	(3.35)
<b>Total</b>	<b>(2.98)</b>	<b>(3.35)</b>

**[b] Reconciliation of tax expense and the accounting profit computed by applying the Income tax rate:**

	For the Year ended			
	1-Apr-19 to 31-Mar-20		1-Apr-18 to 31-Mar-19	
Profit before tax		(7,553.88)		3,229.27
Tax at the Indian tax rate of 34.944 % (2018-19: 34.944%)	34.94%	(2,639.63)	34.94%	1,128.44
Tax effects on amounts which are not deductible (taxable) in calculating taxable income:				
Incremental deduction allowed for research and development cost	0.50%	(37.74)	(1.82%)	(58.73)
Non-deductible expenses as per income tax	(2.91%)	219.97	3.86%	124.50
Impact on fair valuation of financial assets not taxable	(0.42%)	31.96	(3.10%)	(100.11)
Impact of income exempt U/s 10(1)	1.07%	(81.04)	(6.31%)	(203.77)
Others	(0.47%)	35.61	(0.19%)	(6.22)
<b>Income tax expense</b>	<b>32.71%</b>	<b>(2,470.87)</b>	<b>27.38%</b>	<b>884.11</b>

Above workings are based on provisional computation of tax expenses and subject to finalisation including that of tax audit or otherwise in due course.

**28) EMPLOYEE BENEFIT OBLIGATIONS****28(a) Defined Contribution plans**

Provident Fund: Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

**28(b) Defined Benefit plans**

Gratuity: The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The fair value of the plan assets of the trust administered by the Company, is deducted from the gross obligation.

**(i) Movement of defined benefit obligation and plan assets**

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows :

	Present value of obligation	Fair value of plan assets	Net Amount
<b>As at 1-Apr-2018</b>	<b>407.64</b>	<b>(159.74)</b>	<b>247.90</b>
Current service cost	35.57	-	35.57
Interest expenses / (income)	32.00	(12.24)	19.76
<b>Total amount recognised in Statement of Profit and Loss</b>	<b>67.57</b>	<b>(12.24)</b>	<b>55.33</b>

	Present value of obligation	Fair value of plan assets	Net Amount
Return on plan assets, excluding amount included in interest expenses (income)	-	(1.32)	(1.32)
(Gain)/loss from change in financial assumption	2.12	-	2.12
Experience (gain)/ losses	(10.46)	-	(10.46)
<b>Total amount recognised in other comprehensive income</b>	<b>(8.34)</b>	<b>(1.32)</b>	<b>(9.66)</b>
Employer contributions	-	-	-
Benefit payments	(20.24)	-	(20.24)
<b>As at 31-Mar-2019</b>	<b>446.63</b>	<b>(173.30)</b>	<b>273.33</b>
<b>As at 1-Apr-2019</b>	<b>446.63</b>	<b>(173.30)</b>	<b>273.33</b>
Current & Past service cost	36.42	-	36.42
Interest expenses (income)	34.79	(13.52)	21.27
<b>Total amount recognised in Statement of Profit and Loss</b>	<b>71.21</b>	<b>(13.52)</b>	<b>57.69</b>
Remeasurements			
Return on plan assets, excluding amount included in interest expenses / (income)	-	(8.49)	(8.49)
(Gain)/loss from change in demographic assumption	-	-	-
(Gain)/loss from change in financial assumption	33.60	-	33.60
Experience (gain)/ losses	(33.71)	-	(33.71)
<b>Total amount recognised in other comprehensive income</b>	<b>(0.11)</b>	<b>(8.49)</b>	<b>(8.60)</b>
Employer contributions	-	-	-
Benefit payments	(40.87)	-	(40.87)
<b>As at 31-Mar-2020</b>	<b>476.86</b>	<b>(195.31)</b>	<b>281.55</b>

**(ii) Net assets / liabilities**

An analysis of net (deficit)/assets is provided below for the Company's principal defined benefit gratuity scheme.

# Plan	31-Mar-20	31-Mar-19
Present value of funded obligations	476.86	446.63
Fair value of plan assets #	(195.31)	(173.30)
<b>Deficit of gratuity plan</b>	<b>281.55</b>	<b>273.33</b>

# Planned assets are with ICICI Prudential group gratuity plan in debt fund.

**(iii) Analysis of plan assets is as follows:**

	31-Mar-20	31-Mar-19
Insurer managed funds (%)	100%	100%
Others (%)	0%	0%
<b>Total</b>	<b>100%</b>	<b>100%</b>

**(iv) Actuarial assumptions and sensitivity analysis**

	31-Mar-20	31-Mar-19
Salary growth rate	7.00% p.a. for the next 5 years, 4.00% p.a. thereafter, starting from the 6th year	7.00% p.a. for the next 5 years, 4.00% p.a. thereafter, starting from the 6th year
Discount rate	7.79%	7.79%
Expected rate of return on plan assets	7.79%	7.79%
Attrition rates	2.00%	2.00%
Mortality rate during employment	Indian Assured Lives Mortality(2006-08)	Indian Assured Lives Mortality(2006-08)
Mortality rate after employment	N.A	N.A

Notes:

- 1) Discount rate: The discount rate is based on the prevailing market yields of Indian government securities for the estimated term of the obligations.
- 2) Salary escalation rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.



## Contd...28) Employee Benefit Obligations

(All amount in ₹ Million, unless otherwise stated)

- 3) Assumptions regarding future mortality experience are set in accordance with the statistics published by the Life Insurance Corporation of India.

Sensitivity of the defined benefit obligation to changes in weighted principal assumptions is Impact on present benefit obligation

	31-Mar-20	31-Mar-19
Discount rate - Increase by 0.5%	(19.22)	(17.07)
Discount rate- Decrease by 0.5%	20.74	18.40
Salary growth rate - Increase by 0.5%	20.88	18.64
Salary growth rate- Decrease by 0.5%	(19.50)	(17.43)
Attrition rate - Increase by 0.5%	4.47	5.73
Attrition rate- Decrease by 0.5%	(4.81)	(6.15)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice it is unlikely to occur, and changes in some of the assumptions may be correlated. The methods and types of assumption used in preparing the sensitivity analysis did not change compared to previous period.

**Expected contribution for next 12 months**

	31-Mar-20	31-Mar-19
Prescribed contribution	105.84	117.17

Defined benefit liability and employer contribution:

The company has agreed that it will eliminate the deficit in defined benefit obligation over the next 10 years. Funding levels are monitored annually. The company considers that the contribution rates set at the last valuation date are significant to eliminate the deficit over the agreed period.

The expected maturity analysis of undiscounted gratuity is as follows:

	Less than a year	Between 1-3 years	Between 3-5 years	Between 5-10 years	More than 10 years	Total
<b>31-Mar-20</b>						
Defined benefit obligations (gratuity)	46.72	55.87	83.37	221.10	594.71	1,001.77
<b>31-Mar-19</b>						
Defined benefit obligations (gratuity)	57.39	52.39	73.35	218.88	622.80	1,024.81

Further, contribution to Defined contribution plan recognised as expense for the year as under:

- Employers contribution to Provident fund CY ₹ 75.54 (PY ₹ 74.31) deposited with concerned authority.
- Employers contribution to Pension scheme CY ₹ 75.97 (PY ₹ 80.92) deposited with concerned authority.
- Employers contribution to Superannuation fund CY ₹ 100.51 (PY ₹ 77.79) managed by a Trust.
- Employers contribution to ESIC CY ₹ 27.30 (PY ₹ 43.40)
- Employers contribution to State Labour welfare fund CY ₹ 0.31 (PY ₹ 0.40)

The net of provision for unfunded leave encashment liability up to March 2020 is ₹ 113.91 (PY ₹ 133.17)

**29) EARNING PER SHARE**

Basic and diluted earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the weighted average of equity shares outstanding during the year.

	31-Mar-20	31-Mar-19
<b>(a) Basic earning per share (INR)</b>	<b>(9.86)</b>	<b>4.55</b>
<b>(b) Diluted earning per share (INR)</b>	<b>(9.86)</b>	<b>4.55</b>
<b>(c) Reconciliation of earning used in calculating EPS</b>		
<b>Basic earning per share</b>		
Profit attributable to the equity share holders of the company used in calculating basic earning per share	(5,083.01)	2,345.16
<b>Diluted earning per share</b>		
Profit attributable to the equity share holders of the company used in calculating earning per share	(5,083.01)	2,345.16
<b>(d) Weighted average number of shares used as denominator</b>		
Weighted average number of shares used as denominator in calculating basic earning per share	515.66	515.66
Weighted average number of shares used as denominator in calculating diluted earning per share	515.66	515.66

(All amount in ₹ Million, unless otherwise stated)

### 30) CONTINGENT LIABILITIES AND CONTINGENT ASSETS

- Contingent liabilities not provided for in respect of

	31-Mar-20	31-Mar-19
i) Claims not acknowledged as debts in respect of:		
<b>Customs and excise duty [paid under protest ₹ 12.95 (PY ₹25.90)]</b>	<b>266.08</b>	<b>308.75</b>
- Excise duty [paid under protest ₹ 12.95 (PY ₹ 12.95)]	266.08	273.60
- Service Tax [paid under protest ₹ Nil (PY ₹ 12.95)]	-	35.15
<b>Other taxes &amp; levies [paid under protest ₹ 45.08 (PY ₹45.08)]</b>	<b>108.63</b>	<b>125.30</b>
- Sales Tax, VAT, CST [paid under protest ₹ 27.49 (PY ₹ 27.49)]	81.78	98.45
- Income Tax [paid under protest ₹ 17.59 (PY ₹ 17.59)]	26.85	26.85
<b>Others (legal case)</b>	<b>46.18</b>	<b>55.66</b>
ii) Performance guarantees given by the Company's bankers in the normal course of business	5,670.12	6,144.39
iii) Export obligation towards duty saved amount under EPCG scheme	-	-
iv) Corporate guarantees given for repayment of indebtedness of associate/overseas subsidiaries	19,090.28	18,087.68

In respect of (i) above, the Company has taken necessary legal steps to protect its position in respect of these claims, which, in its opinion, based on legal advice, are not expected to devolve. It is not possible to make any further determination of the liabilities, which may arise, or the amounts, which may be refundable in respect of these claims.

In respect of (iv) above, it includes corporate guarantee issued by the Company on behalf of its wholly owned subsidiary, Jain International Trading B.V., for issuance of note having bullet maturity value of US\$ 200 million and maturing during financial year 2021-22.

### 31) COMMITMENTS

Capital expenditure contracted for at end of the year but not recognised as liabilities is as follows:

	31-Mar-20	31-Mar-19
On account for acquisition of Property, plant and equipment	53.11	480.72

### 32) MICRO, SMALL AND MEDIUM ENTERPRISES

To the extent, the Company has received intimation from the "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the details are provided as under:

	31-Mar-20	31-Mar-19
Principal amount remaining unpaid at the end of the year	186.75	338.42
Interest due thereon	58.74	15.48
Interest remaining accrued and unpaid at the end of the year	86.66	27.92
Total Interest accrued and remained unpaid at year end	86.66	27.92

### 33) RESEARCH AND DEVELOPMENT EXPENDITURE

Expenditure incurred on in-house research & development facility by the Company:

Expenditure (charged out through the natural heads of the accounts) in respect of eligible facilities

	31-Mar-20	31-Mar-19
Revenue expenditure		
Agri Park	120.90	86.98
Energy Park	15.76	13.19
Plastic Park	43.63	33.72
	<b>180.29</b>	<b>133.89</b>
Capital expenditure		
Agri Park	11.84	57.74
Energy Park	-	-
Plastic Park	0.06	2.25
	<b>11.90</b>	<b>59.99</b>
<b>TOTAL</b>	<b>192.19</b>	<b>193.88</b>

(All amount in ₹ Million, unless otherwise stated)

**34) LEASES****(i) Operating Lease**

The Company has entered into "Operating lease for premises" as defined in the Indian Accounting Standard 17 (Ind AS-17). Significant terms of the lease agreement are:

- No transfer of ownership on termination of lease,
- No compensation for transfer on termination of lease.
- No renewal of lease on expiry of the lease period

The future minimum lease payments (MLP) under non - cancellable operating lease in the aggregate and for each of the following periods are as under:

Particulars	31-Mar-20	31-Mar-19
Not later than one year	34.76	39.65
Later than one year and not later than five years	1.03	3.76
Later than five years	0.26	0.60

The Company has entered into operating leases in respect of land, office premises, depots, guest house and others which are cancellable by giving appropriate notices as per respective agreements. During the year ₹ 184.42 (PY ₹ 247.37) has been debited to Statement of Profit and Loss.

**(ii) Finance Lease**

Finance lease consist of vehicles which have been purchased by the Company on finance lease basis.

Particulars	31-Mar-20		31-Mar-19	
	Future Minimum Lease Payment	Present Value of MLP	Future Minimum Lease Payment	Present Value of MLP
Not later than one year	13.81	12.18	13.98	11.19
Later than one year and not later than five years	11.14	10.52	24.95	22.70
Later than five years	-	-	-	-
Total Minimum lease payments	24.95	22.70	38.93	33.89
Less: Amounts representing finance charges.	(2.25)	-	(5.04)	-
Present value of minimum lease payments	22.70	22.70	33.89	33.89

**35) Transitional Provision- Ind As 115 Revenue from Contracts with Customers**

Particulars	31-Mar-20	31-Mar-19
Contract revenue recognised for the financial year	10,069.54	7,279.84
Aggregate of contract costs incurred and recognised profit (less recognised losses) upto the reporting date for contracts in progress	8,523.11	6,186.93
Advances received for contracts in progress	-	-
Retention money for contracts in progress	488.32	449.60
Gross amount due from customers for contract work (asset)	6,547.38	7,642.45
Gross amount due to customers for contract work (liability)	-	-

**36) FAIR VALUE MEASUREMENTS****36(a) ACCOUNTING CLASSIFICATION AND FAIR VALUES**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value. The Company's long-term loan has been contracted at floating rates of interest, which are reset at short intervals. Accordingly, the carrying value of such long-term debt approximates fair value.

	Carrying amount				Fair value			
	FVTPL	Amortised Cost	FVTOCI	Total	Level 1	Level 2	Level 3	Total
<b>31-Mar-20</b>								
<b>Financial Assets</b>								
<b>(i) Non-Current</b>								
Investments								
Investment in equity instruments (quoted) (fully paid-up)	0.23	-	-	0.23	0.23	-	-	0.23
Investment in equity instruments (unquoted) (fully paid-up)	0.56	-	-	0.56	-	0.56	-	0.56
National saving certificates	-	0.02	-	0.02	-	-	-	-
Investment in mutual funds (quoted)	-	-	-	-	-	-	-	-
Investment in Non-convertible bonds (quoted)	-	6.00	-	6.00	-	6.00	-	6.00
Investment in mutual funds (quoted)	-	-	-	-	-	-	-	-
<b>Loans</b>								
Loans to subsidiaries	-	1,043.28	-	1,043.28	-	-	-	-
<b>Other financial assets</b>								
- Derivative assets	60.43	-	-	60.43	-	60.43	-	60.43
- Share application money	-	-	-	-	-	-	-	-
Security deposits	-	1,588.13	-	1,588.13	-	-	-	-
	<b>60.66</b>	<b>2,637.99</b>	<b>-</b>	<b>2,698.65</b>	<b>0.23</b>	<b>66.99</b>	<b>-</b>	<b>67.22</b>
<b>(ii) Current</b>								
Trade receivables	-	22,325.69	-	22,325.69	-	-	-	-
Cash and Bank	-	1,107.51	-	1,107.51	-	-	-	-
<b>Loans</b>								
Security deposits								
- To others	-	189.92	-	189.92	-	-	-	-
- To related parties	-	306.00	-	306.00	-	-	-	-
Loans to Employees	-	46.70	-	46.70	-	-	-	-
Loans to Others	-	67.86	-	67.86	-	-	-	-
<b>Other financial assets</b>								
- Current portion of loans to subsidiaries	-	55.43	-	55.43	-	-	-	-
- Derivative assets	-	-	-	-	-	-	-	-
- Interest receivable	-	7.11	-	7.11	-	-	-	-
	<b>-</b>	<b>24,106.22</b>	<b>-</b>	<b>24,106.22</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>60.66</b>	<b>26,744.21</b>	<b>-</b>	<b>26,804.87</b>	<b>0.23</b>	<b>66.99</b>	<b>-</b>	<b>67.22</b>
<b>Financial Liabilities</b>								
<b>(i) Non-Current</b>								
Borrowings	-	4,292.90	-	4,292.90	-	4,292.90	-	4,292.90
Other financial liabilities								
- Derivative liabilities	13.90	-	-	13.90	-	13.90	-	13.90
- Financial guarantees	-	237.02	-	237.02	-	237.02	-	237.02
- Lease	-	2.84	-	2.84	-	-	-	-
	<b>13.90</b>	<b>4,532.76</b>	<b>-</b>	<b>4,546.66</b>	<b>-</b>	<b>4,543.82</b>	<b>-</b>	<b>4,543.82</b>
<b>(ii) Current</b>								
Borrowings	-	23,832.52	-	23,832.52	-	23,832.52	-	23,832.52
Trade payables	-	4,207.48	-	4,207.48	-	-	-	-
Other financial liabilities								
- Derivative liabilities	7.66	-	-	7.66	-	7.66	-	7.66
- Current maturities of non-current borrowings	-	3,135.48	-	3,135.48	-	3,135.48	-	3,135.48
- Interest accrued but not due on borrowings	-	1,566.69	-	1,566.69	-	-	-	-
- Unpaid dividend	-	9.29	-	9.29	-	-	-	-
- Trade payable for capital goods	-	131.62	-	131.62	-	-	-	-

Contd...36) Fair Value Measurements

(All amount in ₹ Million, unless otherwise stated)

	Carrying amount				Fair value			
	FVTPL	Amortised Cost	FVTOCI	Total	Level 1	Level 2	Level 3	Total
- Outstanding liability for expenses	-	211.06	-	211.06	-	-	-	-
- Liabilities towards employee benefits	-	916.86	-	916.86	-	-	-	-
- Security deposits	-	690.00	-	690.00	-	-	-	-
- Others	-	-	-	-	-	-	-	-
	<b>7.66</b>	<b>34,701.00</b>	<b>-</b>	<b>34,708.66</b>	<b>-</b>	<b>26,975.66</b>	<b>-</b>	<b>26,975.66</b>
	<b>21.56</b>	<b>39,233.76</b>	<b>-</b>	<b>39,255.32</b>	<b>-</b>	<b>31,519.48</b>	<b>-</b>	<b>31,519.48</b>
<b>31-Mar-19</b>								
<b>Financial Assets</b>								
<b>(i) Non-Current</b>								
<b>Investments</b>								
Investment in equity instruments (quoted)	0.29	-	-	0.29	0.29	-	-	0.29
Investment in equity instruments (un quoted)	0.06	-	-	0.06	-	0.06	-	0.06
National saving certificates	-	0.01	-	0.01	-	-	-	-
Investment in Non-convertible bonds (quoted)	-	10.00	-	10.00	-	10.00	-	10.00
Investment in mutual funds (quoted)	6.56	-	-	6.56	6.56	-	-	6.56
Loans								
Loans to subsidiaries	-	117.59	-	117.59	-	-	-	-
<b>Other Financial Asset</b>								
- Derivative assets	20.05	-	-	20.05	-	20.05	-	20.05
- Share application money	-	17.50	-	17.50	-	-	-	-
Less Provision agst Share application money		(17.50)		(17.50)				-
Security deposits	-	1,533.64	-	1,533.64	-	-	-	-
	<b>26.90</b>	<b>1,661.30</b>	<b>-</b>	<b>1,688.20</b>	<b>6.85</b>	<b>30.11</b>	<b>-</b>	<b>36.96</b>
<b>(ii) Current</b>								
Trade receivables	-	23,865.79	-	23,865.79	-	-	-	-
Cash and Bank	-	304.48	-	304.48	-	-	-	-
<b>Loans</b>								
Security deposits								
- To others	-	38.43	-	38.43	-	-	-	-
- To related parties	-	24.82	-	24.82	-	-	-	-
Loans to Employees	-	80.56	-	80.56	-	-	-	-
Loans to Others	-	20.08	-	20.08	-	-	-	-
Loans to related parties	-	329.01	-	329.01	-	-	-	-
<b>Other Financial Asset</b>								
- Current portion of loans to subsidiaries	-	40.16	-	40.16	-	-	-	-
- Derivative assets	20.51	-	-	20.51	-	20.51	-	20.51
- Interest receivable	-	26.40	-	26.40	-	-	-	-
	<b>20.51</b>	<b>24,729.73</b>	<b>-</b>	<b>24,750.24</b>	<b>-</b>	<b>20.51</b>	<b>-</b>	<b>20.51</b>
	<b>47.41</b>	<b>26,391.03</b>	<b>-</b>	<b>26,438.44</b>	<b>6.85</b>	<b>50.62</b>	<b>-</b>	<b>57.47</b>
<b>Financial Liabilities</b>								
<b>(i) Non-Current</b>								
Borrowing	-	6,243.47	-	6,243.47	-	6,243.47	-	6,243.47
<b>Other financial liabilities</b>								
- Derivative liabilities	-	-	-	-	-	-	-	-
- Financial guarantees	-	363.75	-	363.75	-	363.75	-	363.75
	<b>-</b>	<b>6,607.22</b>	<b>-</b>	<b>6,607.22</b>	<b>-</b>	<b>6,607.22</b>	<b>-</b>	<b>6,607.22</b>
<b>(ii) Current</b>								
Borrowings	-	8,459.16	-	8,459.16	-	8,459.16	-	8,459.16
Trade payables	-	10,470.81	-	10,470.81	-	-	-	-

	FVTPL	Amortised Cost	Carrying amount		Fair value			
			FVTOCI	Total	Level 1	Level 2	Level 3	Total
<b>Other financial liabilities</b>								
- Derivative liabilities	5.30	-	-	5.30	-	5.30	-	5.30
- Current maturities of non-Current borrowings	-	1,652.87	-	1,652.87	-	1,652.87	-	1,652.87
- Interest accrued but not due on borrowings	-	103.35	-	103.35	-	-	-	-
- Unpaid dividend	-	11.52	-	11.52	-	-	-	-
- Trade payable for capital goods	-	141.77	-	141.77	-	-	-	-
- Outstanding liability for expenses	-	256.56	-	256.56	-	-	-	-
- Liabilities towards employee benefits	-	566.21	-	566.21	-	-	-	-
- Security deposits	-	999.99	-	999.99	-	-	-	-
	<b>5.30</b>	<b>22,662.24</b>	-	<b>22,667.54</b>	-	<b>10,117.33</b>	-	<b>10,117.33</b>
	<b>5.30</b>	<b>29,269.46</b>	-	<b>29,274.76</b>	-	<b>16,724.55</b>	-	<b>16,724.55</b>

There are no other categories of financial instruments others than those mentioned above.

### 36(b) FAIR VALUE HEIRARCHY

Fair value is the amount for which an asset could be exchanged, or a liability settled between knowledgeable willing parties in an arm's length transaction. The Company has made certain judgements and estimates in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company as classified the financial instruments into three levels prescribed under the accounting standard. An explanation of each level is as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments and bonds which are traded in stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: Level 2 hierarchy includes financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates.

Level 3: If one or more of the significant inputs is not based on the observable market data, the instrument is included in level 3 heirarchy.

### 36(c) VALUATION TECHNIQUE USED TO DETERMINE FAIR VALUE

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments.
- the fair value of forward foreign exchange contracts and principal swap is determined using forward exchange rate at the balance sheet date.
- the fair value of embedded option contracts is determined using the Black Scholes valuation model or such other acceptable valuation methodology
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis or such other acceptable valuation methodology

### 36(d) VALUATION PROCESS

The Company involves external valuation experts for performing valuation of financial assets and financial liabilities, which are accounted at fair values. The Management regularly reviews the significant unobservable inputs and valuation adjustments.

- Discount rates are determined using the capital assets pricing model to calculate a pre tax that reflects current market assessments of the time value of money and the risk specified to the assets.
- Risk adjustments specific to the counter parties ( including assumptions about credit default rates) are derived from credit risk grading determined by the Company's internal credit risk management teams.

Changes in level 2 fair values are analyzed at the end of each reporting period during the quarterly valuations to understand the reasons for fair value movements.



**37) RELATED PARTY TRANSACTIONS AND BALANCES****A) Related parties and their relations****1) Subsidiary Companies – First Level**

JISL Overseas Ltd., Mauritius
Jain International Trading BV, Netherlands
Jain Farm Fresh Foods Ltd.
Jain Processed Foods Trading and Investment Pvt. Ltd.

**2) Fellow Subsidiary Companies – Second/Multi Level**

<b>Name of Party</b>	<b>Relation</b>
Jain America Holdings, Inc (Formerly Jain (Americas) Inc, USA	Subsidiary of JISL Overseas Ltd., Mauritius
Jain (Europe) Ltd., UK	Subsidiary of JISL Overseas Ltd., Mauritius
Jain Overseas B.V., Netherlands	WOS of Jain International Trading BV, Netherlands
Jain Mena DMCC, Dubai	WOS of Jain International Trading BV, Netherlands
Jain Distribution Holdings, Inc	Subsidiary of Jain America Holdings, Inc.
Jain Irrigation Inc, Delaware	WOS of Jain America Holdings, Inc, Delaware
Pacific Shelf 1218 Ltd,UK	WOS of Northern Ireland Plastics, Ltd U.K. -
Excel Plastic Piping Systems SAS, France	WOS of Jain (Europe) Ltd., UK
Ex-cel Plastics Ltd., Ireland	WOS of Jain (Europe) Ltd., UK
Agri Valley Irrigation, LLC USA	Subsidiary of Jain Distribution Holding INC, USA
Irrigation Design and Construction LLC, USA	Subsidiary of Jain Distribution Holding INC, USA
ET Water System Inc., USA	WOS of Jain Irrigation Inc, Delaware
Point Source Irrigation Inc., USA	WOS of Jain Irrigation Inc, Delaware
Jain Agricultural Services LLC, USA	WOS of Jain Irrigation Inc, Delaware
Northern Ireland Plastics, Ltd U.K.	WOS of Jain (Europe) Ltd., UK
Killyleagh Box Co. Ltd, U.K.	WOS of Northern Ireland Plastics, Ltd U.K.
JISL Global SA, Switzerland	WOS of Jain Overseas B.V. Netherland
JISL (Israel) BV, Netherland	WOS of Jain Overseas B.V. Netherland
JISL Systems SA, Switzerland	WOS of JISL Global SA, Switzerland
THE Machines Yvonand SA, Switzerland	WOS of JISL Systems SA, Switzerland
Gavish Control Systems Ltd., Israel	Subsidiary of Jain (Israel) BV, Netherland
Naandan Jain Irrigation Ltd., Israel	Subsidiary of Jain (Israel) BV, Netherland
Pro Tool AG, Switzerland	Subsidiary of THE Machine Yvonand S.A., Switzerland
Jain Agricultural Services Australia Pty. Ltd, Australia	Subsidiary of Jain Agricultural Services INC, USA
NaanDan Jain UK Ltd, U.K.	Subsidiaries of Naandan Jain Irrigation Ltd.
NaanDan Jain Iberica S.C., Spain	
NaanDan Jain Australia Pty Ltd, Australia	
NaanDan Jain Italia S.R.L., Italy	
K.D.H. International Ltd.,Israel	
Jain Sulama Sistemleri Sanayi Ve Ticaret Anonim Sirkti, Turkey	
NaanDanJain Irrigation SA (Pty) Ltd., South Africa	
NaanDan Jain Irrigation Projects S.R.L. Romania	
Naan Dan Agro Pro Ltd., Israel	
NaanDanJain Chile S.A.Chile	
NaanDan Jain Peru S.A.C, Peru	
NaanDan Do Brasil Participacoes Ltd, Brazil	
- Naandanjain France SAS France	
Agrologico Sistemas Technologicos, S.A., Costa Rica	
Agrologico De Guatemala, S.A. Guatemala	
NaanDan Jain Maxico, S.A. De C.V. Mexico	
NaanDanJain (China) Agricultural Science and Technology Co.,Ltd	
NaanDan Jain Industria E Comercio De Equipmentos Ltd., Brazil	
Briggs (U.K.) Ltd. U.K.	WOS of NaanDan Jain UK Ltd. U.K.
ICAA Ltd.S.A. de C.V. 2002,Mexico	WOS of NaanDan Agro-Pro Ltd., Israel
Jain America Foods, Inc (Formerly Jain Americas) Inc, USA	Subsidiary of Jain International Foods Ltd
Jain Farm Fresh Foods Inc, USA	WOS of Jain America Foods Inc., USA
Jain Irrigation Holding, Inc, Delaware	(Formerly Jain (Americas) Inc. USA)

Contd...37) Related party transactions

(All amount in ₹ Million, unless otherwise stated)

Name of Party	Relation
Jain International Foods Ltd. (Formerly SQF 2009 Ltd)	WOS of Jain Farm Fresh Foods Ltd.
Sleaford Food Group Ltd., UK	WOS of Jain International Foods Ltd., (Formerly SQF 2009 Ltd.)
Sleaford Quality Foods Ltd, UK	WOS of Sleaford Food Group Ltd., UK
Arnolds Quick Dried Foods Ltd., UK	WOS of Sleaford Food Group Ltd., UK
Jain Farm Fresh Gida Sanayi Ve Ticarate Anomin Sirketi, Turkey	WOS of Jain International Foods Ltd., (Formerly SQF 2009 Ltd.)
JlIO, California	WOS of Jain Irrigation Holding, Inc, Delaware
Jain Farm Fresh Holding SPRL, Belgium	Subsidiary of Jain International Foods Ltd.,
Innovafood N.V, Belgium	WOS of Jain Farm Fresh Holding SPRL, Belgium
Solution Key Ltd	WOS of Jain Farm Fresh Holding SPRL, Belgium
Driptech India Pvt.Ltd., Jalgaon	Subsidiary of Jain Processed Foods Trading and Investment Pvt.Ltd.
Jain Netherlands Holding I B.V.	Subsidiary Jain Overseas B.V., Netherlands
Jain Netherlands Holding II B.V.	Subsidiary Jain Overseas B.V., Netherlands

**3) Companies/Firms in which Director, Directors relatives are interested**

Name of Companies	
Jain Extrusion & Moulding Pvt. Ltd.	Jain Vanguard Polybutylene Ltd.
Atlaz Technology Pvt. Ltd.	JAF Products Pvt. Ltd.
Jalgaon Investments Pvt. Ltd.	Jain Rotfil Heaters Pvt. Ltd.
Jain E-agro.com India Pvt. Ltd.	Kantabai Bhavarlal Jain Family Knowledge Institute (Section 8 Company)
Pixel Point Pvt. Ltd.	Labh Subh Securities International Ltd.
Jain Brothers Industries Pvt. Ltd.	Cosmos Investment & Trading Pvt. Ltd.
Stock & Securities India Pvt. Ltd.	Timbron India Pvt. Ltd.
Gandhi Research Foundation (Section 8 Company)	
Partnership Firms	
Jain Computer & Allied Servies	Jalgaon Metal & Bricks Manufacturing Co.
Jalgaon Udyog	
Proprietorship	
PVC Trading House	Drip & Pipe Suppliers
Plastic Enterprises	Jain Sons & Investments Corporation
Trust	
Anubhuti Scholarship Foundation	Bhavarlal and Kantabai Jain Multipurpose Foundation
Trust Entities	
Jain Family Holding Trust	Jain Family Enterprises Trust
Jain Family Trust	Jain Family Investment Trust
Jain Family Investment Management Trust	
Foreign Companies	
Jain Investments & Finance B.V., Netherlands	Jain Overseas Investments Ltd., Mauritius

**4) Key Management Personnel**

Shri Ashok B. Jain (Whole Time Director)	Shri Anil B. Jain (Vice Chairman and Managing Director)
Shri Ajit B. Jain (Joint Managing Director)	Shri Atul B. Jain (Chief Financial Officer)
Shri R. Swaminathan (Whole Time Director)	Shri Avdhut V. Ghodgaonkar (Company Secretary)

**5) Relatives of Key Management Personnel**

Mrs. Jyoti Ashok Jain (Wife of Ashok B. Jain)	Mrs. Nisha Anil Jain (Wife of Anil B. Jain)
Mrs. Shobhana Ajit Jain (Wife of Ajit B. Jain)	Mrs. Bhavna Atul Jain (Wife of Atul B. Jain)
Shri. Athang Anil Jain (Son of Anil B. Jain)	Mrs. Ambika Athang Jain (Wife of Athang A. Jain)
Ms. Amoli Anil Jain (Daughter of Anil B. Jain)	Ms. Arohi Ashok Jain (Daughter of Ashok B. Jain)
Mr. Athman Ashok Jain (Son of Ashok B. Jain)	Ms. Ashuli Anil Jain (Daughter of Anil B. Jain)
Shri Abhedya Ajit Jain (Son of Ajit B. Jain)	Shri Abhang Ajit Jain (Son of Ajit B. Jain)
Shri Anmay Atul Jain (Son of Atul B. Jain)	Mrs. Sangeeta Avdhut Ghodgaonkar (Wife of Mr. Avdhut V. Ghodgaonkar)
Ms. Samruddhi Avdhut Ghodgaonkar (Daughter of Mr. Avdhut V. Ghodgaonkar)	Ms. Siddhi Avdhut Ghodgaonkar (Daughter of Mr. Avdhut V. Ghodgaonkar)

**6) Associate Company**

Sustainable Agro-Commercial Finance Ltd.

**[B] Summary of Related Party Transactions from 1-Apr-19 to 31-Mar-20**

<b>Sr. Transactions</b>	<b>[1]</b>	<b>[2]</b>	<b>[3]</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]</b>	<b>Total</b>
<b>1) Purchase of Goods /Services</b>	<b>27.48</b>	<b>199.35</b>	<b>0.69</b>	-	-	-	<b>227.52</b>
	<b>(53.52)</b>	<b>(139.67)</b>	<b>(0.60)</b>	-	-	<b>(0.00)</b>	<b>(193.79)</b>
Naandan Jain Irrigation Ltd., Israel	-	27.32	-	-	-	-	27.32
	-	(63.85)	-	-	-	-	(63.85)
THE Machine S.A., Switzerland	-	0.14	-	-	-	-	0.14
	-	(9.09)	-	-	-	-	(9.09)
NaanDan Jain Australia Pty Ltd., Australia	-	-	-	-	-	-	-
	-	(3.57)	-	-	-	-	(3.57)
Protool A.G., Switzerland	-	-	-	-	-	-	-
	-	(0.04)	-	-	-	-	(0.04)
NaanDan Jain Iberica S.C., Spain	-	1.52	-	-	-	-	1.52
	-	-	-	-	-	-	-
Jain America Holdings Inc, USA	-	7.54	-	-	-	-	7.54
	-	(2.63)	-	-	-	-	(2.63)
New Jain Irrigation Inc, USA	-	88.83	-	-	-	-	88.83
	-	(11.04)	-	-	-	-	(11.04)
Ex-cel Plastic, Ireland	-	1.29	-	-	-	-	1.29
	-	(6.22)	-	-	-	-	(6.22)
Ex-cel Plastic, France	-	57.07	-	-	-	-	57.07
	-	(15.47)	-	-	-	-	(15.47)
Jain Agricultural Services Australia Pty. Ltd, Australia	-	14.12	-	-	-	-	14.12
	-	(10.47)	-	-	-	-	(10.47)
Gavish Control Systems Ltd., Israel	-	0.15	-	-	-	-	0.15
	-	(15.74)	-	-	-	-	(15.74)
Jain Farm Fresh Foods Ltd.	27.48	-	-	-	-	-	27.48
	(53.52)	-	-	-	-	-	(53.52)
Gandhi Research Foundation	-	-	0.47	-	-	-	0.47
	-	-	(0.58)	-	-	-	(0.58)
Driptech India Pvt.Ltd.	-	1.37	-	-	-	-	1.37
	-	(1.55)	-	-	-	-	(1.55)
Sustainable Agro-Commercial Finance Ltd.	-	-	-	-	-	-	-
	-	-	-	-	-	(0.00)	(0.00)
Jain Health Care Services (Jain Computer & Allied Services)	-	-	0.22	-	-	-	0.22
	-	-	(0.02)	-	-	-	(0.02)
<b>2) Other expenditure</b>	-	<b>3.06</b>	-	-	-	<b>7.83</b>	<b>10.90</b>
	-	<b>(27.95)</b>	-	-	-	<b>(27.83)</b>	<b>(55.77)</b>
Naandan Jain Irrigation Ltd., Israel	-	-	-	-	-	-	-
	-	(24.41)	-	-	-	-	(24.41)
THE Machine S.A., Switzerland	-	3.06	-	-	-	-	3.06
	-	(3.54)	-	-	-	-	(3.54)
Sustainable Agro-Commercial Finance Ltd.	-	-	-	-	-	7.83	7.83
	-	-	-	-	-	(27.83)	(27.83)
<b>3) Purchase of Capital Goods</b>	<b>1.95</b>	<b>32.83</b>	-	-	-	-	<b>34.78</b>
	-	<b>(148.86)</b>	-	-	-	-	<b>(148.86)</b>
THE Machine S.A., Switzerland	-	-	-	-	-	-	-
	-	(9.57)	-	-	-	-	(9.57)
Protool A.G., Switzerland	-	30.34	-	-	-	-	30.34
	-	(2.29)	-	-	-	-	(2.29)

<b>Sr. Transactions</b>	<b>[1]</b>	<b>[2]</b>	<b>[3]</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]</b>	<b>Total</b>
Naandan Jain Irrigation Ltd., Israel	-	-	-	-	-	-	-
	-	(6.59)	-	-	-	-	(6.59)
New Jain Irrigation Inc, USA	-	2.49	-	-	-	-	2.49
	-	(127.52)	-	-	-	-	(127.52)
Jain America Holdings Inc, USA	-	-	-	-	-	-	-
	-	(2.89)	-	-	-	-	(2.89)
Jain Farm Fresh Foods Ltd.	1.95	-	-	-	-	-	1.95
	-	-	-	-	-	-	-
<b>4) Sale of Goods</b>	<b>81.40</b>	<b>1,827.05</b>	<b>6.29</b>	<b>0.00</b>	<b>-</b>	<b>0.95</b>	<b>1,915.69</b>
	<b>(160.72)</b>	<b>(2,909.76)</b>	<b>(9.29)</b>	<b>(0.37)</b>	<b>-</b>	<b>(0.91)</b>	<b>(3,081.06)</b>
Jain ( Europe ) Ltd., UK	-	99.52	-	-	-	-	99.52
	-	(175.58)	-	-	-	-	(175.58)
Jain Sulama Sistemleri Sanayi VeTicaret Anonim Sirkti, Turkey.	-	142.62	-	-	-	-	142.62
	-	(159.39)	-	-	-	-	(159.39)
Naandan Jain Irrigation Ltd., Israel	-	117.91	-	-	-	-	117.91
	-	(226.60)	-	-	-	-	(226.60)
NaanDan Jain Mexico, S.A. De C.V., Mexico	-	120.80	-	-	-	-	120.80
	-	(469.19)	-	-	-	-	(469.19)
NaanDan Jain S.R.L.,Italy	-	14.27	-	-	-	-	14.27
	-	(33.60)	-	-	-	-	(33.60)
NaanDan Jain France Sarl., France	-	18.00	-	-	-	-	18.00
	-	(49.49)	-	-	-	-	(49.49)
NaanDan Jain Irrigation Projects S.R.L., Romania	-	-	-	-	-	-	-
	-	(28.46)	-	-	-	-	(28.46)
NaanDan Jain Iberica S.C., Spain	-	167.97	-	-	-	-	167.97
	-	(195.77)	-	-	-	-	(195.77)
NaanDan Jain Industria E Comercio de Equipmentos Ltd., Brazil	-	89.78	-	-	-	-	89.78
	-	(93.02)	-	-	-	-	(93.02)
NaanDan Jain Australia Pty Ltd., Australia	-	108.59	-	-	-	-	108.59
	-	(62.70)	-	-	-	-	(62.70)
NaanDan Jain Peru S.A.C., Peru	-	4.98	-	-	-	-	4.98
	-	(86.16)	-	-	-	-	(86.16)
NaanDan Jain Irrigation , South Africa	-	13.72	-	-	-	-	13.72
	-	(16.56)	-	-	-	-	(16.56)
Ex-cel Plastic, Ireland	-	16.21	-	-	-	-	16.21
	-	(4.20)	-	-	-	-	(4.20)
Jain America Holdings Inc, USA	-	501.58	-	-	-	-	501.58
	-	(576.18)	-	-	-	-	(576.18)
Jain Irrigation Inc, USA	-	284.31	-	-	-	-	284.31
	-	(529.38)	-	-	-	-	(529.38)
Driptech India Pvt. Ltd.,Jalgaon	-	68.23	-	-	-	-	68.23
	-	(89.53)	-	-	-	-	(89.53)
Jain Farm Fresh Foods Ltd.	81.40	-	-	-	-	-	81.40
	(160.72)	-	-	-	-	-	(160.72)
Ex-cel Plastic, France	-	25.72	-	-	-	-	25.72
	-	(77.85)	-	-	-	-	(77.85)
Jain Mena DMCC, Dubai	-	16.92	-	-	-	-	16.92
	-	(23.08)	-	-	-	-	(23.08)
Agrologico de Guatemala S.A. , Guatemala	-	13.62	-	-	-	-	13.62
	-	(13.01)	-	-	-	-	(13.01)
Bhavarlal and Kantabai Jain Multipurpose Foundation	-	-	6.23	-	-	-	6.23
	-	-	(5.36)	-	-	-	(5.36)

Contd...37) Related party transactions

Sr. Transactions	[1]	[2]	[3]	[4]	[5]	[6]	Total
Gandhi Research Foundation	-	-	0.06	-	-	-	0.06
	-	-	(3.93)	-	-	-	(3.93)
Sustainable Agro-Commercial Finance Ltd.	-	-	-	-	-	0.95	0.95
	-	-	-	-	-	(0.91)	(0.91)
A.V. Ghodgaonkar	-	-	-	0.00	-	-	0.00
	-	-	-	(0.37)	-	-	(0.37)
NaanDanJain (China) Agricultural Science and Technology Co.,Ltd	-	2.32	-	-	-	-	2.32
	-	-	-	-	-	-	-
<b>5) Sale of Services</b>	<b>178.82</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>178.82</b>
	<b>(297.48)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(297.48)</b>
Jain Farm Fresh Foods Ltd.	178.82	-	-	-	-	-	178.82
	(297.48)	-	-	-	-	-	(297.48)
<b>6) Rent Expenses</b>	<b>-</b>	<b>0.25</b>	<b>2.78</b>	<b>28.60</b>	<b>21.8;0</b>	<b>-</b>	<b>53.43</b>
	<b>-</b>	<b>(0.25)</b>	<b>(2.85)</b>	<b>(28.60)</b>	<b>(21.80)</b>	<b>-</b>	<b>(53.49)</b>
Ashok B. Jain	-	-	-	6.87	-	-	6.87
	-	-	-	(6.87)	-	-	(6.87)
Ajit B. Jain	-	-	-	17.00	-	-	17.00
	-	-	-	(17.00)	-	-	(17.00)
Atul B. Jain	-	-	-	4.73	-	-	4.73
	-	-	-	(4.73)	-	-	(4.73)
Jyoti Ashok Jain	-	-	-	-	5.80	-	5.80
	-	-	-	-	(5.80)	-	(5.80)
Nisha Anil Jain	-	-	-	-	14.13	-	14.13
	-	-	-	-	(14.13)	-	(14.13)
Shobhana Ajit Jain	-	-	-	-	0.93	-	0.93
	-	-	-	-	(0.93)	-	(0.93)
Bhavana Atul Jain	-	-	-	-	0.93	-	0.93
	-	-	-	-	(0.93)	-	(0.93)
Drip & Pipe Suppliers	-	-	0.40	-	-	-	0.40
	-	-	(0.40)	-	-	-	(0.40)
JAF Products Pvt. Ltd.	-	-	0.08	-	-	-	0.08
	-	-	(0.08)	-	-	-	(0.08)
Jain Brothers Industries Pvt. Ltd.	-	-	2.15	-	-	-	2.15
	-	-	(2.15)	-	-	-	(2.15)
Driptech India Pvt. Ltd.	-	0.25	-	-	-	-	0.25
	-	(0.25)	-	-	-	-	(0.25)
Gandhi Research Foundation	-	-	0.04	-	-	-	0.04
	-	-	(0.11)	-	-	-	(0.11)
Jain Health Care Services (Jain Computers & Allied Services)	-	-	0.11	-	-	-	0.11
	-	-	(0.11)	-	-	-	(0.11)
<b>7) Donation</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>-</b>	<b>-</b>	<b>(13.48)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(13.48)</b>
Bhavarlal and Kantabai Jain Multipurpose Foundation	-	-	-	-	-	-	-
	-	-	(0.68)	-	-	-	(0.68)
Gandhi Research Foundation	-	-	-	-	-	-	-
	-	-	(12.80)	-	-	-	(12.80)
<b>8) Remuneration &amp; Fees ^</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>151.49</b>	<b>-</b>	<b>-</b>	<b>151.49</b>
	<b>-</b>	<b>-</b>	<b>-</b>	<b>(293.74)</b>	<b>-</b>	<b>-</b>	<b>(293.74)</b>
Ashok B. Jain	-	-	-	35.32	-	-	35.32
	-	-	-	(70.74)	-	-	(70.74)
Anil B. Jain	-	-	-	35.32	-	-	35.32
	-	-	-	(70.74)	-	-	(70.74)
Ajit B. Jain	-	-	-	35.32	-	-	35.32
	-	-	-	(70.74)	-	-	(70.74)

Contd...37) Related party transactions

<b>Sr. Transactions</b>	<b>[1]</b>	<b>[2]</b>	<b>[3]</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]</b>	<b>Total</b>
Atul B. Jain	-	-	-	35.32	-	-	35.32
	-	-	-	(70.74)	-	-	(70.74)
R. Swaminathan	-	-	-	3.61	-	-	3.61
	-	-	-	(4.19)	-	-	(4.19)
A.V. Ghodgaonkar	-	-	-	6.60	-	-	6.60
	-	-	-	(6.60)	-	-	(6.60)
^ excludes termination benefits for earlier years							
<b>9) Loans &amp; Other Advances Given</b>	<b>879.36</b>	-	-	<b>1.00</b>	-	-	<b>880.36</b>
	-	-	-	<b>(0.61)</b>	-	-	<b>(0.61)</b>
Jain Farm Fresh Foods Ltd.	879.36	-	-	-	-	-	879.36
	-	-	-	-	-	-	-
A.V.Ghodgaonkar	-	-	-	1.00	-	-	1.00
	-	-	-	(0.61)	-	-	(0.61)
<b>10) Interest on Loans Given</b>	<b>53.29</b>	-	-	-	-	-	<b>53.29</b>
	<b>(8.27)</b>	-	-	-	-	-	<b>(8.27)</b>
Jain International Trading B.V., Netherlands	6.80	-	-	-	-	-	6.80
	(6.64)	-	-	-	-	-	(6.64)
Jain Farm Fresh Foods Ltd.	44.71	-	-	-	-	-	44.71
	-	-	-	-	-	-	-
Jain Processed Foods Trading & Investments Pvt. Ltd.	1.78	-	-	-	-	-	1.78
	(1.63)	-	-	-	-	-	(1.63)
<b>11) Interest on Loans Taken</b>	-	-	-	-	-	<b>55.44</b>	<b>55.44</b>
	-	-	-	-	-	<b>(32.97)</b>	<b>(32.97)</b>
Sustainable Agro-Commercial Finance Ltd.	-	-	-	-	-	55.44	55.44
	-	-	-	-	-	(32.97)	(32.97)
<b>12) Loans &amp; Advances Taken</b>	-	-	-	-	-	<b>470.00</b>	<b>470.00</b>
	-	-	-	-	-	<b>(705.00)</b>	<b>(705.00)</b>
Sustainable Agro-Commercial Finance Ltd.	-	-	-	-	-	470.00	470.00
	-	-	-	-	-	(705.00)	(705.00)
<b>13) Investment during the year ^</b>	-	-	-	-	-	-	-
	<b>(154.71)</b>	-	-	-	-	-	<b>(154.71)</b>
Jain International Trading B.V., Netherlands	-	-	-	-	-	-	-
	(154.71)	-	-	-	-	-	(154.71)
^ excludes termination benefits for earlier years							
<b>14) Rent Received</b>	-	<b>0.72</b>	-	-	-	<b>0.33</b>	<b>1.05</b>
	-	<b>(0.72)</b>	-	-	-	<b>(0.34)</b>	<b>(1.06)</b>
Sustainable Agro-Commercial Finance Ltd.	-	-	-	-	-	0.33	0.33
	-	-	-	-	-	(0.34)	(0.34)
Driptech India Pvt. Ltd.	-	0.72	-	-	-	-	0.72
	-	(0.72)	-	-	-	-	(0.72)
<b>15) Loan And Advances Taken Repaid</b>	-	-	-	-	-	<b>20.23</b>	<b>20.23</b>
	-	-	-	-	-	<b>(705.00)</b>	<b>(705.00)</b>
Sustainable Agro-Commercial Finance Ltd.	-	-	-	-	-	20.23	20.23
	-	-	-	-	-	(705.00)	(705.00)
<b>16 Repayment of loans and advances given</b>	<b>0.24</b>	-	-	-	-	-	<b>0.24</b>
	<b>(0.20)</b>	-	-	-	-	-	<b>(0.20)</b>
Jain Processed Foods Trading & Investments Pvt. Ltd.	0.24	-	-	-	-	-	0.24
	(0.20)	-	-	-	-	-	(0.20)
<b>17 Deemed investment through corporate guarantee</b>	-	-	-	-	-	-	-
	-	(2.57)	-	-	-	-	(2.57)



Contd...37) Related party transactions

Sr. Transactions	[1]	[2]	[3]	[4]	[5]	[6]	Total
Jain Irrigation Inc, USA	-	-	-	-	-	-	-
	-	(2.57)	-	-	-	-	(2.57)

**C] Balances Receivables & Payables as on 31-March-2020**

Sr. Balances as at	[1]	[2]	[3]	[4]	[5]	[6]	Total
<b>1 Investment in</b>	<b>10,949.20</b>	<b>0.00</b>	-	-	-	<b>609.83</b>	<b>11,559.03</b>
	<b>(10,949.20)</b>	<b>(0.00)</b>	-	-	-	<b>(609.83)</b>	<b>(11,559.03)</b>
JISL Overseas Ltd., Mauritius	2,946.53	-	-	-	-	-	2,946.53
	(2,946.53)	-	-	-	-	-	(2,946.53)
Jain International Trading B.V., Netherlands	1,180.94	-	-	-	-	-	1,180.94
	(1,180.94)	-	-	-	-	-	(1,180.94)
Jain Irrigation Holdings Inc, USA	0.00	-	-	-	-	-	0.00
	(0.00)	-	-	-	-	-	(0.00)
Jain Farm Fresh Foods Ltd.	6,801.63	-	-	-	-	-	6,801.63
	(6,801.63)	-	-	-	-	-	(6,801.63)
Jain Processed Foods Trading & Investments Pvt. Ltd.	20.10	-	-	-	-	-	20.10
	(20.10)	-	-	-	-	-	(20.10)
Driptech India Pvt. Ltd.	-	0.00	-	-	-	-	0.00
	-	(0.00)	-	-	-	-	(0.00)
Sustainable Agro-Commercial Finance Ltd.	-	-	-	-	-	609.83	609.83
	-	-	-	-	-	(609.83)	(609.83)
<b>2 Loan given to</b>	<b>1,098.71</b>	-	-	-	-	-	<b>1,098.71</b>
	<b>(157.75)</b>	-	-	-	-	-	<b>(157.75)</b>
Jain International Trading B.V., Netherlands	162.92	-	-	-	-	-	162.92
	(142.91)	-	-	-	-	-	(142.91)
Jain Farm Fresh Foods Ltd.	919.60	-	-	-	-	-	919.60
	-	-	-	-	-	-	-
Jain Processed Foods Trading & Investments Pvt. Ltd.	16.20	-	-	-	-	-	16.20
	(14.84)	-	-	-	-	-	(14.84)
<b>3 Accounts Receivable</b>	<b>699.30</b>	<b>4,201.31</b>	<b>6.02</b>	-	-	-	<b>4,906.62</b>
	<b>(431.97)</b>	<b>(3,415.56)</b>	-	-	-	-	<b>(3,847.53)</b>
Jain ( Europe ) Ltd., UK	-	292.28	-	-	-	-	292.28
	-	(250.00)	-	-	-	-	(250.00)
Cascade Specialties Inc., USA	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
NaanDan Jain Mexico, S.A. De C.V., Mexico	-	410.94	-	-	-	-	410.94
	-	(425.68)	-	-	-	-	(425.68)
Jain Sulama Sistemleri Sanayi VeTicaret Anonim Sirkti, Turkey.	-	333.88	-	-	-	-	333.88
	-	(288.31)	-	-	-	-	(288.31)
NaanDan Jain S.R.L.,Italy	-	7.39	-	-	-	-	7.39
	-	(14.88)	-	-	-	-	(14.88)
NaanDan Jain France Sarl., France	-	39.18	-	-	-	-	39.18
	-	(35.27)	-	-	-	-	(35.27)
NaanDan Jain Iberica S.C., Spain	-	63.14	-	-	-	-	63.14
	-	(118.40)	-	-	-	-	(118.40)
NaanDan Jain Australia Pty Ltd., Australia	-	115.19	-	-	-	-	115.19
	-	(46.81)	-	-	-	-	(46.81)
NaanDan Jain Irrigation Projects S.R.L., Romania	-	-	-	-	-	-	-
	-	(27.89)	-	-	-	-	(27.89)
NaanDan Jain Peru S.A.C., Peru	-	63.75	-	-	-	-	63.75
	-	(54.02)	-	-	-	-	(54.02)
Naandan Jain Irrigation Ltd., Israel	-	371.26	-	-	-	-	371.26
	-	(264.56)	-	-	-	-	(264.56)
NaanDan Jain Industria E Comercio de Equipmentos Ltd., Brazil	-	147.00	-	-	-	-	147.00
	-	(95.44)	-	-	-	-	(95.44)

Contd...37) Related party transactions

<b>Sr.</b>	<b>Balances as at</b>	<b>[1]</b>	<b>[2]</b>	<b>[3]</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]</b>	<b>Total</b>
	NaanDan Jain Irrigation , South Africa	-	29.28	-	-	-	-	29.28
		-	(15.79)	-	-	-	-	(15.79)
	Ex-cel Plastic, Ireland	-	20.60	-	-	-	-	20.60
		-	(4.09)	-	-	-	-	(4.09)
	Protool A.G., Switzerland	-	11.30	-	-	-	-	11.30
		-	(10.57)	-	-	-	-	(10.57)
	Jain America Holdings Inc, USA	-	1,032.93	-	-	-	-	1,032.93
		-	(729.17)	-	-	-	-	(729.17)
	Jain Irrigation Inc, USA	-	1,154.33	-	-	-	-	1,154.33
		-	(832.45)	-	-	-	-	(832.45)
	Driptech India Pvt. Ltd.	-	8.96	-	-	-	-	8.96
		-	(20.43)	-	-	-	-	(20.43)
	Ex-cel Plastic, France	-	173.12	-	-	-	-	173.12
		-	(148.05)	-	-	-	-	(148.05)
	Jain Mena DMCC, Dubai	-	(78.94)	-	-	-	-	(78.94)
		-	(12.22)	-	-	-	-	(12.22)
	Agrologico de Guatemala S.A., Guatemala	-	5.71	-	-	-	-	5.71
		-	(21.54)	-	-	-	-	(21.54)
	Bhavarlal and Kantabai Jain Multipurpose Foundation	-	-	0.09	-	-	-	0.09
		-	-	-	-	-	-	-
	Gandhi Research Foundation	-	-	5.93	-	-	-	5.93
		-	-	-	-	-	-	-
	Jain Farm Fresh Foods Ltd.	699.30	-	-	-	-	-	699.30
		(431.97)	-	-	-	-	-	(431.97)
<b>4</b>	<b>Accounts Payable</b>	-	<b>493.95</b>	<b>1.54</b>	<b>0.01</b>	<b>(0.03)</b>	<b>9.24</b>	<b>504.71</b>
		-	<b>(470.51)</b>	<b>(0.52)</b>	<b>-</b>	<b>-</b>	<b>(1.74)</b>	<b>(472.77)</b>
	THE Machine S.A., Switzerland	-	36.38	-	-	-	-	36.38
		-	(42.95)	-	-	-	-	(42.95)
	Naandan Jain Irrigation Ltd., Israel	-	103.71	-	-	-	-	103.71
		-	(125.08)	-	-	-	-	(125.08)
	Driptech India Pvt. Ltd.	-	-	-	-	-	-	-
		-	(1.62)	-	-	-	-	(1.62)
	NaanDan Jain Iberica S.C., Spain	-	1.57	-	-	-	-	1.57
		-	-	-	-	-	-	-
	Jain ( Europe ) Ltd., UK	-	80.26	-	-	-	-	80.26
		-	(80.70)	-	-	-	-	(80.70)
	Jain Sulama Sistemleri Sanayi VeTicaret Anonim Sirkti, Turkey.	-	6.77	-	-	-	-	6.77
		-	(6.21)	-	-	-	-	(6.21)
	NaanDan Jain Industria E Comercio de Equipmentos Ltd., Brazil	-	0.17	-	-	-	-	0.17
		-	(0.16)	-	-	-	-	(0.16)
	NaanDan Jain Australia Pty Ltd., Australia	-	3.74	-	-	-	-	3.74
		-	(3.43)	-	-	-	-	(3.43)
	Gavish Control Systems Ltd., Israel	-	14.12	-	-	-	-	14.12
		-	(15.92)	-	-	-	-	(15.92)
	Protool A.G., Switzerland	-	18.24	-	-	-	-	18.24
		-	(2.34)	-	-	-	-	(2.34)
	Ex-cel Plastic, Ireland	-	8.08	-	-	-	-	8.08
		-	(6.20)	-	-	-	-	(6.20)
	Ex-cel Plastic, France	-	74.99	-	-	-	-	74.99
		-	(14.66)	-	-	-	-	(14.66)
	Jain Agricultural Services Australia Pty. Ltd, Australia	-	25.20	-	-	-	-	25.20
		-	(10.13)	-	-	-	-	(10.13)
	Jain America Holdings Inc, USA	-	3.46	-	-	-	-	3.46
		-	(11.14)	-	-	-	-	(11.14)
	Jain Irrigation Inc, USA	-	117.27	-	-	-	-	117.27
		-	(149.97)	-	-	-	-	(149.97)
	JAF Product Pvt.Ltd.	-	-	0.03	-	-	-	0.03
		-	-	(0.01)	-	-	-	(0.01)
	Drip & Pipe Supplier	-	-	0.14	-	-	-	0.14
		-	-	(0.07)	-	-	-	(0.07)

Contd...37) Related party transactions

Sr.	Balances as at	[1]	[2]	[3]	[4]	[5]	[6]	Total
	Jain Brothers Industries Pvt.Ltd.	-	-	0.77	-	-	-	0.77
		-	-	(0.39)	-	-	-	(0.39)
	Jain Health Care Services (Jain Computer & Allied Services)	-	-	0.17	-	-	-	0.17
		-	-	(0.04)	-	-	-	(0.04)
	Sustainable Agro-Commercial Finance Ltd.	-	-	-	-	-	9.24	9.24
		-	-	-	-	-	(1.74)	(1.74)
	Gandhi Reseach Foundation	-	-	0.85	-	-	-	0.85
		-	-	-	-	-	-	-
	Bhavarlal & Kantabai Multipurpose Foundation	-	-	(0.43)	-	-	-	(0.43)
		-	-	-	-	-	-	-
	Jain Abhedya Ajit	-	-	-	-	(0.03)	-	(0.03)
		-	-	-	-	-	-	-
	Swaminathan R.	-	-	-	0.01	-	-	0.01
		-	-	-	-	-	-	-
<b>5</b>	<b>Advance Given</b>	-	-	-	<b>13.87</b>	-	-	<b>13.87</b>
		-	(12.75)	-	(13.81)	-	-	(26.56)
	Protool A.G., Switzerland	-	-	-	-	-	-	-
		-	(12.75)	-	-	-	-	(12.75)
	A.V.Ghodgaonkar	-	-	-	13.87	-	-	13.87
		-	-	-	(13.81)	-	-	(13.81)
<b>6</b>	<b>Deposit Receivable</b>	-	-	<b>15.82</b>	<b>164.60</b>	<b>125.58</b>	-	<b>306.00</b>
		-	-	(18.28)	(190.34)	(145.20)	-	(353.83)
	Ashok B. Jain	-	-	-	39.55	-	-	39.55
		-	-	-	(45.73)	-	-	(45.73)
	Ajit B. Jain	-	-	-	97.78	-	-	97.78
		-	-	-	(113.08)	-	-	(113.08)
	Atul B. Jain	-	-	-	27.28	-	-	27.28
		-	-	-	(31.54)	-	-	(31.54)
	Jyoti Ashok Jain	-	-	-	-	33.40	-	33.40
		-	-	-	-	(38.62)	-	(38.62)
	Nisha Anil Jain	-	-	-	-	81.38	-	81.38
		-	-	-	-	(94.10)	-	(94.10)
	Shobhana Ajit Jain	-	-	-	-	5.40	-	5.40
		-	-	-	-	(6.24)	-	(6.24)
	Bhavana Atul Jain	-	-	-	-	5.40	-	5.40
		-	-	-	-	(6.24)	-	(6.24)
	Jain Brothers Industries Pvt. Ltd.	-	-	12.33	-	-	-	12.33
		-	-	(14.26)	-	-	-	(14.26)
	Jalgaon Shop Drip & Pipe Supplier	-	-	2.36	-	-	-	2.36
		-	-	(2.72)	-	-	-	(2.72)
	Jain Health Care Services (Jain Computers & Allied Services)	-	-	0.66	-	-	-	0.66
		-	-	(0.76)	-	-	-	(0.76)
	JAF Products Pvt. Ltd.	-	-	0.47	-	-	-	0.47
		-	-	(0.54)	-	-	-	(0.54)
<b>7</b>	<b>Loans payable</b>	-	-	-	-	-	<b>462.66</b>	<b>462.66</b>
		-	-	-	-	-	-	-
	Sustainable Agro-Commercial Finance Ltd.	-	-	-	-	-	462.66	462.66
		-	-	-	-	-	-	-

**Note:**

**Previous year's figures are given in bracket**

The Company, in its quest for rural development, has supported through investment in buildings, facility and infrastructure in an initiative by Bhavarlal & Kantabai Jain Multipurpose Foundation to establish a residential school called "Anubhuti School" based upon Indian ethos and values. The Company also derives benefit from this investment in the form of usage of these facilities; children of Company's associates get priority admission into the school, etc.

The Company with help of trust will make further efforts to get extra gains from this investment as part of its corporate social responsibility initiative commitments.

## Contd...37) Related party transactions

- [1] \* Wholly Owned Subsidiary Companies
- [2] \* Fellow Subsidiary Companies
- [3] \* Companies / Firms in which director, director's relatives are Directors / Shareholders / Partners
- [4] \* Key management personnel
- [5] \* Relatives of Key management personnel
- [6] \* Associate Company

## 38) FINANCIAL RISK MANAGEMENT

The Company's activities expose it to market risk, liquidity risk, and credit risk, which may have an adverse effect on its financial performance. In order to minimise the adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts are entered to hedge certain foreign currency risk exposures and interest rate swap, principal only swap to hedge variable interest rate exposures. The sources of risk, which the entity is exposed to and how the entity manages these risks and their impact on financial statements is given below:

The sources of risk, which the entity is exposed to and how the entity manages these risks and their impact on financial statements is given below:

Risk	Exposure from	Measurement	Management
Credit risk	Trade receivables, Cash and cash equivalents, derivative financial instruments, financial assets measured at amortised cost	Aging analysis, Credit ratings	Credit limits, Letters of credit and diversification of bank deposits
Liquidity risk	Borrowings, Trade payables and other liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - Foreign Currency	Foreign currency receivables and payables; borrowings and lendings; Forecasted foreign currency transactions	Cash flow forecasting and Sensitivity analysis	Foreign exchange forward contracts, natural hedge
Market risk - Interest rate	Long-term borrowings at variable interest rates	Sensitivity analysis	Interest rate swaps

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors have established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The board and the risk management committee provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instrument, etc.

### [A] Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

### Trade and other receivables

"The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in normal course of business.

Credit terms are in line with industry trends."

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

	31-Mar-20	31-Mar-19
Neither past due nor impaired	15,639.12	7,062.20
Past due but not impaired		
- Past due 0 - 180 days	4,913.11	12,025.05
- Past due more than 180 days #	5,353.12	6,380.64
	25,905.35	25,467.89
Impairment allowance	(3,579.66)	(1,602.10)
<b>Total</b>	<b>22,325.69</b>	<b>23,865.79</b>

Contd...38) Financial Risk Management

Expected credit loss assessment for customers as at 31 March 2019 and 31 March 2020

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk. Trade receivable as on March 31, 2020 includes ₹ 15,393.46 million receivable from various Central and State government Authorities towards projects work undertaken as also supply of materials, payments of which are not forthcoming regularly and balance confirmation from such parties are awaited as on March 31, 2020. The Company is in process of completion of such projects and is constantly following up with for recovery. In past, the Company was able to realise substantial amounts and no write off was necessitated on account of non recovery. The Company is hopeful that entire dues would be realised in near future and hence, no specific provision for doubtful debts is considered necessary apart from provisioning made under expected credit loss in line with Ind AS 109 "Financial Instruments".

# The above debtors includes Government receivables which does not carry any due date.

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

	<b>Amount</b>
<b>Balance as at April 1, 2019</b>	<b>1,392.10</b>
Impairment loss recognised	210.00
Amounts written off / written back	-
<b>Balance as at March 31, 2019</b>	<b>1,602.10</b>
Impairment loss recognised	1,977.56
Amounts written off / written back	-
<b>Balance as at March 31, 2020</b>	<b>3,579.66</b>

**Cash and cash equivalents**

The Company held cash and cash equivalents with credit worthy banks and financial institutions of ₹ 1,107.57 and ₹ 304.48 as at March 31, 2020 and March 31, 2019 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

**Derivatives**

The derivatives are entered into with credit worthy banks and financial institution counterparties. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

**Investment in Bonds**

The Company held 'Investment in Bonds of ₹ 6 & ₹ 10 as at 31 March 2020 and 31 March 2019 respectively. The Company limits its investment in Bonds in instruments having a credit rating which indicates high credit quality. The Company monitors the changes in credit risk.

**[B] Liquidity risk**

Liquidity risk is the risk that the Company encounters difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through committed credit facilities to meet the obligations when due.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. The Company manages its liquidity risk by by preparing month on month cash flow projections to monitor liquidity requirements. In addition, the Company projects cash flows and considering the level of liquid assets necessary to meet these, monitoring the balance sheet liquidity ratios against internal an external regulatory requirements and maintaining debt financing plans.

**(i) Financing arrangements**

The Company has access to the following undrawn borrowing facilities at the end of the reporting period:

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>Floating rate</b>		
- Expiring within one year (Cash credit facilities)	23,832.52	8,040.84
- Expiring beyond one year (loans etc.,)	-	-
<b>Total</b>	<b>23,832.52</b>	<b>8,040.84</b>

**(ii) Maturities of financial liabilities**

The below table analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed in the table are contractual undiscounted cash flows, balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Carrying Amount	Less than 12 Months	1 - 2 years	2 - 5 years	" More than 5 years "	Total
<b>31-Mar-20</b>						
<b>Non-derivatives</b>						
Borrowings (including interest accrued but not due) #	32,827.59	29,054.04	1,683.55	3,124.91	426.40	34,288.90
Trade payables	4,207.48	4,207.48	-	-	-	4,207.48
Other financial liabilities	1,958.83	1,958.83	-	-	-	1,958.83
Financial guarantee contract*	19,090.28	1,146.35	16,036.03	1,907.90	-	19,090.28
<b>Derivatives</b>						
Interest rate swap / Principal only swaps	13.90	28.06	13.05	2.41	-	43.52
Foreign currency forward contracts	7.66	7.66	-	-	-	7.66
<b>31-Mar-19</b>						
<b>Non-derivatives</b>						
Borrowings (including interest accrued but not due) #	16,458.85	10,776.52	2,568.02	3,591.87	1,309.24	18,245.65
Trade payables	10,455.33	10,455.33	-	-	-	10,455.33
Other financial liabilities	1,991.53	1,991.53	-	-	-	1,991.53
Financial guarantee contract*	18,087.68	855.94	855.95	16,211.10	164.69	18,087.68
<b>Derivatives</b>						
Interest rate swap / Principal only swaps	-	30.77	21.36	14.17	-	66.30
Foreign currency forward contracts	5.30	5.30	-	-	-	5.30

# Embedded derivatives have been considered as part of the borrowings for the purpose of maturity disclosures.

\* Financial guarantees issued by the company on behalf of subsidiary ₹ 19,090.28 (PY ₹ 18,087.68) are with respect to borrowing raised by the respective entity. These amounts will be payable on default by the concerned entity. As of the reporting date, none of the subsidiaries have defaulted and hence, the company does not have any present obligation to third parties in relation to such guarantee.

**[C] Market risk****(i) Foreign currency risk**

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices etc. The Company operations involve foreign exchange transactions including import, export as well as financing and investment transactions and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to US\$, EUR, GBP and CHF. Foreign currency risk arises from future commercial transactions and recognised in assets and liabilities denominated in foreign currency that is not Company's functional currency (i.e., INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of a high probable forecast transactions.

**(a) Foreign currency risk exposure**

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows::

	US\$	EUR	GBP	CHF	Others	Total
<b>31-Mar-20</b>						
<b>Financial assets</b>						
Trade receivables	4,358.25	658.08	83.90	-	-	5,100.23
Less forward agst Export	(188.46)	-	-	-	-	(188.46)
Cash and cash equivalents	3.15	-	-	-	0.50	3.65
Loans and advances	162.92	-	-	-	-	162.92
<b>Net exposure to foreign currency risk (assets)</b>	<b>4,335.86</b>	<b>658.08</b>	<b>83.90</b>	<b>-</b>	<b>0.50</b>	<b>5,078.34</b>



## Contd...38) Financial Risk Management

(All amount in ₹ Million, unless otherwise stated)

	US\$	EUR	GBP	CHF	Others	Total
Financial liabilities						
Borrowings (including current maturity)	1,607.81	162.74	-	-	-	1,770.55
Less POS & forward agst Borrowing	(549.24)	-	-	-	-	(549.24)
Trade payables	603.20	213.63	-	58.47	1.49	876.79
Less forward agst Import	-	-	-	-	-	-
Other financial liabilities	94.32	0.57	-	-	-	94.89
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>1,756.09</b>	<b>376.94</b>	<b>-</b>	<b>58.47</b>	<b>1.49</b>	<b>2,192.99</b>
<b>Rupee Conversion Rate</b>	<b>75.39</b>	<b>83.05</b>	<b>93.08</b>	<b>77.78</b>		
<b>31-Mar-19</b>						
Financial assets						
Trade Receivables	3,646.60	700.23	53.67	2.28	-	4,402.78
Less forward agst Export	(207.51)	-	-	-	-	(207.51)
Cash and cash equivalents	6.60	-	-	-	0.50	7.10
Loans and advances	142.91	-	-	-	-	142.91
<b>Net exposure to foreign currency risk (assets)</b>	<b>3,588.60</b>	<b>700.23</b>	<b>53.67</b>	<b>2.28</b>	<b>0.50</b>	<b>4,345.28</b>
Financial liabilities						
Borrowings (including current maturity)	3,023.26	363.44	-	-	-	3,386.70
Less POS & forward agst Borrowing	(2,848.79)	-	-	-	-	(2,848.79)
Trade Payables	965.75	149.36	-	37.96	1.49	1,154.56
Less forward agst Import	-	-	-	-	-	-
Other financial liabilities	43.86	0.46	-	-	-	44.32
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>1,184.08</b>	<b>513.26</b>	<b>-</b>	<b>37.96</b>	<b>1.49</b>	<b>1,736.79</b>
<b>Rupee Conversion Rate</b>	<b>69.17</b>	<b>77.70</b>	<b>90.48</b>	<b>69.92</b>		

**(b) Foreign currency sensitivity analysis**

The sensitivity of profit and loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments. The following tables demonstrate the sensitivity to a reasonably possible change in US\$ and EUR exchange rates, with all other variables held constant:

Impact on profit after tax	31-Mar-20	31-Mar-19
<b>US\$</b>		
- Increase by 2%	34.20	31.92
- Decrease by 2%	(34.20)	(31.92)
<b>EUR</b>		
- Increase by 2%	3.66	2.44
- Decrease by 2%	(3.66)	(2.44)
<b>GBP</b>		
- Increase by 2%	1.18	0.75
- Decrease by 2%	(1.18)	(0.75)
<b>CHF</b>		
- Increase by 2%	(0.76)	(0.47)
- Decrease by 2%	0.76	0.47

**(ii) Cashflow and fair value interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates. In order to optimize the Company's position with regards to interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio. Accordingly, the Company endeavors to gradually reduce the exposure to variable interest rate borrowings. The Company's main interest rate risk arised from long-term borrowings with variable rates, which expose the group to cash flow interest rate risk. The Company's borrowings at variable rate were mainly denominated in INR, US\$, and CHF."

The Company's fixed rate borrowings are carried at amortised cost. The are therefore not subject to interest rate risk

as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of change in market interest rates.

The Company manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Under these swaps, the Company agrees with other parties to exchange, at specified intervals, the difference between fixed contract rates and floating rate interest amounts calculated by reference to the agreed notional principal amounts.

**(a) Interest rate exposure**

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period is as follows:

	31-Mar-20	31-Mar-19
Variable rate borrowings	31,238.20	16,321.61
Fixed rate borrowings	22.70	33.89
	<b>31,260.90</b>	<b>16,355.50</b>

The Company uses interest rate swaps to hedge a portion of foreign currency borrowings. The borrowings denominated in Indian rupee bore interest at floating rates and are unhedged. As of March 31, 2020 and March 31, 2019, the Company had outstanding interest rate swap aggregating ₹ and ₹ 1,845.37 respectively.

**(b) Sensitivity**

Profit or loss is sensitive to higher/ lower interest expense from borrowings as a result of changes in interest rates. A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

**Impact on profit after tax**

	31-Mar-20	31-Mar-19
Interest rates - Increase by 50 basis points (50 basis points)	(82.01)	(51.78)
Interest rates - decrease by 50 basis points (50 basis points)	82.01	51.78

**(iii) Other market price risks:**

The Company is exposed to equity price risk, which arises from FVTPL equity securities. The Company has a very insignificant portion of amounts invested in unquoted equity instruments other than subsidiaries, joint venture and associates. The management monitors the proportion of equity instruments in its investment portfolio based on market indices.

For quoted investments carried at fair value through profit and loss, the impact of 5% increase in the value of portfolio at the reporting date on profit or loss would have been an increase of ₹ 0.01 after tax (2015-16: ₹ 0.01 after tax). An equal change in opposite direction would have decreased profit or loss by ₹ 0.01 after tax (2015-16: ₹ 0.01 after tax).

## 39) CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Company monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by total 'equity' (as shown in the balance sheet, including non controlling interests).

The Company's target is to maintain a debt equity ratio under 1:1. The gearing ratios were as follows:

	31-Mar-20	31-Mar-19
Debt	31,260.90	16,355.50
Less: Cash & Cash Equivalent	(1,107.51)	(304.48)
Net Debt	30,153.39	16,051.02
Total Equity	42,163.77	47,210.24
<b>Net Debt to equity ratio</b>	<b>0.72</b>	<b>0.34</b>

Metrics are maintained in excess of any debt covenant restrictions

(All amount in ₹ Million, unless otherwise stated)

**40) In compliance with Ind AS 27 “Separate Financial Statements” the required information is as under**

The group’s subsidiaries at 31 March 2020 are set out below. Unless otherwise stated, they have share capital that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interests		Principal activities
		31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	
		%	%	%	%	
JISL Overseas Limited	Mauritius	100.00	100.00	-	-	Investment arm
Jain International Trading B.V.	Netherlands	100.00	100.00	-	-	Investment arm
Jain Processed Foods Trading & Investments Pvt. Ltd.	India	100.00	100.00	-	-	Marketing arms
Jain Farm Fresh Foods Limited	India	88.81	88.81	11.19	11.19	Food Business
Driptech India Pvt. Ltd.	India	75.00	75.00	25.00	25.00	produces affordable, high-quality irrigation systems designed for small-plot farmers.
Jain ( Europe ) Limited.	United Kingdom	100.00	100.00	-	-	key marketing and distribution arm in the UK and other European countries.
Jain International Foods Limited (Erst. SQF 2009 Limited)*	United Kingdom	100.00	100.00	-	-	Marketing arms
Ex-Cel Plastics Limited	Ireland	100.00	100.00	-	-	manufacturing of plastic sheets
Jain America Foods Inc. (Erstwhile Jain (Americas) Inc.)	United States of America	100.00	100.00	-	-	key marketing, distribution and investment arm in the United States for Food business.
Jain America Holdings Inc.	United States of America	100.00	100.00	-	-	key marketing, distribution and investment arm in the United States for Plastic sheet business
Jain Irrigation Holding Inc.	United States of America	100.00	100.00	-	-	Investment arm
“Jain Farm Fresh Foods Inc., USA (Erstwhile Cascade Specialities Inc., USA)”	United States of America	100.00	100.00	-	-	onion, garlic dehydration and frozen foods business
JIO (Erstwhile Jain Irrigation Inc.)	United States of America	100.00	100.00	-	-	Investment arm
Jain Irrigation Inc.	United States of America	100.00	100.00	-	-	drip tape manufacturing and distribution business
Jain Agricultural Services, LLC.	United States of America	100.00	100.00	-	-	Manufacture, Develop and sells Moisture monitoring system
Point Source Irrigation Inc.	United States of America	100.00	100.00	-	-	Drip tape manufacturing and distribution business
Jain Overseas B.V. Netherlands	Netherlands	100.00	100.00	-	-	Investment arm
Jain (Israel) B.V. Netherlands	Netherlands	100.00	100.00	-	-	Investment arm
Jain Netherlands Holding I B.V.	Netherlands	100.00	-	-	-	Investment arm
Jain Netherlands Holding II B.V.	Netherlands	100.00	-	-	-	Investment arm
NaandanJain Irrigation Ltd. @	Israel	100.00	100.00	-	-	manufacturing of drip / sprinkler irrigation
Gavish Control Systems Ltd.	Israel	51.00	51.00	49.00	49.00	manufacturing of software and computer equipment for agriculture applications

(All amount in ₹ Million, unless otherwise stated)

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interests		Principal activities
		31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	
		%	%	%	%	
JISL Global SA	Switzerland	100.00	100.00	-	-	Investment arm
JISL Systems SA	Switzerland	100.00	100.00	-	-	Investment arm
Protool AG. #	Switzerland	75.00	75.00	25.00	25.00	manufacturer of plastic injection mould
THE Machines Yuvmand S.A.	Switzerland	100.00	100.00	-	-	manufacturer of plastic extrusion equipment with laser technology.
Jain Agriculture Services Australia Pty Ltd.	Australia	100.00	100.00	-	-	Hardware and software development for farm weather management
Excel Plastic Piping Systems SAS	France	100.00	100.00	-	-	Plastics pipes
Jain Mena DMCC	United Arab Emirates	100.00	100.00	-	-	key marketing, distribution
Jain Distribution Holdings Inc.,	United States of America	100.00	100.00	-	-	Investment arm
Agri-Valley Irrigation LLC., #	United States of America	80.00	80.00	20.00	20.00	irrigation design installation services, key marketing, distribution of irrigation products
Irrigation Design and Construction LLC., #	United States of America	80.00	80.00	20.00	20.00	irrigation design installation services, key marketing, distribution of irrigation products
Jain Farm Fresh Holdings SPRL,	Belgium	100.00	100.00	-	-	Investment arm
Innovafood NV,	Belgium	100.00	100.00	-	-	key marketing, distribution
Pacific Shelf 1218 Ltd.	United Kingdom	100.00	100.00	-	-	manufacturing of plastic sheets
Northern Ireland Plastics Ltd.,	United Kingdom	100.00	100.00	-	-	manufacturing of plastic sheets
Killyleagh Box Co. Ltd.,	United Kingdom	100.00	100.00	-	-	manufacturing of plastic sheets
ET Water Systems Inc.	United States of America	100.00	100.00	-	-	manufacturing of software and computer equipment for agriculture applications
Jain Farm Fresh Gıda Sanayi Ve Ticaret Anonim Sirketi	Turkey	60.00	100.00	40.00	-	Food Business
Solution Key Ltd.	Hong Kong	100.00	-	-	-	Food Business

# The Holding Company through its step down subsidiaries has the option to buy the balance stake of minority shareholders in these companies at a predetermined price or agreed valuation.

Contd...40) In Compliance with....

(All amount in ₹ Million, unless otherwise stated)

<b>*Subsidiaries of Jain International Foods Ltd. (Erstwhile SQF 2009 Ltd.) are as under:</b>					
Name of the subsidiaries	Place of business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interests	
		31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
		%	%	%	%
Sleaford Food Group Limited	United Kingdom	100.00	100.00	-	-
Sleaford Quality Foods Limited	United Kingdom	100.00	100.00	-	-
Arnolds Quick Dried Foods Limited	United Kingdom	100.00	100.00	-	-
<b>@ Subsidiaries of NaandanJain Irrigation Limited, Israel are as under.</b>					
Name of entity					
Subsidiaries					
Naan Dan Agro-Pro (Israel Company for Agricultural Applications) Ltd	Israel	100.00	100.00	-	-
NaandanJain France Sarl	France	100.00	100.00	-	-
NaandanJain Mexico, S.A. De C.V.	Mexico	100.00	100.00	-	-
NaandanJain Australia Pty Ltd.	Australia	100.00	100.00	-	-
NaandanJain S.R.L.	Italy	100.00	100.00	-	-
Naandan Do Brasil Participacoes Ltda. (holding co)	Brazil	100.00	100.00	-	-
NaandanJain Industria E Comercio de Equipmentos Ltd.	Brazil	100.00	100.00	-	-
NaandanJain Iberica S.C.	Spain	100.00	100.00	-	-
NaandanJain Peru S.A.C	Peru	100.00	100.00	-	-
Jain Sulama Sistemleri Sanayi Ve Ticaret Anonim Sirkti	Turkey	100.00	100.00	-	-
NaandanJain Irrigation Projects S.R.L.	Romania	100.00	100.00	-	-
Agrologico de Guatemala S.A.#	Guatemala	60.00	60.00	40.00	40.00
Agrologico sistemas Tecnologicos S.A.#	Costa Rica	60.00	60.00	40.00	40.00
NaandanJain Irrigation SA (Pty) Ltd.,	South Africa	100.00	100.00	-	-
NaandanJain Chile S.A	Chile	100.00	100.00	-	-
NaandanJain China Ltd.	China	60.00	60.00	40.00	40.00
NaandanJain UK Ltd.,	United Kingdom	100.00	100.00	-	-
Briggs (U.K.) Ltd.,	United Kingdom	100.00	100.00	-	-
# The Holding Company through its step down subsidiaries has the option to buy the balance stake of minority shareholders in these companies at a predetermined price or agreed valuation.					

# The Holding Company through its step down subsidiaries has the option to buy the balance stake of minority shareholders in these companies at a predetermined price or agreed valuation.

#### 41) OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The Company enters into derivative transactions under International Swaps and Derivatives Association (ISDA) master netting agreements. In general, under such agreements the amounts owed by each counterparty on a single day in respect of all transactions outstanding in the same currency are aggregated into a single net amount that is payable by one party to the other. In certain circumstances - e.g. when a credit event such as a default occurs, all outstanding transactions under the agreement are terminated, the termination value is assessed and only a single net amount is payable in settlement of all transactions.

The ISDA master netting agreement do not meet the criteria for offsetting in the Balance Sheet. This is because the Company does not have any currently legally enforceable right to offset recognised amounts, because the right to offset is enforceable only on the occurrence of future events such as a default on the bank loans or other credit events."

The following table sets out the carrying amounts of recognised financial instruments that are subject to the above agreements:

	Gross and Net amounts of financial instruments in the Balance Sheet	Related financial instruments that are not offset	Net amount
<b>31-Mar-20</b>			
<b>Financial assets</b>			
Derivative assets	60.43	(13.90)	46.53
<b>Total</b>			
<b>Financial liabilities</b>			
Derivative liabilities	(13.90)	13.90	-
<b>Total</b>			
<b>31-Mar-19</b>			
<b>Financial assets</b>			
Derivative assets	40.56	(5.30)	35.26
<b>Total</b>			
<b>Financial liabilities</b>			
Derivative liabilities	(5.30)	5.30	-
<b>Total</b>			

- 42)** Base on its initial assessment the management does not accept any significant impact on the business of the Company due to the COVID-19 pandemic. The Company has evaluated the possible effect of COVID-19 on the carrying amount of property, plant and equipment, inventory and trade receivables basis the internal and external source of information and determined, exercising reasonable estimates and judgements, that the carrying amount of these assets are recoverable. Having regard to the above, and the Company's operating efficiency and gradually improving liquidity position there is no material uncertainty in meeting the financial obligations over the foreseeable future.
- 43)** During the year, the Company's lenders have signed an inter-creditor agreement as per RBI circular as per June 7, 2019, the Company has been engaged with the lenders on the resolution plan on a proactive basis. A formal resolution process involving lenders and professional advisors is on-going to approve the resolution plan. The same is likely to be completed in the near future subject to regulatory compliance and internal approvals of lenders. During the year, the financials and operations of the Company have been impacted on account of adverse liquidity conditions being faced from the beginning of the year. As on March 31, 2020, the Company has principal outstanding including interest thereon over dues to the working capital and term loan lenders aggregating to ₹ 32,827.60 million which is part of resolution plan. As at March 31, 2020, Standalone networth of the Company stands at ₹ 42,163.80 million. Post implementation of the resolution plan, the company's ability to pay debt obligations and to optimise operations will improve significantly.

#### 44) SEGMENT INFORMATION

In accordance with Ind AS 108 "Operating Segments", segment information has been given in the consolidated financial statements of the Company, and therefore, no separate disclosure on segment information is given in these financial statements.

- 45) Comparative previous year's figures have been reworked, regrouped and reclassified to the extent possible, wherever necessary to confirm to current year's classification and presentation.**

For and on behalf of the Board of Directors

Sd/-

Avdhut Ghodgaonkar  
Company Secretary

Sd/-

Anil Jain  
Vice Chairman  
& Managing Director  
DIN 00053035

Sd/-

Ghanshyam Dass  
Director  
DIN 01807011

Sd/-

Atul Jain  
Joint Managing Director  
& CFO  
DIN 00053407

Place: **Jalgaon**  
Date: **31-July-2020**

Place: **Jalgaon**  
Date: **31-July-2020**



# INDEPENDENT AUDITOR'S REPORT

## To the Members of Jain Irrigation Systems Limited

### Report on the Audit of the Consolidated Ind AS Financial Statements

#### Opinion

We have audited the accompanying consolidated Ind AS financial statements of Jain Irrigation Systems Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate comprising of the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated Ind AS financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate Ind AS financial statements and on the other financial information of the subsidiaries and associate the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act, of the consolidated state of affairs of the Group and its associate as at March 31, 2020, their consolidated loss (including other comprehensive income), their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated Ind AS financial statements.

#### Material Uncertainty Related to Going Concern

As stated in Note 47 to the accompanying Consolidated Ind AS financial statements, there has been delays/defaults in meeting its debt obligations by the Holding Company. The Holding Company is presently engaged with lenders on the resolution plan and proposes to raise funds through monetization of its noncore assets, mobilisation of additional funds and other strategic initiative to meet its obligation.

**Report of Independent Statutory Auditor of foreign subsidiaries have in their report drawn attention to the following while opining on the management's evaluation of Going Concern:**

- a) In respect of a subsidiary Company, there has been an audit scope limitation whereby the Statutory Auditor stated that they have not performed procedures relating to going concern. The said scope limitation was on account of issues with respect to breach of loan covenants and continued breach in the subsequent financial year until further restructuring, which has led to delay in reporting.
- b) In respect of a subsidiary Company, it has indicated that the ability of the subsidiary to continue as a going concern is subject to continued support from the Ultimate Parent Company.

**These events or conditions of the Holding Company and the attention drawn on the management's evaluation of Going Concern in the reports of the statutory auditors of the subsidiaries as stated above, indicate that a material uncertainty exists that may cast significant doubt on the Group's (including associate) ability to continue as a going concern.**

Our opinion is not modified in respect of this matter.

#### Emphasis of Matter

We draw attention to Note 46 to the accompanying Consolidated Ind AS financial statements which explains the uncertainties and the Management's evaluation of the financial impact on the Group including its associate due to lockdown

and other restrictions on account of COVID-19 pandemic situation and on account of resolution plan, for which a definitive assessment of the impact is highly dependent upon the circumstances as they evolve in the subsequent period.

Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current year. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section above, we have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key audit matters	How our audit addressed the key audit matter
1.	<p><b>Revenue recognition on long term contracts (percentage of completion accounting)</b></p> <p>Refer to notes 2.6, 20 and 44 to the Consolidated Ind AS Financial Statements as on March 31, 2020.</p> <p>The holding company generates a significant portion of its revenue from long term engineering contracts (construction contracts), which include both contracts related to micro irrigation systems, PE and PVC Pipes. These contracts are accounted under the percentage of completion method (POC). The accounting standard involved judgment relating to identification of separate performance obligations, determination of transaction price, allocation of transaction to separate performance obligations and the appropriateness of the basis used to measure revenue recognition over the period.</p> <p>We identified this matter as a key audit matter due to the size of revenue generated from construction contracts. Furthermore, accounting for the contracts involves both, judgment in assessing whether the criteria set out in the Ind AS have been met, and estimates related to future costs, the final outcome of the contract and the stage of completion.</p>	<p><b>Our audit procedures included :</b></p> <p>(a) We understood and tested the design and operating effectiveness of controls as established by the management.</p> <p>(b) Validation of Accounting Policy: We have assessed the appropriateness of the holding company's accounting policy on revenue recognition, including those relating to contract revenue by comparing with applicable accounting standards.</p> <p>(c) Control testing: We have obtained an understanding of the methodology applied, the internal processes and the controls used to determine the percentage of completion, identification of expected project revenue, cost incurred for the specific project (including allocation of overheads and other costs) and estimated costs required to complete the project. We evaluated the processes and technical systems used to record actual costs incurred and tested the effectiveness of the controls.</p> <p>(d) Tests of details: We have focused on Management's judgment in applying the methodology and the estimates made to determine the amount of revenue to be recorded in their project calculations. Further our checking of details involved the following procedures -</p> <ul style="list-style-type: none"> <li>• We obtained and reviewed project source documents such as contracts, budgets and projects calculations.</li> <li>• We have checked, read and evaluated the existing and new contracts to check the separate performance obligation and transaction price. We have evaluated whether the transaction price involves any variable consideration.</li> <li>• We have critically verified the actual project costs incurred, revenue booked and by carrying out sensitivity analysis, analysed the estimation of the management over balance costs required to complete the projects. Also, we have verified the process of allocation of project costs on each and every project and basis for determining project revenue and project costs that are required to be booked.</li> <li>• We have also verified the acceptance of invoices and work completed by the contractor.</li> <li>• We have made enquiry with Management in respect of the reasonableness of judgments made regarding the cost to complete estimate and the timing of recognition of change orders.</li> <li>• We also assessed whether Management's policies and processes for making these estimates continue to be appropriate and are applied consistently overtime and to contracts of a similar nature.</li> </ul>

Sr. No.	Key audit matters	How our audit addressed the key audit matter
2.	<p><b>Recoverability of Trade receivable from government companies including confirmation</b></p> <p>Refer to notes 7(c) and 40 to the Consolidated Ind AS Financial Statements as on March 31, 2020 for the disclosures of the related accounting policies, judgments and estimates and financial risk management on trade receivables.</p> <p>At March 31, 2020, the total receivables balances excluding provisions included in note 7(c) was Rs. 32,166.05 million.</p> <p>Trade receivable are mainly comprise of receivables of the holding company from central and state government owned enterprises aggregating Rs. 15,393.43 million as on March 31, 2020, which are subject to independent confirmations.</p> <p>We have identified valuation of trade receivables as a key audit matter on account of the significant management judgment involved with respect to the recoverability and existence of trade receivables and the provisions for impairment of receivables, and the importance of cash collection with reference to the working capital management of the business.</p>	<p><b>Our audit procedures included :</b></p> <p>(a) We understood and tested the design and operating effectiveness of controls as established by the management over trade receivables.</p> <p>(b) Validation of Accounting policies: We have assessed the appropriateness of the Holding Company's credit risk policy and obtaining an understanding on management of credit risk.</p> <p>(c) Discussing with the management and obtaining a list of accounts receivables with relevant amount of settlement, during the year or subsequent to the end of the reporting period identified by the management and their assessment on the recoverability of accounts receivables.</p> <p>(d) Control testing:</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding on credit approvals, establishing credit limits and continuous monitoring of creditworthiness of customers to which the holding company grants the credit in normal course of business.</li> <li>• Obtaining understanding on how the holding Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables.</li> </ul> <p>(e) Tests of details:</p> <ul style="list-style-type: none"> <li>• We have checked the ageing analysis, on a sample basis and subsequent receipt of the trade receivables, to the source documents, including bank statements;</li> <li>• We have verified the underlying supporting documents like RA bills, approvals from Government Authorities at the time of supply of materials/ rendering of services along with various correspondence carried out by the management of the holding company with government trade receivables;</li> <li>• We have verified open invoices duly approved by government authorities in order to ensure existence of trade receivables;</li> <li>• We have verified the appropriateness of judgments regarding provisions for trade receivables and assessment as to whether these provisions were calculated in accordance with the holding company's provisioning policies.</li> <li>• Evaluated the historical accuracy of the management's assessment of impairment for accounts receivables on a sample basis by examining the actual write-offs, the reversal of previous recorded allowance and new allowances recorded in the current year in respect of accounts receivables at the end of the previous financial year.</li> </ul>

**Other Information**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Business Responsibility Report and Directors' Report forming part of annual report, but does not include the standalone Ind AS financial statements, consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and the reports of other auditor(s), we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associate and for preventing and detecting frauds and other irregularities;

the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate are responsible for overseeing the financial reporting process of the Group and of its associate.

### **Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company, its subsidiary companies and associate company which are companies incorporated in India, have adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the Ind AS financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

(a) We did not audit the Ind AS financial statements of forty one subsidiaries (including thirty eight step down subsidiaries), whose Ind AS financial statements reflect total assets of Rs. 92,832.37 million and net assets of Rs. 19,855.68 million as at March 31, 2020, total revenues of Rs. 29,842.29 million and net cash inflows amounting to Rs. 1,027.55 million for year ended on that date as considered in the consolidated Ind AS financial statements. The consolidated Ind AS financial Statements also includes Group's share of net profit of Rs.17.49 million for year ended March 31, 2020 as considered in the consolidated Ind AS financial statements, in respect of one associate whose Ind AS financial statements have not been audited by us. These Ind AS financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the reports of the other auditors.

Certain of these subsidiaries are located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

(b) We did not audit the Ind AS financial statements of fifteen step down subsidiaries, whose Ind AS financial statements reflects total assets of Rs. 12,998.50 million and net asset of Rs. 1,014.38 million as at March 31, 2020, total revenues of Rs. 11,764.54 million and net cash inflows amounting to Rs. 753.41 million for the year ended on that date, as considered in the consolidated Ind AS financial statements. These Ind AS financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited Ind AS financial statements. In our opinion and according to the information and explanations given to us by the management, these Ind AS financial statements are not material to the Group including its associate.

Our opinion on the consolidated Ind AS financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Ind AS financial statements certified by the management.

### **Report on Other Legal and Regulatory Requirements**

As required by section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate Ind AS financial statements and the other financial information of subsidiaries and associate, as noted in the Other Matters section above we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with

by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

- d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) The matter described in the material uncertainty related to going concern section above, in our opinion, may have an adverse effect on the functioning of the Group including its associate;
- f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate company incorporated in India, none of the directors of the Group companies and its associate company, incorporated in India, is disqualified as on March 31, 2020 from being appointed as a director in terms of section 164(2) of the Act;
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies and its associate company incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure 2";
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us by the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate company incorporated in India, the remuneration paid/ provided to their directors during the year by the Holding Company, subsidiary companies and associate company incorporated in India is in accordance with the provisions of section 197 of the Act;

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate - Refer Note 30 to the consolidated Ind AS financial statements;
  - (ii) Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer (a) Note 39 and 44 to the consolidated Ind AS financial statements in respect of such items as it relates to the Group, and its associate; and (b) the Group's share of net profit in respect of its associate;
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate company incorporated in India.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.103523W / W100048

Sd/-

**Snehal Shah**

Partner

Membership No. 048539

UDIN: 20048539AAAABU3241

Place: **Mumbai**

Date: **July 31, 2020**



# ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

**[Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section in our Independent Auditor's Report of even date to the members of Jain Irrigation Systems Limited on the consolidated Ind AS financial statements for the year ended March 31, 2020]**

Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of Jain Irrigation Systems Limited ("Holding Company") as of and for the year ended March 31, 2020, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, and its associate company, which are companies incorporated in India, as of that date.

## **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company, its subsidiary companies and its associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of Holding Company, its subsidiary companies and its associate company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of Holding Company, its subsidiary companies and its associate company which are companies incorporated in India,.

## **Meaning of Internal Financial Controls with reference to Financial Statements**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us and based on consideration of reporting of other auditors as mentioned in Other Matters paragraph below, the Holding Company, its subsidiary companies, and its associate company which are companies incorporated in India, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

#### **Other Matters**

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to two subsidiary companies (Including one step down subsidiary) and one associate company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.103523W / W100048

Sd/-

**Snehal Shah**

Partner

Membership No. 048539

UDIN: 20048539AAAABU3241

Place: **Mumbai**

Date: **July 31, 2020**

# CONSOLIDATED BALANCE SHEET

## AS AT 31<sup>ST</sup> MARCH 2020

(All amount in ₹ Million, unless otherwise stated)			
	Notes	31-Mar-20	31-Mar-19
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment (net)	3	48,239.74	46,873.86
Right to use	5	2,374.30	-
Capital work-in-progress	3	559.65	1,386.14
Goodwill on consolidation	4	7,988.50	7,549.77
Other intangible assets	4	1,060.16	989.32
Investment property	6	229.87	238.67
Equity accounted investees	37[e]	828.94	811.39
<b>Financial assets</b>			
(i) Investments	7[a]	18.31	16.93
(ii) Loans	7[e]	4.07	19.10
(iii) Other financial assets	7[f]	3,419.91	2,830.13
Other non-current assets	8	761.09	622.67
Deferred tax assets (net)	9	1,701.20	1,208.07
Income tax assets (net)	10	93.59	13.46
<b>Total non-current assets</b>		<b>67,279.33</b>	<b>62,559.51</b>
<b>Current assets</b>			
Inventories	11	21,764.27	24,839.77
Biological assets	12	840.13	946.31
<b>Financial assets</b>			
(i) Investments	7[b]	10.00	-
(i) Trade receivables	7[c]	28,159.69	29,948.19
(ii) Cash and cash equivalents	7[d]	2,300.78	1,174.09
(iii) Bank balances other than (ii) above	7[d]	181.63	280.76
(iv) Loans	7[e]	644.38	428.33
(v) Other financial assets	7[f]	565.30	513.12
Other current assets	8	10,075.58	8,097.90
<b>Total current assets</b>		<b>64,541.76</b>	<b>66,228.47</b>
<b>Total assets</b>		<b>131,821.09</b>	<b>128,787.98</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	13	1,031.32	1,031.32
Other equity	13	33,679.69	43,099.60
<b>Equity attributable to owners of JISL</b>		<b>34,711.01</b>	<b>44,130.92</b>
Non-controlling interests		1,430.61	1,412.69
<b>Total Equity</b>		<b>36,141.62</b>	<b>45,543.61</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
(i) Borrowings	15(a)	27,642.43	29,395.20
(ii) Other financial liabilities	15(d)	2,624.52	546.03
Provisions	16	434.69	531.55
Deferred tax liabilities (net)	18	1,993.56	4,791.95
<b>Total non-current liabilities</b>		<b>32,695.20</b>	<b>35,264.73</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
(i) Borrowings	15(b)	36,017.94	19,168.91
(ii) Trade payables	15(c)		
- Total outstanding dues to micro and small enterprises		222.64	390.86
- Total outstanding dues to others		11,031.75	17,197.14
(iii) Other financial liabilities	15(d)	12,332.25	7,722.70
Provisions	16	519.34	370.39
Current tax liabilities (net)	17	129.23	472.31
Other current liabilities	19	2,731.11	2,657.33
<b>Total current liabilities</b>		<b>62,984.26</b>	<b>47,979.64</b>
<b>Total liabilities</b>		<b>95,679.46</b>	<b>83,244.37</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>131,821.09</b>	<b>128,787.98</b>

Significant accounting policies

The accompanying notes are an integral part of these financial statements

2  
(1 to 48)

For Haribhakti &amp; Co. LLP

Chartered Accountants

Firm Registration Number: 103523W/W100048

For and on behalf of the Board of Directors

Sd/-

Snehal Shah

**Partner****Membership No: 048539**

Sd/-

Avdhut V. Ghodgaonkar

**Company Secretary**

Sd/-

Anil B. Jain

**Vice Chairman & Managing Director****DIN 00053035**

Sd/-

Ghanshyam Dass

**Director****DIN 01807011**

Sd/-

Atul B. Jain

**Joint Managing Director & CFO****DIN 00053407**

Date : July 31, 2020

Place : Mumbai

Date : July 31, 2020

Place : Jalgaon

# STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED AT 31<sup>ST</sup> MARCH 2020

(All amount in ₹ Million, unless otherwise stated)			
	Note	31-Mar-20	31-Mar-19
<b>INCOME</b>			
Revenue from operations	20	62,158.10	85,769.39
Other income	21	1,080.15	2,713.85
<b>Total income</b>		<b>63,238.25</b>	<b>88,483.24</b>
<b>EXPENSES</b>			
Cost of materials consumed	22	32,441.42	46,600.26
Change in inventories of finished goods and work in progress	23	2,557.75	(641.54)
Employee benefits expense	24	9,844.54	9,678.00
Finance costs	27	6,881.44	5,137.36
Depreciation and amortisation expense	25	3,655.20	3,128.57
Other expenses	26	18,075.03	20,876.37
<b>Total expenses</b>		<b>73,455.38</b>	<b>84,779.02</b>
<b>Profit/(Loss) before share of profit of equity accounted investees and income tax</b>		<b>(10,217.13)</b>	<b>3,704.22</b>
Share of profit of equity accounted investees (net of income tax)	37[e]	17.54	37.39
<b>Profit/(Loss) from continuing operation before tax</b>		<b>(10,199.59)</b>	<b>3,741.61</b>
<b>Income tax expense</b>			
Current tax (net of prior year adjustments)	27	288.71	1,042.35
Deferred tax	28	(3,293.82)	156.93
<b>Total tax expense</b>		<b>(3,005.11)</b>	<b>1,199.28</b>
<b>Profit/(Loss) for the year</b>		<b>(7,194.48)</b>	<b>2,542.33</b>
<b>Other comprehensive income</b>			
(i) Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit obligations gains / (loss)		6.10	10.58
- Income tax relating to the above items	27	(2.30)	(3.67)
(ii) Items that will be reclassified to profit or loss			
- Exchange differences on translation of foreign operations		(2,288.30)	(1,038.43)
<b>Other comprehensive income for the year, net of tax</b>		<b>(2,284.50)</b>	<b>(1,031.52)</b>
<b>Total comprehensive income for the year</b>		<b>(9,478.98)</b>	<b>1,510.81</b>
Profit/(Loss) attributable to:			
Owners of equity		(7,151.38)	2,390.94
Non-controlling interest		(43.10)	151.39
		<b>(7,194.48)</b>	<b>2,542.33</b>
<b>Total comprehensive income/(Loss) attributable to:</b>			
Owners of equity		(9,459.98)	1,349.10
Non-controlling interest		(19.00)	161.71
		<b>(9,478.98)</b>	<b>1,510.81</b>
Earnings per equity share			
<b>Basic earnings per share (face value ₹ 2)</b>	28	<b>(13.87)</b>	<b>4.64</b>
<b>Diluted earnings per share (face value ₹ 2)</b>	28	<b>(13.87)</b>	<b>4.64</b>

Significant accounting policies

2

The accompanying notes are an integral part of these financial statements

(1 to 48)

For Haribhakti & Co. LLP  
Chartered Accountants  
Firm Registration Number: 103523W/W100048

For and on behalf of the Board of Directors

Sd/-  
Snehal Shah  
**Partner**  
Membership No: 048539

Sd/-  
Avdhut V. Ghodgaonkar  
**Company Secretary**

Sd/-  
Anil B. Jain  
**Vice Chairman &  
Managing Director**  
DIN 00053035

Sd/-  
Ghanshyam Dass  
**Director**  
DIN 01807011

Sd/-  
Atul B. Jain  
**Joint Managing  
Director & CFO**  
DIN 00053407  
Date : July 31, 2020  
Place : Jalgaon

Date : July 31, 2020  
Place : Mumbai

# CONSOLIDATED CASH FLOW STATEMENT

## FOR THE YEAR ENDED AT 31<sup>ST</sup> MARCH 2020

(All amount in ₹ Million, unless otherwise stated)

	31-Mar-20	31-Mar-19
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / ( Loss) before tax, share of profit in associate	(10,217.13)	3,704.22
<b>Adjustments for:</b>		
Depreciation and amortisation expense	3,655.20	3,128.57
Amount written off and provisions	3,064.86	714.31
Unrealized forex exchange gain / loss	(1,510.51)	(220.29)
Loss/ (profit) on asset sale/ discard of property, plant and equipment (net)	(7.81)	(29.07)
Loss/ (profit) on sale of investments (net)	(0.59)	-
Finance cost	6,881.44	5,137.36
Provisions no longer required written back	(178.55)	(230.55)
Provision for gratuity	72.39	188.48
Provision for leave encashment	(24.61)	24.29
Sundry credit balance appropriated	(72.63)	(20.38)
Dividend and interest income	(66.63)	(114.76)
Change in fair value of biological assets	32.95	(133.88)
Fair value changes of derivatives	1.38	(134.74)
Fair value changes of embedded derivatives	(363.54)	(942.05)
Fair vale changes of investments	0.55	(0.38)
<b>Operating profit before working capital changes</b>	<b>1,266.76</b>	<b>11,071.13</b>
<b>Adjustments for changes in working capital:</b>		
(Increase) / decrease in trade receivables	(299.10)	(4,442.92)
(Increase) / decrease in inventories and biological assets	3,148.73	(24.19)
(Increase) / decrease in loans and other financial assets	(386.13)	(270.60)
(Increase) / decrease in other assets	(3,190.60)	(187.13)
Increase / (decrease) in trade payables	(6,260.98)	(2,569.11)
Increase / (decrease) in other financial liabilities	(319.49)	43.02
Increase / (decrease) in other liabilities	8.42	(1,493.37)
<b>Cash generated from operations</b>	<b>(6,032.39)</b>	<b>2,126.83</b>
Income tax paid	(714.31)	(563.37)
<b>Net cash from generated operating activities</b>	<b>(6,746.70)</b>	<b>1,563.46</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(2,802.21)	(3,908.09)
Sale of property, plant and equipment	119.55	229.98
Purchase of investments	(22.00)	-
Sale of investments	10.66	56.50
Investment in subsidiary companies	(26.23)	(1,852.98)
Payment to minority interest	(44.16)	(51.11)
Maturity of fixed deposits placed	99.13	1,936.38
Interest & dividend received	82.25	125.94
<b>Net cash (used in) investing activities</b>	<b>(2,583.02)</b>	<b>(3,463.37)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Investment by minority shareholder	80.36	-
Proceeds from term loan borrowings	284.30	5,830.84
Repayment towards term loans borrowings	(2,063.38)	(3,229.07)
Increase/(decrease) in working capital borrowings (net)	16,849.03	4,009.19
Interest and finance charges paid	(4,691.67)	(4,996.83)
Dividend and dividend distribution tax paid	(2.23)	(509.31)
Net cash (used in) financing activities	10,456.41	1,104.82
<b>Net Increase/(decrease) in cash and cash equivalents</b>	<b>1,126.69</b>	<b>(795.10)</b>
Cash and cash equivalents as at the beginning of the year	1,174.09	1,969.19

(All amount in ₹ Million, unless otherwise stated)		
	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>Cash and cash equivalents as at the end of the year</b>	<b>2,300.78</b>	<b>1,174.09</b>
Cash and cash equivalents includes:		
<b>Cash and cash equivalents</b>		
Cash on hand	35.20	23.14
Bank balances		
- In current accounts & Cheques in hand	2,066.31	1,150.45
- Cheques on hand	199.10	-
Fixed deposits (having maturity value less than 3 months)	0.17	0.50
<b>Total</b>	<b>2,300.78</b>	<b>1,174.09</b>
Overdrawn bank balances (considered as cash and cash equivalents for cash flow)	-	-
<b>Total</b>	<b>2,300.78</b>	<b>1,174.09</b>

Significant accounting policies

The accompanying notes are an integral part of these financial statements

2  
(1 to 48)

Changes in liability from financing activities:

	<b>Balance as at 1-Apr- 2019</b>	<b>Cash flows</b>	<b>Acquired in business combination</b>	<b>Foreign exchange movement</b>	<b>Balance as at 31-Mar-2020</b>
Non current borrowings, refer note 15(a)	33,305.30	(1,779.09)	-	1,816.57	33,342.78
Current borrowings, refer note 15(b)	19,168.91	16,849.03	-	-	36,017.94
<b>Total</b>	<b>52,474.21</b>	<b>15,069.94</b>	<b>-</b>	<b>1,816.57</b>	<b>69,360.72</b>

## Explanatory notes to statements of cash flows

- 1) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow
- 2) In Part A of the cash flow statement, figures in brackets indicates deduction made from the net profit for deriving the net cash flow from operating activities. In Part B and Part C, figures in brackets indicate cash outflows.
- 3) The net profit / loss arising due to conversion of current assets / current liabilities, receivable / payable in foreign currency is furnished under the head "Unrealized forex exchange (gain) / loss.

For Haribhakti & Co. LLP

Chartered Accountants

Firm Registration Number: 103523W/W100048

Sd/-

Snehal Shah

**Partner**

**Membership No: 048539**

Sd/-

Avdhut V. Ghodgaonkar

**Company Secretary**

For and on behalf of the Board of Directors

Sd/-

Anil B. Jain

**Vice Chairman &  
Managing Director**

**DIN 00053035**

Sd/-

Ghanshyam Dass

**Director**

**DIN 01807011**

Sd/-

Atul B. Jain

**Joint Managing  
Director & CFO**

**DIN 00053407**

Date : **July 31, 2020**

Place : **Mumbai**

Date : **July 31, 2020**

Place : **Jalgaon**



(All amount in ₹ Million, unless otherwise stated)

## STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED AT 31ST MARCH 2020

### A) Equity Share Capital

	Notes	Amount
As at March 31, 2018		1,031.32
Changes in equity share capital during the year		-
As at March 31, 2019		1,031.32
Changes in equity share capital during the year		-
As at March 31, 2020		1,031.32

### B) Other equity

Particulars	Attributable to owners							Non controlling interest	Total		
	Equity component of convertible debentures	Capital reserve	Securities premium reserve	Capital redemption reserve	General reserve	Retained earnings	Foreign currency translation reserve			Foreign currency monetary items translation difference account	
<b>Balance at March 31, 2018</b>	-	2,213.64	14,571.95	896.72	2,112.32	23,713.28	(958.18)	(70.53)	42,479.20	1,302.09	43,781.29
Profit for the year	-	-	-	-	-	2,390.94	-	-	2,390.94	151.39	2,542.33
Other comprehensive income (net of deferred tax)	-	-	-	-	-	6.91	(1,038.43)	-	(1,031.52)	-	(1,031.52)
Transaction with non controlling interest						(0.06)	(10.26)		(10.32)	10.32	-
<b>Total comprehensive income for the year</b>	-	-	-	-	-	2,397.79	(1,048.69)	-	1,349.10	161.71	1,510.81
Exchange gain / (loss) during the year						-	-	388.97	388.97	-	388.97
Amortised during the year						-	-	(400.68)	(400.68)	-	(400.68)
<b>Transactions with owners of Company</b>											
- On acquisition											
- Cash dividends (including dividend distribution tax)											
- Opening impact of IND AS-115											
- Deferred tax on impact of IND AS-115											
- Transfer to general reserve											
- Distribution of profit											
<b>Balance at March 31, 2019</b>	-	2,213.64	14,571.95	896.72	2,115.57	25,390.83	(2,006.87)	(82.24)	43,099.60	1,412.69	44,512.29

Particulars	Attributable to owners							Total equity attributable to owners of the company	Non controlling interest	Total
	Equity component of convertible debentures	Capital reserve	Securities premium reserve	Capital redemption reserve	General reserve	Retained earnings	Foreign currency translation reserve			
Profit for the year	-	-	-	-	-	(7,151.38)	-	(7,151.38)	(43.10)	(7,194.48)
Other comprehensive income (net of deferred tax)	-	-	-	-	-	3.80	(2,288.30)	(2,284.50)	-	(2,284.50)
Transaction with non controlling interest	-	7.83	-	-	-	-	(24.09)	(16.26)	-	(16.26)
<b>Total comprehensive income for the year</b>	-	<b>7.83</b>	-	-	-	<b>(7,147.58)</b>	<b>(2,312.39)</b>	<b>(9,452.14)</b>	<b>(43.10)</b>	<b>(9,495.24)</b>
Exchange gain / (loss) during the year	-	-	-	-	-	-	-	52.24	-	52.24
Amortised during the year	-	-	-	-	-	-	-	(20.92)	-	(20.92)
<b>Transactions with owners of Company</b>	-	-	-	-	-	-	-	-	-	-
- Opening impact of IND AS-116	-	-	-	-	-	0.91	-	0.91	-	0.91
- Distribution of profit	-	-	-	-	-	-	-	-	61.02	61.02
<b>Balance at March 31, 2020</b>	-	<b>2,221.47</b>	<b>14,571.95</b>	<b>896.72</b>	<b>2,115.57</b>	<b>18,244.16</b>	<b>(4,319.27)</b>	<b>33,679.69</b>	<b>1,430.61</b>	<b>35,110.30</b>

For and on behalf of the Board of Directors

or Haribhakti & Co. LLP

Chartered Accountants

Firm Registration Number: 103523W/W100048

Sd/-

Snehal Shah

**Partner**

**Membership No: 048539**

Sd/-

Avdhut V. Ghodgaonkar

**Company Secretary**

**DIN 00053035**

Sd/-

Ghanshyam Dass

**Director**

**DIN 01807011**

Sd/-

Atul B. Jain

**Joint Managing Director & CFO**

**DIN 00053407**

Date : July 31, 2020

Place : Mumbai

Date : July 31, 2020

Place : Jalgaon

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED AT 31<sup>ST</sup> MARCH 2020

## 1. Company overview

Jain Irrigation Systems Limited (the 'Company') is a company domiciled in India, with its registered office situated at Jain Plastic Park, NH No. 6 Bambhori, Jalgaon (425001), Maharashtra, India. The Company was incorporated on 30 December 1986 under the Companies Act, 1956 and its equity shares are listed on BSE Ltd. ('BSE') and National Stock Exchange of India Ltd. ('NSE'). The Company with its motto 'Small Ideas, Big Revolutions' with more than 11,000+ associates worldwide and consolidated revenue of ~USD 0.9 Billion, is an Indian multinational company with manufacturing plants across the globe. The Company and its subsidiaries (collectively referred to as "Group") are engaged in providing solutions in agriculture, piping, infrastructure through manufacturing of Micro Irrigation Systems, PVC Pipes, HDPE Pipes, Plastic Sheets, Agro Processed Products, Renewable Energy Solutions, Tissue Culture Plants, Equipment business, Financial Services and other agricultural inputs since more than 34 years. It has pioneered a silent Productivity Revolution with modern irrigation systems and innovative technologies in order to save precious water and has helped to get significant increase in crop yields, especially for more than 6 million small farmers. It has also ushered in new concept of large scale Integrated Irrigation Projects (IIP). 'More Crop Per Drop ®' is the company's approach to water security and food security. JISL is early pioneer for Internet of Things (IOT) in the agri-sector and is leading efforts to create global solutions with precision agriculture. JISL is listed in NSE-Mumbai at JISLJALEQS ordinary equity shares and JISLDVREQS – DVR equity shares and in BSE at code 500219 ordinary equity shares and 570004 – DVR equity shares. Please visit us at [www.jains.com](http://www.jains.com)

## 2. Significant accounting policies

### 2.1) Basis of preparation

#### (i) Statement of compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors in its meeting held on July 31, 2020.

The accounting policies are applied consistently to all the periods presented in the financial statements.

#### (ii) Functional and presentation currency

The Group's presentation and functional currency is Indian Rupee (₹). All figures appearing in the financial statements are rounded to the nearest ten thousand, except where otherwise indicated.

#### (iii) Basis of measurement

The financial statement has been prepared on a historical cost basis except for following items:

- Certain financial assets and liabilities (including derivative instruments) which are measured at fair value;
- Biological assets which are measured at fair value less costs to sell;
- Contingent consideration in a business combination; and
- Defined benefit plans - plan assets measured at fair value;

#### (iv) Use of estimates and judgements

The preparation of financial statements in accordance with Ind AS requires management to use of certain critical accounting estimates and assumptions. It also requires management to exercise judgement in the process of applying accounting policies. Actual results could differ from those estimates. These estimates, judgements, assumptions affect application of the accounting policies and the reported amounts of assets, liabilities, revenue, expenditure, contingent liabilities etc.

The estimates and underlying assumptions are reviewed on an ongoing basis and changes are made as management becomes aware of changes in the circumstances surrounding the estimates. They are based on

(All amount in ₹ Million, unless otherwise stated)

historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognised in the financial statements in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Wherever possible, detailed information about each of these critical estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

- Estimated fair value of certain financial assets – Refer note 39
- Estimated fair value of Biological asset – Refer note 12
- Estimation of defined benefit obligation – Refer note 35
- Impairment of financial assets such as trade receivables – Refer note 40
- Estimation of tax expenses and liability (Refer note 10, 18 and 28)
- Revenue recognition

## **2.2) Basis of consolidation**

### **(i) Subsidiaries**

Subsidiaries are entities or which are controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

### **(ii) Non-controlling interests (NCI)**

The non-controlling interests comprise the portion of equity of subsidiaries that are not owned, directly or indirectly, by the Group.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

### **(iii) Loss of control**

When a Group loses control over a subsidiary, it derecognises the assets and the liabilities of the subsidiaries, and any NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date that control is lost. Any resulting gain or loss is recognised in statement of profit and loss.

### **(iv) Equity accounted investees**

The Group's interests in equity accounted investees comprise interests in associates and joint ventures.

An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement, rather than rights of its assets and obligation for its liabilities.

Interests in associates and joint ventures are accounted for using the equity method. They are initially recognised at cost which includes transaction cost. Subsequent to initial recognition, the consolidated financial statements include the Group's share or profit or loss and OCI of equity –accounted investees until the date on which significant influence or joint control ceases.

### **(v) Transactions eliminated on consolidation**

Intra-group balance and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are

(All amount in ₹ Million, unless otherwise stated)

eliminated against the investment to the extent of Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

#### **(vi) Business combinations**

In accordance with Ind AS 103, Group accounts for the business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as on the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combinations as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The consideration transferred does not include amount related to the settlement of pre-existing relationship with the acquiree. Such amount are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured subsequently and settlement is accounted for within equity. Other contingent consideration is remeasured at fair value at each reporting date and change in the fair value if the contingent consideration are recognised in profit or loss.

If a business combination is achieved in stages, any previously held equity interest in the acquiree is re-measured at its acquisition date at fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the group (referred as common control business combinations) are accounted for using the pooling of interest method. The assets and liabilities acquired are recognised at their carrying amounts. The identity of the reserves is preserved and they appear in financial statements of the Group in the same form in which they appeared in the consolidated financial statements of the transferor entity. The difference, if any, between the consideration and the amount of share capital of the acquired entity is transferred to capital reserve.

### **2.3) Current versus non-current classification:**

The Group presents assets and liabilities in its Balance Sheet based on current versus non-current classification.

An asset is classified as current when it is:

- a) Expected to be realized or intended to sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trade,
- c) Expected to be realized on demand or within twelve months after the reporting date, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when:

- a) it is expected to be settled in normal operating cycle,
- b) it is held primarily for the purpose of trading,
- c) it is due to be settled on demand or within twelve months after the reporting date, and
- d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

The Group classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### **2.4) Segment reporting**

For the purposes of presenting segment information, the activities of the Group are divided into operating segments in accordance with Ind AS 108 (Operating Segments). Operating segments are identified on the same basis that is used internally to manage and report on performance and takes account of the organisational structure of the

(All amount in ₹ Million, unless otherwise stated)

Group based on the various products and services of the reportable segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies. Refer note 35 for segment information presented.

## 2.5) Foreign currency transactions / translations

### (i) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other income and expenses accordingly.

Non-monetary items that are measured at fair value in a foreign currency and are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss in the Statement of Profit and Loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are included in net profit in the Statement of Profit and Loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as Fair value through other comprehensive income ("FVOCI") are recognised in other comprehensive income ("OCI").

Foreign exchange differences on long term foreign currency monetary items relating to acquisition of depreciable assets are adjusted to the carrying cost of the assets and depreciated over the balance life of the asset and in other cases, if any, accumulated in "Foreign currency Monetary Item Translation Difference Account" ("FCMITDA") and amortised over the balance period of the asset or liability.

The Group has chosen to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP as permitted by Ind AS.

### (ii) Foreign operations

The assets and liabilities of foreign operations (subsidiaries, associates and joint ventures) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Company, at the exchange rates at the reporting date. The income and expenses of the foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate, if the average rate approximates the actual rate at the date of the transaction.

When a foreign operation is disposed of in its entirety or partially such that the control, significant influence, or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to profit and loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant portion of the cumulative amount is re-allocated to NCI. When the Group disposes of only a part of its interest in an associate or joint venture, while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

## 2.6) Revenue

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes, Goods & Service Tax and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each agreement.



(All amount in ₹ Million, unless otherwise stated)

The Company primarily earns revenue by providing solutions in agriculture, piping and infrastructure through manufacturing of Micro Irrigation Systems, PVC Pipes, HDPE Pipes, Plastic Sheets, Agro Processed Products, Renewable Energy Solutions, Tissue Culture Plants and other agricultural inputs.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the modified retrospective approach. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the Statement of Profit and Loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from time and material and job contracts is recognised on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- In respect of other fixed-price contracts, revenue is recognised using percentage-of-completion method ('POC method') of accounting with contract costs incurred determining the degree of completion of the performance obligation. The contract costs used in computing the revenues include cost of fulfilling warranty obligations.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as "Invoices to be raised in respect of incomplete Contract" when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") are recognised when there is billings in excess of revenues.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Company disaggregates revenue from contracts with customers bifurcated between sale of goods and services by geographical region.

Use of significant judgements in revenue recognition -

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the

(All amount in ₹ Million, unless otherwise stated)

contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.
- Revenue for fixed-price contract is recognised using percentage-of-completion method. The Company uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

Contract fulfilment costs are generally expensed as incurred except for certain software licence costs which meet the criteria for capitalisation. Such costs are amortised over the contractual period or useful life of licence whichever is less. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

#### **(b) Interest income**

Interest income from debt instruments is recognised using the Effective Interest Rate (EIR) method or proportionate basis. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

#### **(c) Dividend income**

Dividends are recognised in Statement of Profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

### **2.7) Government Grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants relating to income are deferred and recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the Statement of Profit and Loss on a straight-line basis over the useful life of the related assets and presented within other income.

### **2.8) Income Tax**

The income tax expense or credit for the period is the tax payable on the current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Current tax comprises of expected tax payable or receivable on taxable income/loss for the year or any adjustment or receivable in respect of previous year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(All amount in ₹ Million, unless otherwise stated)

Deferred income tax is provided in full, using the balance sheet method, on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting date and are expected to apply to the Group when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits (Minimum alternate tax credit entitlement) only if it is probable that future taxable amounts will be available to utilise those temporary differences, unused losses and unused tax credits. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable or no longer probable respectively that the related tax benefit will be realized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

## **2.9) Leases**

The Group has implemented the Ind AS 116 “Leases” as notified by the Ministry of Corporate Affairs on March 30, 2019 through the Companies (Indian Accounting Standards) Amendment Rules, 2019.

Effective April 01, 2019, the Group has adopted Ind AS 116 “Leases”, applied to all the lease contracts existing on April 1, 2019 using the modified retrospective method of transition. Accordingly, comparatives for the year ended March 31, 2019 have not been retrospectively adjusted. The Company’s lease asset classes primarily consist of leases of land, building and equipment.

At the date of commencement of lease, the Group recognise a Right to Use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve month or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as operating expense on straight-line basis over the term of lease.

The right to use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The Right to use of assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset. Right of use of assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The Lease liability is initially measured at amortized cost at the present value of future lease payments. The lease payments are discounted using the interest rate implicit in the lease, or if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease Liabilities are remeasured with corresponding adjustment to the related right to use of asset if Group changes its assessment if whether it will exercise an extension or termination option.

Lease liability and Right to Use- asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The following is the summary of practical expedients elected on initial application.

1. Applied a single discount rate to portfolio of leases of similar assets in similar economic environment with similar end date.
2. Applied the exemption not to recognize right to use of asset and liabilities for leases with less than 12 months of lease term of the date of initial application.
3. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly IND AS 116 is applied only to contracts that were previously identified as leases under IND AS 17.
4. Excluding initial direct costs for the measurement of right to use of asset at the date of initial application.

## 2.10) Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal or value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting year.

## 2.11) Cash and cash equivalents

Cash and cash equivalents in the Balance sheet includes cash on hand, cheques on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

## 2.12) Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

## 2.13) Inventories

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory arrived on weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Materials in transit are valued at cost to date.

## 2.14) Financial assets

### (i) Recognition and initial measurement

Trade Receivables are initially recognised when they are originated. All other financial assets are initially recognised when the Group becomes a party to the contractual provisions of the instrument. All financial assets other than those measured subsequently at fair value through profit and loss, are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

### (ii) Classification and subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL).

#### Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

The asset is held within a business model whose objective is

- To hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely consisting of Payments of Principal and Interest (SPPI) on the principal amount outstanding.

(All amount in ₹ Million, unless otherwise stated)

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is measured at the fair value through Other Comprehensive Income if both the following conditions are met:

The asset is held within a business model whose objective is achieved by both

- collecting contractual cash flows and selling financial assets and
- contractual terms of the asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment losses are recognised in the Statement of Profit and Loss. Other net gains and losses are recognised in other comprehensive Income.

Debt instruments at Fair value through Profit or Loss (FVTPL)

Fair Value through Profit or Loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization at amortised cost or as FVOCI, is classified as FVTPL. After initial measurement, any fair value changes including any interest income, foreign exchange gain and losses, impairment losses and other net gains and losses are recognised in the Statement of Profit and Loss.

### **Equity investments**

All equity investments within the scope of Ind-AS 109 are measured at fair value. Such equity instruments which are held for trading are classified as FVTPL. For all other such equity instruments, the Group decides to classify the same either as FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in Other Comprehensive Income (OCI). Dividends on such equity instruments are recognised in the Statement of Profit and Loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss. Dividends on such equity instruments are recognised in the Statement of Profit and Loss.

### **(iii) De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when the rights to receive cash flows from the asset have expired, or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:

- the Group has transferred substantially all the risks and rewards of the asset, or
- the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all debt instruments (other than debt instruments measured at FVOCI) and equity instruments (measured at FVTPL) are recognised in the Statement of Profit and Loss. Gains and losses in respect of debt instruments measured at FVOCI and that are accumulated in OCI are reclassified to profit or loss on de-recognition. Gains or losses on equity instruments measured at FVOCI that are recognised and accumulated in OCI are not reclassified to profit or loss on de-recognition.

### **(iv) Impairment of financial assets**

In accordance with Ind-AS 109, the Group applies Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on the financial assets measured at amortised cost and debt instruments measured at FVOCI.

Loss allowances on trade receivables are measured following the 'simplified approach' at an amount equal to the lifetime ECL at each reporting date. In respect of other financial assets such as debt securities and bank balances,

(All amount in ₹ Million, unless otherwise stated)

the loss allowance is measured at 12 month ECL only if there is no significant deterioration in the credit risk since initial recognition of the asset or asset is determined to have a low credit risk at the reporting date.

## 2.15) Financial Liabilities

### (i) Recognition and initial measurement

Financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss, transaction costs that are directly attributable to its acquisition or issue.

### (ii) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial liabilities.

#### Financial Liabilities at Fair Value through Profit or Loss (FVTPL)

A financial liability is classified as at Fair Value through Profit or Loss (FVTPL) if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in Statement of Profit and Loss.

#### Financial Liabilities at amortised cost

After initial recognition, financial liabilities other than those which are classified as FVTPL are subsequently measured at amortised cost using the EIR method.

Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The amortisation done using the EIR method is included as finance costs in the Statement of Profit and Loss.

### (iii) De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

## 2.16) Compound financial instruments

Compound financial instruments issued by the Group comprise convertible debentures denominated in INR that can be converted to equity shares at the option of the holder within prescribed timelines, when the number of shares to be issued is fixed and does not vary with changes in fair value.

The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequently.

Interest related to the financial liability is recognised in profit and loss (unless it qualifies for inclusion in the cost of an asset). In case of conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

## 2.17) Derivatives and hedging activities

The Group holds derivative financial instruments such as forward contracts, interest rate and principal only swaps to mitigate risk of changes in exchange and interest rates. The counterparty for these contracts is generally banks.

### (i) Cash flow hedges that qualify for hedge accounting:

The Group designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions and variable interest rate risk associated with borrowings (cash flow hedges).



(All amount in ₹ Million, unless otherwise stated)

The Group documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss.

Amounts accumulated in equity are reclassified to the Statement of Profit and Loss in the year when the hedged item affects profit or loss.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to the Statement of Profit and Loss.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

### **(ii) Derivatives that are not designated as hedges**

The Group enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for fair value through profit and loss and are included in other income / expenses. Assets/ liabilities are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

### **(iii) Embedded derivatives**

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Derivatives embedded in all other host contracts are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit and loss. Embedded derivatives closely related to the host contracts are not separated.

#### **Embedded foreign currency derivatives**

Embedded foreign currency derivatives are not separated from the host contract if they are closely related. Such embedded derivatives are closely related to the host contract, if the host contract is not leveraged, does not contain any option feature and requires payments in one of the following currencies:

- the functional currency of any substantial party to that contract,
- the currency in which the price of the related good or service that is acquired or delivered is routinely denominated in commercial transactions around the world,
- a currency that is commonly used in contracts to purchase or sell non-financial items in the economic environment in which the transaction takes place (i.e. relatively liquid and stable currency).

Foreign currency embedded derivatives which do not meet the above criteria are separated and the derivative is accounted for at fair value through profit and loss.

### **2.18) Offsetting of financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

**2.19) Property, plant and equipment****(i) Recognition and measurement:**

Property, plant and equipment are measured at cost, less accumulated depreciation and impairment losses, if any. Cost of Property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated attributable costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the asset item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

**(ii) Depreciation methods, estimated useful lives and residual value**

Depreciation is provided on a pro rata basis using straight line method over the estimated useful lives of the Property, Plant and Equipment taking into consideration their estimated residual values. All the assets have been provided depreciation based on life of assets as determined by independent valuer on Straight Line Method. The Management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets. Significant components of assets having a life shorter than the main asset, if any is depreciated over the shorter life. Depreciation on additions to assets or on sale / disposal of assets is calculated from the beginning of the month of such addition or up to the month of such sale / scrapped, as the case may be. Leasehold land is amortised over the period of lease.

The following table represents the useful life of the fixed assets:

<b>Class of asset</b>	<b>Life of the asset</b>
Buildings	5 - 50 years
Green / poly houses	10 years
Plant and equipment	3 - 25 years
Furniture and fixtures	5 - 20 years
Office equipment	3 - 15 years
Vehicles	14 years
Orchards (Bearer plants)	15 years
Leasehold land	Lease period or useful life whichever is lower

The assets' residual values and useful life are reviewed, and adjusted if appropriate, at the end of each reporting period.

**2.20) Investment Property**

Investment property is property (land or a building or part of a building or both) held either to earn rental income or for capital appreciation or for both, but neither for sale in the ordinary course of business nor used in production or supply of goods or services or for administrative purposes. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

Any gain or loss on disposal of investment property calculated as the difference between the net proceeds from disposal and the carrying amount of the Investment Property is recognised in Statement of Profit and Loss.

Depreciation on investment properties is provided on a pro rata basis using straight line method over the estimated useful lives of the investment property taking into consideration their estimated residual values. These assets have been provided depreciation based on life of assets in line with life prescribed in Schedule II to the Act, which is 30 years. The Management believes that depreciation rates currently used fairly reflect its estimate of the useful life and residual values of fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II.

(All amount in ₹ Million, unless otherwise stated)

**2.21) Intangible assets****(i) Recognition and measurement**

Separately acquired intangible assets are stated initially at acquisition cost. Intangible assets such as patents, technical know-how, and non-compete acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses, if any.

Costs associated with maintaining software's is recognised as an expense as incurred. Product development costs that are directly attributable to the design and testing of identifiable and unique products controlled by the Group are recognised as intangible assets if, and only if, technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the asset and the costs can be measured reliably.

Directly attributable costs that are capitalised as part of the product development costs include employee costs and an appropriate portion of relevant overheads. Capitalised product development costs are recorded as intangible assets and amortised from the useful life as estimated by the management.

Research expenditure and development expenditure that do not meet the criteria as given above are recognised as an expense as incurred. Development costs previously recognised as expense are not recognised subsequent period.

**(ii) Amortisation methods and periods**

The Group amortises intangible assets with a finite useful life using the straight-line method over the following periods:

<b>Class of asset</b>	<b>Life of the asset</b>
Computer software	2 - 5 years
Technical know-how	5 - 10 years
Non-compete fees	10 years
Trademarks	10 years
Patents	20 years
Product development costs	10 years
Water rights	10 years

**2.22) Bearer plants and biological assets****(i) Orchards**

The Group is engaged into orchard activities. The Orchards are regarded as bearer plant and presented as property, plant and equipment. The orchards are recognised at historical cost less depreciation. Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over a period of 15 years commencing from the 6th year from the date of planting. Orchard mortality during first two years of planting up to 10% is considered normal and any mortality after second year is charged to Statement of Profit and Loss. The fruits growing on the trees are accounted for as biological assets until the point of harvest. Harvested fruits are transferred to inventory at fair value less costs to sell when harvested.

Bearer plants are classified as immature until the produce can be commercially harvested. At that point they are reclassified and depreciation commences. Immature bearer plants are measured at accumulated cost. Generally the harvesting period is 6 years.

**(ii) Tissue culture plants**

The Group sells tissue cultures plants of banana, strawberry, pomegranate & others to its customers. Tissue culture is a process where, propagation of a plant by using a plant part or single cell or group cell is done in a test tube under very controlled and hygienic conditions. Tissue culture primarily involves initiation of aseptic cultures from shoot-tips obtained from mother plants, multiplication of the shoots to the desired scale, induction of roots to individual shoots, primary & secondary hardening of the tender plantlets in the poly-house.

The aseptic cultures which are planted in test tubes in a controlled environment, which would be sold subsequently after secondary hardening are accounted for under Ind AS 41, Agriculture at fair value less cost to sell. Plants after completion of secondary hardening stage are transferred to inventory at fair value less costs to sell.

(All amount in ₹ Million, unless otherwise stated)

Costs to sell include the incremental selling costs, including fees, commission paid to brokers and dealers and estimated costs of transport to the market but excludes finance costs and income taxes. Changes in fair value are recognised in the Statement of Profit and Loss. Farming costs such as manure, soil preparation, laboratory maintenance and poly-house maintenance expenses are expensed as incurred.

The fair value of asptic cultures in laboratory, primary hardening and secondary hardening plants is determined using cash flow model based on the expected mortality, yield ratios from asptic cultures to final plants, and the market price for tissue cultured plants after allowing for plantation maintenance costs and other costs yet to be incurred in getting the tissue plantations to maturity.

## **2.23) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the Statement of Profit and Loss.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

## **2.24) Borrowing costs**

Borrowing costs consist of interest and transactions costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss.

Investment Income earned on the temporary investment of funds of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

## **2.25) Provisions and contingent liabilities**

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Group, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

## **2.26) Employee Benefits**

### **(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Balance Sheet.

### **(ii) Other long-term employee benefit obligations**

The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the Group does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

### **(iii) Post-employment obligations**

The Group operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity; and
- (b) defined contribution plans such as provident fund.

Defined Benefit Plans - Gratuity obligations

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the year in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Statement of Profit and Loss as past service cost.

#### **Defined contribution plans**

The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

### **(iv) Share-based payments**

The fair value of options granted under the Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each year, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the Statement of Profit and Loss, with a corresponding adjustment to equity.

**(v) Bonus plans**

The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

**(vi) Termination benefits**

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the Group recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

**2.27) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

**2.28) Earnings per share**

**(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group;
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

**(ii) Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.



(All amount in ₹ Million, unless otherwise stated)

### 3) PPROPERTY, PLANT AND EQUIPMENT

	Free hold land	Lease hold land (i)	Factory buildings and godowns [1] & [2]	Green/ poly/ shed houses [2]	Plant and equipment's [2] & (i)	Furniture and fixtures [2]	Vehicles (i)	Office equip-ments [2]	Orchard activities	Lease hold improve-ments	Total	Capital work in progress [3]
<b>YEAR ENDED MARCH 31, 2019</b>												
<b>Gross Carrying Amount</b>												
Carrying amount as at March 31, 2018	17,079.35	5.06	11,706.20	289.40	36,244.16	571.98	813.62	449.97	369.69	792.94	68,322.37	1,215.55
Exchange difference	(37.60)	-	49.00	-	810.34	28.12	18.60	1.45	-	(31.62)	838.29	9.01
Acquisition (refer note 38)	-	-	56.28	-	615.72	51.25	19.88	7.77	-	-	750.90	-
Additions	46.75	-	1,085.71	218.87	2,216.35	31.02	27.59	114.41	266.54	54.93	4,062.17	3,725.91
Transfer to fixed assets	-	-	-	-	-	-	-	-	-	-	-	(3,564.33)
Disposals / adjustments (refer note 34)	(5.71)	-	(126.85)	-	(118.66)	(7.51)	(24.49)	(2.79)	-	(25.05)	(311.06)	-
<b>At March 31, 2019</b>	<b>17,082.79</b>	<b>5.06</b>	<b>12,770.34</b>	<b>508.27</b>	<b>39,767.91</b>	<b>674.86</b>	<b>855.20</b>	<b>570.81</b>	<b>636.23</b>	<b>791.20</b>	<b>73,662.67</b>	<b>1,386.14</b>
Accumulated depreciation and impairment, if any	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2018	-	0.18	2,058.97	100.13	18,821.33	459.48	580.33	325.72	117.74	315.94	22,779.82	-
Acquisition (refer note 38)	-	-	11.05	-	407.40	39.26	14.12	5.13	-	-	465.91	-
Exchange difference	-	-	-	-	627.23	25.35	2.98	1.03	-	26.46	694.10	-
Charge for the year	-	0.06	538.23	40.96	2,207.89	29.86	53.92	27.57	13.96	54.99	2,967.44	-
Disposals / adjustments	-	(0.13)	(10.16)	-	(72.65)	(6.37)	(16.89)	(3.52)	-	(8.74)	(118.46)	-
<b>At March 31, 2019</b>	<b>-</b>	<b>0.11</b>	<b>2,598.09</b>	<b>141.09</b>	<b>21,991.20</b>	<b>547.58</b>	<b>634.46</b>	<b>355.93</b>	<b>131.70</b>	<b>388.65</b>	<b>26,788.81</b>	<b>-</b>
<b>Net Block at March 31, 2019</b>	<b>17,082.79</b>	<b>4.95</b>	<b>10,172.25</b>	<b>367.18</b>	<b>17,776.71</b>	<b>127.28</b>	<b>220.74</b>	<b>214.88</b>	<b>504.53</b>	<b>402.55</b>	<b>46,873.86</b>	<b>1,386.14</b>
<b>YEAR ENDED MARCH 31, 2020</b>												
<b>Gross Carrying Amount</b>												
Carrying amount as at March 31, 2019	17,082.79	5.06	12,770.34	508.27	39,767.91	674.86	855.20	570.81	636.23	791.20	73,662.67	1,386.14
Exchange difference	1.35	-	162.85	-	1,082.05	31.56	13.74	19.56	-	74.63	1,385.74	31.22
Acquisition (refer note 38)	-	-	-	-	-	-	-	-	-	-	-	-
Additions	207.68	-	492.50	203.50	2,498.60	73.71	44.60	44.97	56.11	30.02	3,651.69	2,324.80
Transfer to fixed assets	-	-	-	-	-	-	-	-	-	-	-	(3,182.50)
Disposals / adjustments (refer note 34)	-	(0.06)	(0.16)	-	(127.76)	(3.17)	(76.58)	(0.61)	-	(1.85)	(210.19)	-
<b>At March 31, 2020</b>	<b>17,291.82</b>	<b>5.00</b>	<b>13,425.53</b>	<b>711.77</b>	<b>43,220.80</b>	<b>776.96</b>	<b>836.96</b>	<b>634.73</b>	<b>692.34</b>	<b>894.00</b>	<b>78,489.91</b>	<b>559.65</b>
Accumulated depreciation and impairment, if any	-	-	-	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2019</b>	<b>-</b>	<b>0.11</b>	<b>2,598.09</b>	<b>141.09</b>	<b>21,991.20</b>	<b>547.58</b>	<b>634.46</b>	<b>355.93</b>	<b>131.70</b>	<b>388.65</b>	<b>26,788.81</b>	<b>-</b>
Acquisition (refer note 38)	-	-	-	-	-	-	-	-	-	-	-	-
Exchange difference	-	-	34.34	-	598.14	28.19	19.04	9.79	-	38.04	727.54	-
Charge for the year	-	0.06	510.17	64.87	2,077.64	30.63	49.07	43.41	13.21	54.55	2,843.61	-
Disposals / adjustments	-	-	(0.04)	-	(35.54)	(1.97)	(64.26)	(0.25)	-	(7.73)	(109.79)	-
<b>At March 31, 2020</b>	<b>-</b>	<b>0.17</b>	<b>3,142.56</b>	<b>205.96</b>	<b>24,631.44</b>	<b>604.43</b>	<b>638.31</b>	<b>408.88</b>	<b>144.91</b>	<b>473.51</b>	<b>30,250.17</b>	<b>-</b>
<b>Net Block at March 31, 2020</b>	<b>17,291.82</b>	<b>4.83</b>	<b>10,282.97</b>	<b>505.81</b>	<b>18,589.36</b>	<b>172.53</b>	<b>198.65</b>	<b>225.85</b>	<b>547.43</b>	<b>420.49</b>	<b>48,239.74</b>	<b>559.65</b>

[1] Building includes tenancy rights gross value ₹ 505.21 (P.Y. ₹ 505.21)

[2] Property, plant and equipment addition during the year includes cost of self constructed assets amounting to ₹ 1,061.55 (P.Y. ₹ 2,021.11)

[3] Capital work in progress during the year includes cost of self constructed assets amounting to ₹ 48.69 (P.Y. ₹ 327.12)

(All amount in ₹ Million, unless otherwise stated)

**(i) Property, plant and equipment taken under finance lease**

The property, plant and equipment includes the following amounts, where the group is a lessee under a finance lease

Particulars	Plant and equipment's	Vehicle leases	Leasehold land
31-Mar-19	392.29	55.32	4.82
<b>31-Mar-20</b>	<b>419.52</b>	<b>41.16</b>	<b>4.72</b>

The lease term in respect of leasehold land is 95 - 100 years with ability to opt for renewal of the lease term on fulfillment of certain conditions. The Plant and equipment's and Vehicles have been purchased by the group on finance lease basis hypothecated against the loan outstanding. The lease period generally varies from 5 to 7 years.

**(ii) Contractual obligations**

Refer to note 31 for disclosures of contractual commitments for the acquisition of Property, plant and equipment.

**(iii) Capital work-in-progress**

Capital work-in-progress mainly comprises of factory buildings and plant and machinery purchased at various locations.

**(iv) Property, plant and equipment pledged as security**

Property, plant and equipment pledged as security by the group

	31-Mar-20	31-Mar-19
Land	3,123.45	3,130.51
Buildings	4,069.21	4,075.19
Green / poly houses	61.85	81.68
Plant and equipment's	8,464.43	8,594.82
Furniture, fixtures and office equipment	30.95	30.02
Vehicle	25.98	18.33
	<b>15,775.87</b>	<b>15,930.55</b>

Property, Plant and Equipment as disclosed above of the group including its movable plant and machinery, equipments, appliances, vehicles, machinery spares and stores and accessories are provided as security to working capital lenders as a second charge and Exim bank and Canara bank as a first charge, except those which are mentioned above and provided as a security on exclusive basis. The Holding Company is in the process of release of charge over free hold land and buildings having carrying value of ₹ 145.59 (Mar 31, 2019 ₹ 145.59) and ₹ 213.99 (Mar 31, 2019 ₹ 222.00) respectively as at March 31, 2020.

(All amount in ₹ Million, unless otherwise stated)

**4) INTANGIBLE ASSETS**

	Goodwill	Trademarks	Computer Software	Technical Knowhow	Patents	Non-compete fees	Product Development	Water rights	Total	Goodwill on Consolidation
<b>YEAR ENDED MARCH 31, 2019</b>										
<b>Gross Carrying Amount</b>										
<b>Carrying amount as at March 31, 2018</b>	476.91	74.48	496.62	11.78	87.83	185.86	485.15	75.13	1,893.76	6,189.22
Exchange difference	9.33	1.81	0.36	-	2.43	(0.04)	(1.46)	-	12.43	-
Acquisition (refer note 38)	-	-	178.63	-	-	-	-	-	178.63	1,360.55
Additions	-	1.07	48.15	23.26	4.72	-	17.51	-	94.71	-
Disposals / adjustments	-	-	(3.60)	-	-	-	(26.42)	-	(30.02)	-
<b>At March 31, 2019</b>	<b>486.24</b>	<b>77.36</b>	<b>720.16</b>	<b>35.04</b>	<b>94.98</b>	<b>185.82</b>	<b>474.78</b>	<b>75.13</b>	<b>2,149.51</b>	<b>7,549.77</b>
<b>Accumulated depreciation and impairment, if any</b>										
As at March 31, 2018	139.16	0.13	336.02	10.56	25.78	82.02	401.61	33.81	1,029.09	-
Exchange difference	-	(0.67)	1.41	-	0.64	(4.84)	0.69	-	(2.77)	-
Charge for the year	-	2.62	65.64	7.82	5.88	40.30	22.56	7.51	152.33	-
Acquisition (refer note 38)	-	-	3.25	-	-	-	-	-	3.25	-
Disposals / adjustments	-	-	(3.58)	-	-	-	(18.13)	-	(21.71)	-
<b>At March 31, 2019</b>	<b>139.16</b>	<b>2.08</b>	<b>402.74</b>	<b>18.38</b>	<b>32.30</b>	<b>117.48</b>	<b>406.73</b>	<b>41.32</b>	<b>1,160.19</b>	<b>-</b>
<b>Net Block at March 31, 2019</b>	<b>347.08</b>	<b>75.28</b>	<b>317.42</b>	<b>16.66</b>	<b>62.68</b>	<b>68.34</b>	<b>68.05</b>	<b>33.81</b>	<b>989.32</b>	<b>7,549.77</b>
<b>Year ended March 31, 2020</b>										
<b>Gross Carrying Amount</b>										
Carrying amount as at March 31, 2019	486.24	77.36	720.16	35.04	94.98	185.82	474.78	75.13	2,149.51	7,549.77
Exchange difference	37.91	2.65	48.62	-	9.76	0.15	(13.16)	-	85.93	-
Acquisition (refer note 38)	-	-	-	-	-	-	-	-	-	438.73
Additions	-	0.15	161.26	-	5.87	-	35.54	-	202.82	-
<b>Disposals / adjustments</b>	<b>-</b>	<b>-</b>	<b>0.09</b>	<b>(0.01)</b>	<b>-</b>	<b>-</b>	<b>(11.42)</b>	<b>-</b>	<b>(11.34)</b>	<b>-</b>
<b>At March 31, 2020</b>	<b>524.15</b>	<b>80.16</b>	<b>930.13</b>	<b>35.03</b>	<b>110.61</b>	<b>185.97</b>	<b>485.74</b>	<b>75.13</b>	<b>2,426.92</b>	<b>7,988.50</b>
Accumulated depreciation and impairment, if any										
As at March 31, 2019	139.16	2.08	402.74	18.38	32.30	117.48	406.73	41.32	1,160.19	-
Exchange difference	11.86	0.75	22.20	-	3.57	-	(10.69)	-	27.69	-
Charge for the year	-	2.59	99.12	4.71	6.75	40.50	17.71	7.50	178.88	-
Acquisition (refer note 38)	-	-	-	-	-	-	-	-	-	-
<b>Disposals / adjustments</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>At March 31, 2020</b>	<b>151.02</b>	<b>5.42</b>	<b>524.06</b>	<b>23.09</b>	<b>42.62</b>	<b>157.98</b>	<b>413.75</b>	<b>48.82</b>	<b>1,366.76</b>	<b>-</b>
<b>Net Block at March 31, 2020</b>	<b>373.13</b>	<b>74.74</b>	<b>406.07</b>	<b>11.94</b>	<b>67.99</b>	<b>27.99</b>	<b>71.99</b>	<b>26.31</b>	<b>1,060.16</b>	<b>7,988.50</b>

(All amount in ₹ Million, unless otherwise stated)

## 5) RIGHT TO USE

### (i) Amounts to be recognised in Balance Sheet as on March 31, 2020

The balance sheet shows the following amounts relating to leases :

<b>Right to use assets</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Lease hold land	1,802.20	-
Plant & Machinery and Equipments	484.46	-
Office equipment	2.22	-
Vehicle	85.42	-
<b>Total</b>	<b>2,374.30</b>	<b>-</b>
(Additions to the right to use assets during the financial year 2019-20 were ₹ 582.83)		
<b>Lease liabilities</b>		
Current	562.32	-
Non - Current	1,604.12	-
<b>Total</b>	<b>2,166.44</b>	<b>-</b>

### (ii) Amounts to be recognised in Statement of Profit and Loss for the year ended March 31, 2020

The Statement of Profit and Loss shows the following amounts relating to leases:

<b>Depreciation</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Lease hold land	321.18	-
Plant & Machinery and Equipments	274.84	-
Office equipment	1.86	-
Vehicle	25.74	-
<b>Total</b>	<b>623.62</b>	<b>-</b>

Interest expenses on lease liabilities (included in finance cost) ₹ 282.66

### (iii) Total cash outflow for leases during financial year was :

<b>Particulars</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Operating cash flows : Interest expenses	282.66	-
<b>Total</b>	<b>282.66</b>	<b>-</b>

Impact of change in the accounting policy

Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases", applied to all lease contracts existing on April 1, 2019 using the modified retrospective method of transition, accordingly, comparatives for the year ended March 31, 2019 have not been retrospectively adjusted. The effect of this adoption is insignificant on the profit for the period, earnings per share, total assets, total liabilities and adjustment to retained earnings.

On adoption of IND AS 116, the company recognised lease liabilities under the principles of IND AS 17 "Leases". The Right-of-use assets is measured at an amount equal to the lease liability. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 April 2019.

### (i) Summary of practical expedients applied on initial application of Ind AS 116 Leases -

"In applying IND AS 116 for the first time, the company has used the following practical expedients permitted by the standard:

- 1) Relying on assessments performed immediately before initial application on whether leases are onerous as per Ind AS 37 Provisions, Contingent liabilities and Contingent Assets, as an alternative to performing an impairment review as per Ind AS 36 - Impairments of assets as on the date of initial application – there were no onerous contracts as at 1 April 2019
- 2) Accounting for operating leases with a remaining lease term of less than 12 months as at 1 April 2019 as short-term leases, and
- 3) Excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application, the company has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the company relied on its assessment made applying IndAS 17 in determining whether an arrangement contains a Lease."

Contd...5) Right to use

(All amount in ₹ Million, unless otherwise stated)

**(ii) Measurement of lease liabilities**

Particulars	31-Mar-20	31-Mar-19
Operating lease commitments disclosed as at March 31, 2019	-	-
Operating lease commitments as on March 31,2019 discounted using the lessee's incremental borrowing rate of at the date of initial application	1,718.33	-
Add: finance lease liabilities recognised as at 31 March 2019	10.45	-
(Less): short-term leases not recognised as a liability	-	-
Add/(less): adjustments for non-cancellable lease	-	-
Lease liability recognised as at 1 April 2019	1,728.78	-
Of which are:		
Current lease liabilities	341.76	-
Non-current lease liabilities	1,387.03	-

**6) INVESTMENT PROPERTY**

	31-Mar-20	31-Mar-19
<b>Gross carrying amount</b>		
Opening balance / deemed cost	264.99	264.99
Additions	-	-
<b>Closing balance</b>	<b>264.99</b>	<b>264.99</b>
<b>Accumulated depreciation</b>		
Opening balance	(26.32)	(17.52)
Depreciation charge	(8.80)	(8.80)
<b>Closing balance</b>	<b>(35.12)</b>	<b>(26.32)</b>
<b>Net carrying amount</b>	<b>229.87</b>	<b>238.67</b>
<b>(i) Amount recognised in Consolidated Statement of Profit and Loss for investment properties</b>		
Depreciation	(8.80)	(8.80)
Profit (loss) from investment property	(8.80)	(8.80)
<b>(ii) Fair value</b>		
Investment properties #	325.07	238.67

# Estimation of fair value

The Holding Company has carried out the fair valuation of property involving external independent valuation expert. As per the fair valuation report dated March 31,2020 the fair value of investment property is 325.07. The valuation model has considered various input like cost, location, market appreciation, etc.

**7) FINANCIAL ASSETS****7[a] INVESTMENTS**

	Notes	31-Mar-20	31-Mar-19
Investment in equity instruments (quoted) (fully paid-up)	See note (i)	0.23	0.29
Investment in equity instruments (unquoted) (fully paid-up)	See note (ii)	12.06	0.06
Investment in government or trust securities (unquoted) at amortised cost			
- National Saving Certificates		0.02	0.02
- Indira Vikas Patra # Value ₹ 5,000		#	#
Investment in mutual funds (quoted)	See note (iii)	-	6.56
Investment in Bonds (quoted)	See note (iv)	6.00	10.00
		<b>18.31</b>	<b>16.93</b>
Aggregate amount of quoted investments and market value thereof		6.23	16.85
Aggregate amount of unquoted investments		12.08	0.08
Aggregate amount of impairment in the value of investments		-	-

	31-Mar-20		31-Mar-19	
	Nos	Amount	Nos	Amount
<b>(i) Investment in equity instruments (quoted) (fully paid-up) at Fair Value through Profit or Loss</b>				
Reliance Industries Limited	180	0.20	180	0.25
Reliance Communication Limited	45	-	45	0.00
Reliance Infrastructure Limited	3	-	3	0.00
Reliance Capital Limited	2	-	2	0.00
Reliance Power Limited	11	-	11	0.00
Finolex Industries Limited	75	0.03	75	0.04

	31-Mar-20		31-Mar-19	
	Nos	Amount	Nos	Amount
<b>Total</b>		<b>0.23</b>		<b>0.29</b>
<b>(ii) Investment in equity instruments (unquoted) (fully paid-up) at amortised cost</b>				
Shares of Astitwa Co-Op. Housing Society Ltd.	25	-	25	0.00
Shares of ₹ 100 each of Sarjan Members Association	5	-	5	0.00
Shares of ₹ 50 each of Rajdeep Vrundavan Co-Op. Housing Society	15	-	15	0.00
Shares of Edlabad Sut Girni Co-Operative Society Ltd.	200	-	200	0.00
Shares of ₹ 250 each of Shrinathjee Co-Op. Housing Society Ltd.	20	0.01	20	0.01
Linking Shares of ₹ 25 each of Jalgaon Janta Sahakari Bank Ltd.	1,849	0.05	1,849	0.05
Linking Shares of ₹ 2 each of Mahavir Sahakari Bank Ltd.	100	0.50	0	-
Shares of Good Juicery Private Limited	1,223	11.50	0	-
Sub-total		12.06		0.06
<b>Total</b>		<b>12.06</b>		<b>0.06</b>
<b>(iii) Investment in mutual funds (quoted) at Fair Value through Profit or Loss</b>				
Canara Robaco Capital Protection oriented fund Series VI Growth ₹10 each	-	-	249,990	3.09
Canara Robaco Capital Protection oriented fund Series VII Growth ₹10 each	-	-	300,000	3.47
<b>Total</b>		<b>-</b>		<b>6.56</b>
<b>(iv) Investment in bonds (quoted) at amortised cost</b>				
Units of YES Bank - II Tier NC Bond ₹10 Lacs each	10	6.00	10	10.00
<b>Total</b>		<b>6.00</b>		<b>10.00</b>

**7[b] INVESTMENTS**

	31-Mar-20		31-Mar-19	
	Nos	Amount	Nos	Amount
Mumbai District Central Coop.Bank Ltd.	10,000	10.00	-	-
<b>Total</b>		<b>10.00</b>		<b>-</b>
Aggregate amount of quoted investments and market value thereof	-	-	-	-
Aggregate amount of unquoted investments	-	10.00	-	-
Aggregate amount of impairment in the value of investments	-	-	-	-

**7[c] TRADE RECEIVABLES**

	31-Mar-20	31-Mar-19
(Unsecured, considered good unless stated otherwise)		
Dues from trade receivables	32,166.05	31,911.58
Less: Impairment allowance	(4,006.36)	(1,963.39)
Total receivables	28,159.69	29,948.19
Current portion	28,159.69	29,948.19
Non-current portion	-	-

Above includes ₹ 1,162.36 (P.Y. ₹ 1,282.70) where legal action has been initiated for recovery.

Certain trade receivables stated above are charged / pledged on a first pari-passu basis to working capital lenders.

Trade receivables are receivable in normal operating cycle and are shown net of an allowance for bad or doubtful debts.

Trade and other receivables due from directors or other officers of the group either severally or jointly with any other person is disclosed as part of note 37 - Related party transaction along with other related parties transaction.

	31-Mar-20	31-Mar-19
<b>Break-up of security details</b>		
Secured, considered good	57.18	72.80
Unsecured, considered good	28,102.51	29,875.39
Unsecured, considered doubtful	4,006.36	1,963.39
<b>Sub-total</b>	<b>32,166.05</b>	<b>31,911.58</b>
Less: Impairment allowance	(4,006.36)	(1,963.39)
<b>Total</b>	<b>28,159.69</b>	<b>29,948.19</b>



Contd...7) Financial Assests.....

(All amount in ₹ Million, unless otherwise stated)

**7[d] CASH AND BANK BALANCES**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>(i) Cash and Cash Equivalents</b>		
Balances with banks in current accounts	2,066.31	1,150.45
Cheques in hand	199.10	-
Fixed deposits with maturity less than 3 months	0.17	0.50
Cash on hand	35.20	23.14
<b>Total</b>	<b>2,300.78</b>	<b>1,174.09</b>
<b>(ii) Bank balances other than cash and cash equivalents</b>		
Balance with banks held as margin money (against bank guarantees)	172.34	269.24
Unpaid dividend bank account	9.29	11.52
<b>Total</b>	<b>181.63</b>	<b>280.76</b>

**7[e] LOANS**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>Non-current</b> (Unsecured, considered good unless stated otherwise)		
Loans to others	4.07	19.10
<b>Total</b>	<b>4.07</b>	<b>19.10</b>
<b>Current</b> (Unsecured, considered good unless stated otherwise)		
Loans to employees	34.82	87.23
Loans to others	609.56	341.10
<b>Total</b>	<b>644.38</b>	<b>428.33</b>

**7[f] OTHER FINANCIAL ASSETS**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>Non-current</b> (Unsecured, considered good unless stated otherwise)		
Derivative assets	1,522.17	1,013.35
Deposits with maturity of more than 12 months	42.73	26.11
Security deposits		
- To others (see note(i))	1,718.71	1,615.61
Share application money	17.50	17.50
Less Provision agst Share application money	(17.50)	(17.50)
Receivable from government authorities	136.30	175.06
<b>Total</b>	<b>3,419.91</b>	<b>2,830.13</b>
<b>Current</b> (Unsecured, considered good unless stated otherwise)		
Derivative assets	5.52	41.87
Security deposits		
- To others (see note(i))	234.17	82.19
- To related parties (refer note 37)	306.00	353.83
Interest receivable	19.61	35.23
<b>Total</b>	<b>565.30</b>	<b>513.12</b>

(i) Security deposits primarily include security deposits recoverable from customers, earnest money deposit, deposits given towards rented premises, warehouses and electricity deposits.

**8) OTHER ASSETS**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>Non-current</b> (Unsecured, considered good unless stated otherwise)		
Capital advances	374.28	471.47
Advances other than capital advances :		
Prepaid expenses	58.93	101.36
Incentive receivables	327.88	49.84
<b>Total</b>	<b>761.09</b>	<b>622.67</b>
<b>Current</b> (Unsecured, considered good unless stated otherwise)		
Advances other than capital advances		
- Advance to suppliers	3,112.97	1,169.56
Less provision against trade advance	(96.01)	(351.70)
- Employee advances	49.52	66.97

	31-Mar-20	31-Mar-19
<b>Others</b>		
- Prepaid expenses	624.92	1,219.91
- Balance with government authorities	1,241.57	1,141.50
- Invoices to be raised in respect of incomplete contract (refer note 44)	2,135.45	1,145.89
- Claims receivables (refer note 34)	2,158.75	2,085.01
Less Provision agst claim receivable	(309.53)	(131.03)
- Incentive receivables	1,605.08	2,121.02
Less Provision agst incentive receivable	(447.14)	(369.23)
<b>Total</b>	<b>10,075.58</b>	<b>8,097.90</b>

## 9) DEFERRED TAX ASSETS (Net)

### i) Movement in deferred tax assets for the year ended March 31, 2019

	01-Apr-18	Recognised in			31-Mar-19
		Profit or loss	OCI	Equity	
Property plant and equipment	1.91	123.71	-	-	125.62
Disallowance under section 43B of the IT Act, 1961	0.25	(0.44)	-	-	(0.19)
Carried forward losses	1,177.21	45.14	-	-	1,222.35
Other current assets/liability	(20.02)	(119.69)	-	-	(139.71)
<b>Total</b>	<b>1,159.35</b>	<b>48.72</b>	<b>-</b>	<b>-</b>	<b>1,208.07</b>

### ii) Movement in deferred tax assets for the year ended March 31, 2020

	01-Apr-19	Recognised in			31-Mar-20
		Profit or loss	OCI	Equity	
Property plant and equipment	125.62	(35.28)	-	-	90.34
Disallowance under section 43B of the IT Act, 1961	(0.19)	0.55	-	-	0.36
Carried forward losses	1,222.35	439.90	-	-	1,662.25
Other current assets/liability	(139.71)	87.96	-	-	(51.75)
<b>Total</b>	<b>1,208.07</b>	<b>493.13</b>	<b>-</b>	<b>-</b>	<b>1,701.20</b>

## 10) INCOME TAX ASSETS

	31-Mar-20	31-Mar-19
<b>Non-current</b>		
Income Tax assets	93.59	13.46

## 11) INVENTORIES

	31-Mar-20	31-Mar-19
Raw materials	4,749.77	5,245.84
Stores and consumables	470.26	506.23
Work-in-progress	670.71	726.44
Finished goods	15,873.53	18,361.26
<b>Total</b>	<b>21,764.27</b>	<b>24,839.77</b>
Included in inventories goods in transit as follows:		
Raw materials	213.73	410.68
Stores, spares and consumables	9.89	8.21
Finished goods	276.52	263.14
<b>Total</b>	<b>500.14</b>	<b>682.03</b>

Certain inventories stated above are hypothecated on a first pari-passu charge basis to working capital lenders

(i) Amounts recognised in consolidated statement of profit and loss:

Write-down of inventories to net realisable value amounted to ₹ 142.19 (P.Y. ₹ 123.98). These were recognised as an expense during the year and included in Changes in value of inventories of work-in-progress and finished goods in the Consolidated Statement of Profit and Loss.

(All amount in ₹ Million, unless otherwise stated)

**12) BIOLOGICAL ASSETS**

	<b>Tissue culture plantations</b>	
	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>Opening balance</b>	<b>946.31</b>	<b>756.06</b>
New plantations	1,194.09	1,043.23
Loss during transformation	(43.33)	(31.81)
Change in fair value due to biological transformation	105.33	328.66
Change in fair value due to price changes	(40.64)	16.78
Transfer of harvested secondary hardening plants to inventory	(1,321.63)	(1,166.61)
<b>Closing balance</b>	<b>840.13</b>	<b>946.31</b>
<b>Current Assets</b>		
- Aesthetic cultures at laboratory stage	622.60	489.56
- Saplings at primary hardening stage	103.29	145.14
- Saplings at secondary hardening stage	114.24	311.61
<b>Total</b>	<b>840.13</b>	<b>946.31</b>

As at 31 March 2020, there were 76.20 million nos of plants under tissue culture process (31 March 2019: 60.76 million nos of plants). During the year, the Company sold 87.36 million nos of cultured plantations (31 March 2019: 71.37 million of cultured plantations).

Biological assets stated above are part of total current assets hypothecated on a first pari-passu charge basis to working capital consortium members led by State Bank of India

**(i) Estimates and judgements:**

Tissue culture plantations: estimates and judgements in determining the fair value of tissue cultured plants relate to market prices, quality of plants, and mortality rates. The impact of discounting is not considered material as the transformation cycle is less than 6 months.

**(ii) Fair value information:**

The fair value measurements of Tissue culture plantations have been categorised as Level 3 fair values based on the inputs to the valuation techniques used. The following table shows the gain or losses recognised in relation to level 3 fair values.

	<b>Tissue culture plantations</b>	
	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Total gain / (loss) recognised in the consolidated statement of profit and loss	(33.11)	133.88
Change in unrealised gain / (loss) recognised in the consolidated statement of profit and loss	468.78	501.89

**(iii) Valuation inputs and relationship to fair value**

The following table summarises the quantitative information about the significant unobservable inputs used in the fair value measurements of tissue culture plantations.

<b>Particulars</b>	<b>Fair value as at</b>	
	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Tissue culture plantations	840.13	946.31
(Measured at fair value less costs to sell estimating projected cash flows, impact of discounting not considered material due to short transformation cycle)		
Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurements	
- Estimated future market prices of Tissue plantations (31-Mar-2020 INR 14.6 Weighted average, 31-Mar-2019: INR 16.1 Weighted average)	The estimated fair value would increase / (decrease) if: - the market price per plant were higher / (lower)	
- Estimated mortality per stage (31-Mar-2020, 5.50%, 31-Mar-2019 4.40%)	- the Estimated mortality per stage were (lower) / higher	

The group's plantations are exposed to risk of damage from climate change, diseases. The group has extensive processes in place aimed at monitoring and mitigating those risks. Further, the demand is subject to external climatic conditions. Management performs regular industry trend analysis for projected harvest volumes and pricing.

(All amount in ₹ Million, unless otherwise stated)

### 13) SHARE CAPITAL

#### [a] Authorised share capital

	Equity shares of ₹ 2 each (PY ₹ 2 each)		Redeemable preference shares of ₹ 100 each (PY ₹ 100 each)		Equity shares of ₹ 2 each with differential voting rights (PY ₹ 2 each)	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
As at 31-Mar-2018	926,500,000	1,853.00	5,000,000	500.00	310,000,000	620.00
Increase during the year	-	-	-	-	-	-
As at 31-Mar-2019	926,500,000	1,853.00	5,000,000	500.00	310,000,000	620.00
Increase during the year	-	-	-	-	-	-
As at 31-Mar-2020	926,500,000	1,853.00	5,000,000	500.00	310,000,000	620.00

#### [b] Issued equity share capital

	Equity shares of ₹ 2 each (PY ₹ 2 each)		Equity shares of ₹ 2 each with differential voting rights (PY ₹ 2 each)		Total;
	No. of shares	Amount	No. of shares	Amount	
As at 31-Mar-2018	496,366,053	992.73	19,294,304	38.59	1,031.32
Increase during the year	-	-	-	-	-
As at 31-Mar-2019	496,366,053	992.73	19,294,304	38.59	1,031.32
Increase during the year	-	-	-	-	-
As at 31-Mar-2020	496,366,053	992.73	19,294,304	38.59	1,031.32

#### i) Terms / rights, preferences and restrictions attached to equity shares:

"Each holder of Ordinary Equity Shares is entitled to one vote per share. They have right to receive dividend proposed by the Board of Directors and approved by the Shareholders in the Annual General Meeting, right to receive annual report and other quarterly/half yearly/annually reports/notices and right to get new shares proportionately in case of issuance of additional shares by the group. In the event of liquidation of the Holding Company, the holders of Equity Shares will be entitled to receive remaining assets of the group, after distribution of all preferential amounts. The distribution will be in proportion to the number of Ordinary Equity Shares held by the Shareholders. The group has a first and paramount lien upon all the Ordinary Equity Shares."

#### ii) Terms and conditions of differential voting rights (DVR shares):

"The DVR equity shareholders have the same rights as the Ordinary Equity Shares of the group except voting rights. Every 10 DVR equity shares have one voting right on poll (on show of hands however, they carry 1 vote for every person voting). Any DVR holder holding less than 10 DVR equity shares holds fractional voting rights. The DVR equity shares have right to receive full dividend, to receive annual report, right to receive quarterly/half yearly/annually reports/notices and other information/correspondence from time to time, to receive bonus and/or rights shares of the same class of shares as and when such an issue is made in respect of Ordinary Equity Shares and in the same ratio and terms.

In case of buy back or reduction of capital of Ordinary Equity Shares, the DVR equity shares have right subject to buyback or reduction on the same terms as Ordinary Equity Shares. Further, in case of issue of Ordinary Equity Shares or any other securities or assets to ordinary equity shares in case of amalgamation/demerger/re-organisation/reconstruction, the DVR Equity Shares have right to receive DVR Equity Shares and any other securities/assets as issued to Ordinary Equity Shares. They have right to hold separate class meeting if their rights are affected in any manner adversely."

#### [c] Details of shareholders holding more than 5% of the aggregate shares in the group:

##### (i) Equity shares of (face value: ₹ 2 each)

	31-Mar-20		31-Mar-19	
	No. of shares	% of total equity shares	No. of shares	% of total equity shares
Jalgaon Investments Pvt. Ltd.	117,373,036	23.65%	117,373,036	23.65%
Mandala Rose Co Investment Limited, Mauritius	36,200,000	7.29%	36,200,000	7.29%

## (ii) Equity shares with differential voting rights (face value: ₹ 2 each)

	31-Mar-20		31-Mar-19	
	No. of shares	% of total DVR	No. of shares	% of total DVR
Jalgaon Investments Pvt. Ltd.	4,830,250	25.03%	4,830,250	25.03%

**14) OTHER EQUITY**

		31-Mar-20	31-Mar-19
Capital reserve	14(a)(i)	2,221.47	2,213.64
Capital redemption reserve	14(a)(ii)	896.72	896.72
Securities premium reserve	14(a)(iii)	14,571.95	14,571.95
Retained earnings	14(a)(iv)	18,244.16	25,390.83
General reserve	14(a)(v)	2,115.57	2,115.57
Foreign currency monetary items translation difference account	14(b)(i)	(50.92)	(82.24)
Foreign currency translation reserve	14(b)(ii)	(4,319.27)	(2,006.87)
<b>Total</b>		<b>33,679.69</b>	<b>43,099.60</b>

**14(a) RESERVES AND SURPLUS****(i) Capital reserve**

Capital reserve is created on account of amalgamation of orient Vegexpo Limited into the group and on forfeiture of equity warrants.

	31-Mar-20	31-Mar-19
Balance at the beginning of the year	2,213.64	2,213.64
On account of investment in subsidiaries	7.83	-
<b>Balance at the end of the year</b>	<b>2,221.47</b>	<b>2,213.64</b>

**(ii) Capital redemption reserve**

The group recognises profit or loss on purchase, sale, issue or cancellation of group's own equity instruments and preference shares to capital redemption reserve.

	31-MAR-20	31-MAR-19
Balance at the beginning of the year	896.72	896.72
Movement during the year	-	-
<b>Balance at the end of the year</b>	<b>896.72</b>	<b>896.72</b>

**(iii) Securities premium reserve**

Securities premium reserve is used to record the premium paid on issue of shares. The reserve is utilised in accordance with the provision of the Act.

	31-Mar-20	31-Mar-19
Balance at the beginning of the year	14,571.95	14,571.95
Movement during the year	-	-
<b>Balance at the end of the year</b>	<b>14,571.95</b>	<b>14,571.95</b>

# Pursuant to resolution passed by the Board of Directors of the group at the meeting held on September 16, 2017, the holding company has allotted 36,200,000 Ordinary Equity Shares of ₹ 2 each at a aggregate premium of ₹ 2,648.56 on conversion of 36,200,000 CCD to Mandala Rose Co-Investment Limited. (Non Promoter entity)

**(iv) Retained earnings**

Retained earning represents surplus/accumulated earnings of the group and are available for distribution to shareholders

	31-Mar-20	31-Mar-19
Balance at the beginning of the year	25,390.83	23,713.28
Net profit for the year	(7,151.38)	2,390.94
Other comprehensive income		
Items that will not be reclassified to profit or loss:		
- Remeasurements of defined benefit obligations, (net of tax)	3.80	6.91
- Remeasurement of defined benefits transferred to Non controlling Interest	-	(0.06)

	31-Mar-20	31-Mar-19
- Transfer to general reserve	-	(3.25)
- Opening impact of IND AS-116	0.91	-
- Opening impact of IND AS-115	-	(145.78)
- Deffered tax on impact of IND AS-115	-	50.45
Dividend (including dividend distribution tax)	-	(621.66)
<b>Balance at the end of the year</b>	<b>18,244.16</b>	<b>25,390.83</b>
Proposed Dividends on Equity Shares not recognised		
Final dividend for the year ended [₹ Nil per share (PY ₹ 1 per share)]	-	515.66
Dividend distribution tax on proposed dividend	-	106.00
	-	<b>621.66</b>
The proposed dividend for FY 18-19 has been cancelled in the Adjourned Annual General Meeting on 27-Dec-19		
<b>(v) General reserve</b>		
Balance at the beginning of the year	2,115.57	2,112.32
Movement during the year	-	3.25
<b>Balance at the end of the year</b>	<b>2,115.57</b>	<b>2,115.57</b>

**14(b) OTHER RESERVES****(i) Foreign currency monetary items translation difference account**

Foreign Currency monetary Item Translation Difference Account represents amounts recognised on account of long term foreign currency denominated borrowings not related to acquisition of depreciable assets. Amounts so recognised are amortised in the Statement of Profit and Loss over remaining maturity of borrowings.

	31-Mar-20	31-Mar-19
Balance at the beginning of the year	(82.24)	(70.53)
Exchange gain / (loss) during the year	52.24	388.97
Amortised during the year	(20.92)	(400.68)
<b>Balance at the end of the year</b>	<b>(50.92)</b>	<b>(82.24)</b>
<b>(ii) Foreign currency translation reserve</b>		
Balance at the beginning of the year	(2,006.87)	(958.18)
Exchange gain / (loss) during the year	(2,288.30)	(1,038.43)
Transaction with non controlling interest	(24.10)	(10.26)
<b>Balance at the end of the year</b>	<b>(4,319.27)</b>	<b>(2,006.87)</b>

**15) FINANCIAL LIABILITIES****15(a) NON-CURRENT BORROWINGS**

Secured	Maturity Date	Terms of repayment	Security details	31-Mar-20	31-Mar-19
<b>(i) Term loans - From banks (Average interest rate for loan under category is 6.92%)</b>					
Exim bank	FY 2022 - 23	The balance loan repayable in 19 quarterly installment of ₹ 2 to ₹ 50 starting from Jan-18.	Paripassu charge on movable fixed assets of the holding company both present and future and mortgage of certain immovable properties.	596.64	695.14
Exim bank	FY 2024 - 25	The loan repayable in 11 equal half yearly installment of ₹ 181.81 each starting from 1-Nov-19.	The Holding Company has defaulted in the repayment. The amount of total overdue outstanding as at March 31, 2020 is ₹ 281.82 towards principal and ₹ 154.43 towards interest (Previous year ₹ Nil)	1,985.33	1,982.12



Contd...15) Financial Liabilities

(All amount in ₹ Million, unless otherwise stated)

Secured	Maturity Date	Terms of repayment	Security details	31-Mar-20	31-Mar-19
Exim Bank #	FY 2024-25	The loan is repayable in 11 equal half yearly installment of ₹ 102.27 each starting from 1-Mar-20.	Paripassu charge on movable Property, plant and equipment of the holding company both present and future and mortgage of certain immovable properties.	1,098.37	1,092.93
Canara Bank	FY 2022 - 23	The loan repayable in 60 equal monthly installment of ₹ 12.50 each starting from 30-Apr-18.	Paripassu charge on movable Property, plant and equipment of the holding company both present and future and mortgage of certain immovable properties. The Holding Company has defaulted in the repayment. The amount of total overdue outstanding as at March 31, 2020 is ₹ 73.50 towards principal and ₹ 28.44 towards interest (Previous year ₹ Nil)	516.07	590.09
People's Bank & Trust Co.	FY 2026-27	the loan is repayable in installment of \$13,988 per month till Jun-2026.	specific buildings assets of the borrowing subsidiary company.	61.32	63.09
Exim Bank	FY 2024-25	Due in quarterly installments of \$2.38 starting in June of 2019 till Apr-2024	Paripassu charge on the assets of borrowing subsidiary company.	3,016.48	3,420.23
Community Bank	FY 2033 - 34	The loan is repayable in monthly installments of \$32,654 each, including variable interest currently at 5.44% per annum till April 2019 and thereafter adjusting variably by the Federal Home Loan Bank 5 year index plus 3.5% till March 2034.	Certain lands and improvement thereon of borrowing subsidiary company.	266.08	256.78
Bank HaPoalim	FY 2022-23	The loan is repayable in monthly installments of ILS 350,000 to ILS 541,221 till Oct-2022	Paripassu charge on the assets borrowing subsidiary company.	137.35	222.91
Bank Leumi	FY 2021-22	The loan is repayable in monthly installment of ILS 437,500 to ILS 1,000,000 till May-2021	Paripassu charge on the assets borrowing subsidiary company.	88.60	204.66
Bank Leumi	FY 2022-23	The loan is repayable in monthly installments of ILS 270,000 to ILS 562,200 till Mar-2023	Floating charge on the assets borrowing subsidiary company.	203.05	250.68
First International Bank of Israel	FY 2019-20	The loan is repayable in Quarterly installments of ILS 625,000 till Dec-2019.	Paripassu charge on the assets borrowing subsidiary company.	-	35.95
Union Bank of Israel	FY 2022-23	The loan is repayable in Quarterly installments of ILS 257,000 to ILS 270,000 till Oct-2022	Paripassu charge on the assets borrowing subsidiary company.	16.95	35.36
ING Bank,Belgium	FY 2024-25	The Loan is repayable in 28 installments of EUR 205,357 each starting from Feb-2018 till Feb-2025.	Paripassu charge on the shares of the subsidiary company.	336.39	377.65

Contd...15) Financial Liabilities

(All amount in ₹ Million, unless otherwise stated)

Secured	Maturity Date	Terms of repayment	Security details	31-Mar-20	31-Mar-19
Lloyds Bank, UK	FY 2019-20	The loan is repayable in 60 equal monthly installments of £894 starting from Sep-2013 till Apr-2019.	Specific plant and machinery of borrowing subsidiary company	-	0.27
John Deere Financial	FY 2020-21	Due in annual payments of \$17,733 till May-2020	Specific plant and machinery of borrowing subsidiary company	1.34	2.45
Wells Fargo	FY 2019-20	Due in monthly payments of \$603, till Feb-2020	Specific plant and machinery of borrowing subsidiary company	-	0.46
Ally Bank	FY 2021-22	Due in monthly payments of \$7,694, till April 21	Specific plant and machinery of borrowing subsidiary company	6.35	12.39
U S Bank	FY 2019-20	Due in monthly payments of \$1,380, till Dec-2019	Specific plant and machinery of borrowing subsidiary company	-	0.94
Kubota Credit Corporation USA	FY 2020-21	Due in monthly payments of US\$ 900 till Sep-2020	Specific plant and machinery of borrowing subsidiary company	0.27	1.00
Close Brothers	FY 2022-23	The loan is repayable in 60 Installment of EUR 40,776 starting from Sep-14 till Jan-2023.	Specific plant and machinery of borrowing subsidiary company	61.47	63.86
Banque Cantonale Neuchateloise	FY 2034 -35	The loan is repayable in half yearly Installment of CHF 85,000 upto December 2034	specific land and buildings assets of the borrowing subsidiary company.	263.21	248.48
Union Bank of India (UK) Ltd., UK	FY 2023 -24	Equal quarterly instalments of US\$ 0.25 till Mar-2024	100% Share pledge of NaandanJain Irrigation Ltd., Israel and guaranteed by,holding company.	318.12	343.26
Bank of Ireland	FY 2028 -29	The loan is repayable in monthly instalments of £1.25 over 84 months and £1.35 over 60 months till Aug-28	fixed and floating charges over assets of the borrowing subsidiary company.	182.57	207.63
Coöperatieve Rabobank U.A	FY 2024 -25	The loan is repayable 18 quarterly installments of US\$ 0.30 to US\$ 1.20 after 15 months from disbursement starting from Jan-20 till Apr-24	Floating charge over assets of the borrowing subsidiary company and pledge of shares in subsidiaries	881.97	830.02
Wells Fargo	FY 2020 -21	Due in monthly payments of US\$ 60,000 till Jul-2020	Specific equipment's of borrowing subsidiary company.	18.09	66.40
Wells Fargo	FY 2022 -23	Due in monthly principal payments of \$ 38,889, secured by various equipment	Specific equipment's of borrowing subsidiary company.	96.75	-
Halkbank	FY 2024 -25	Due in Quarterly payments of 48 various installments, till Jan 25	The loan is guaranteed by Shareholder of the company.	47.44	-
Halkbank	FY 2024 -25	Due in Quarterly payments of 48 various installments, till Jan 25	The loan is guaranteed by Shareholder of the company.	47.24	-
VakıfBank	FY 2022 -23	Due in monthly payments of \$ 17,845, including interest, till Nov 22	The loan is guaranteed by Shareholder of the company.	35.12	-

Contd...15) Financial Liabilities

(All amount in ₹ Million, unless otherwise stated)

Secured	Maturity Date	Terms of repayment	Security details	31-Mar-20	31-Mar-19
ZiraatKatılım Bank	FY 2021 -22	Due in monthly payments of \$ 49,976, including interest, till Feb 22	The loan is guaranteed by Shareholder of the company.	63.33	-
Kuveytturk	FY 2021 -22	Due in monthly payments of \$ 60,229, including interest, till May 21	The loan is guaranteed by Shareholder of the company.	52.81	-
US Bank	FY 2024 -25	Due in monthly payments of \$1,832, including interest, till May-2024	Specific plant and machinery of borrowing subsidiary company	5.82	-
Exim Bank Turkey	FY 2021 -22	The loans are repayable in monthly installments of ILS 268,000 to ILS 605,000 till Jan-2022	fixed and floating charges over assets of the borrowing subsidiary company.	50.03	69.91
KBC Bank	FY 2023 -24	The loan is repayable in Quarterly installments of ILS 560,000 to ILS 2,250,000 till Dec-2023	fixed and floating charges over assets of the borrowing subsidiary company.	440.78	453.68
Lloyds Bank, UK	FY 2023 -24	The loan is repayable in Quarterly installments of £ 120,000 payable in 16 installments till April- 2023	specific land and buildings assets of the borrowing subsidiary company.	127.73	174.16
Santander	FY 2023 -24	The loans is repayable in monthly installments of ILS 34,000 till Dec-2023	specific land and buildings assets of the borrowing subsidiary company.	30.85	37.14
Caixabank	FY 2021 -22	The loan is repayable in Quarterly installments of ILS 1,545,000 to ILS 1,570,000 till Sep-2021	fixed and floating charges over assets of the borrowing subsidiary company.	189.30	298.80
HALKBANK	FY 2022 -23	The loan is repayable Monthly payment of 50,000 TRL a month till Feb-23	fixed and floating charges over assets of the borrowing subsidiary company.	22.48	-
CiC bank	FY 2021 -22	The loan is repayable Monthly payment of 25000 euro a month till April 2021	fixed and floating charges over assets of the borrowing subsidiary company.	2.71	-
BBVA	FY 2021 -22	Loan is consider to be like a revolving credit need to be return in Aug 2021 or to be renewal for additional period	fixed and floating charges over assets of the borrowing subsidiary company.	48.46	-
UBS Switzerland AG	FY 2024 -25	The loan is repayable in 12 half yearly installments of Euro 0.20 each starting from 01-Jul-19	Related specific machinery and equipment's	160.52	180.02
Close Brothers	FY 2023-24	The loan is repayable in 60 equal installments of £ 1,940 commencing from Mar-19 to Mar-24	Related specific machinery and equipment's	23.11	10.53
Coöperatieve Rabobank U.A	FY 2021 -22	The loan is repayable 9 half yearly installments of US\$ 1.50 to US\$ 6.00 after 12 months from starting from Apr-17 to Apr-21.	All properties and assets of the borrowing subsidiary company, in addition the loan is guaranteed by subsidiary company.	1,004.70	1,334.99

## Contd...15) Financial Liabilities

(All amount in ₹ Million, unless otherwise stated)

Secured	Maturity Date	Terms of repayment	Security details	31-Mar-20	31-Mar-19
<b>(ii) Term loans - From financial institutions / Other parties (Average interest rate for loan under category is 7.55%)</b>					
International finance corporation (IFC)	FY 2025 - 26	The loan repayable in 13 equal half yearly installment of ₹ 200 each starting from 15-Mar-20.	Certain movable and immovable properties of the holding company .The Holding Company has defaulted. The amount of total overdue outstanding as at March 31, 2020 is ₹ 200.00 towards principal and ₹ 145.70 towards interest (Previous year ₹ Nil)	2,574.08	2,569.71
International finance corporation (IFC)	FY 2020 - 21	The loan is repayable in 11 half yearly installments of US\$ 0.38 to US\$ 4.69 each starting from 30-May-15.	Certain movable and immovable properties of the holding company .The Holding Company has defaulted. The amount of total overdue outstanding as at March 31, 2020 is ₹ 479.21 towards principal and ₹ 51.93 towards interest (Previous year ₹ Nil)	180.53	216.79
FMO - Nederlandse Inancierings-Maatschappij Voor Ontwikkelingslanden N.V.	FY 2020 - 21	The loan is repayable in 11 half yearly installments of US\$ 0.03 to US\$ 1.9 each starting from 30-Nov-15.		408.88	490.32
DEG - Deutsche Investitions-Und Entwicklungsgesellschaft MBH	FY 2020 - 21	The loan is repayable in 11 half yearly installments of US\$ 0.08 to US\$ 2.3 each starting from 30-Nov-15.		488.48	594.74
PROPARCO - Société De Promotion Et De Participation Pour La Coopération Économique	FY 2022 -23	The loan is repayable in 13 half yearly installments of US\$ 0.21 to US\$ 1.43 each starting from 30-Nov-15.		495.17	543.52
Capital leases (Plant and Machinery)	Upto FY 2020-21	These lease are repayable in various monthly installments.	Related specific plant, machinery and equipment's	89.80	85.46
Vehicle Loans	Upto FY 2022-23	These loans are payable in various monthly installments	Related specific vehicles to specified lenders	107.33	120.57
<b>Sub-total</b>				<b>16,849.45</b>	<b>18,185.08</b>
<b>Unsecured</b>					
<b>(i) Bonds (Average interest rate for loan under category is 7.13%)</b>					
Bond holders ^	FY 2021 -22	Senior notes aggregating to principal amount of US\$200.00 issued at offering price of 98.970% bearing interest rate at 7.125% due on 1-Feb-22	Unsecured	14,931.50	13,635.03
<b>(ii) Term loans - From others (Average interest rate for loan under category is 8.00%)</b>					
From others	FY 2020 - 21	The loan is repayable in equal installment of \$2,650 per month till Mar-2021	Unsecured	2.30	4.05
<b>(iii) Liability component of compound financial instruments</b>					
Compulsory convertible debentures	FY 2020-21	See note (i) below	Unsecured	1,559.54	1,481.14
<b>Sub-total</b>				<b>16,493.33</b>	<b>15,120.22</b>
<b>Total non-current borrowings</b>				<b>33,342.78</b>	<b>33,305.30</b>
<b>Less: Current maturities of non-current borrowings</b>				<b>(5,700.35)</b>	<b>(3,910.10)</b>
<b>Non-current borrowings</b>				<b>27,642.43</b>	<b>29,395.20</b>

## Contd...15) Financial Liabilities

(All amount in ₹ Million, unless otherwise stated)

## (i) Compulsory convertible debentures

Pursuant to the shareholders' approval on March 29, 2016 and other requisite approvals, the subsidiary company on March 30, 2016 has issued and allotted 3,132,596 equity shares having face value of ₹ 10.00 each at ₹ 770.365 each and 2,088,397 compulsorily convertible debentures (CCD) of ₹ 770.365 each to Mandala Primrose Co-investment Limited, Mauritius (Non Promoter entity). Till conversion, CCDs shall carry interest at the rate of 1% per annum. In terms of the investment agreements, CCDs shall be converted into 1,007,865 equity shares, if the Adjustment Conditions are met or 2,088,397 equity shares, if the Adjustment conditions are not met. Whether the adjustment conditions are met or not, conversion will be decided within 60 months from the date of issue of CCD.

The Subsidiary Company has defaulted in the repayment of interest of ₹ 14.82 due on March 31, 2020 (Previous year ₹ Nil), in respect of Compulsory convertible debentures issued to Mandala Prim Rose Co' Investment Limited. However The Mandala has given moratorium till Jun 30, 2020 and the same was subsequently paid on July 23, 2020.

	31-Mar-20	31-Mar-19
Balance at the beginning of the year	1,481.14	1,438.28
Interest expenses	78.40	75.07
Interest paid	-	(32.21)
<b>Non-current borrowings</b>	<b>1,559.54</b>	<b>1,481.14</b>

# The Subsidiary Company has received moratorium facility till 31<sup>st</sup> August, 2020, pursuant to directives issued by Reserve Bank of India in lieu of outbreak of COVID 19 pandemic, towards repayment of instalment of ₹ 102.27 in respect of its term loan availed from EXIM bank, which was due on March 01, 2020.

^ The Subsidiary Company has defaulted in the repayment of interest. The amount of total overdue of ₹ 537.12 towards interest (Previous year ₹ Nil)

(ii) this loan is also personally guaranteed by four director including Managing director of the holding company in their personal capacity.

## 15(b) CURRENT BORROWINGS

	31-Mar-20	31-Mar-19
<b>(i) Loans repayable on demand (Average interest rate for loan under category is 8.86%)</b>		
<b>- From Banks (Secured)</b>		
Working capital loans	16,940.03	11,436.93
Cash credit accounts	16,669.90	4,013.00
Export packing credit	1,785.89	3,449.94
Bill discounting	-	87.26
<b>- From Banks (Unsecured)</b>		
Unsecured loans from banks	113.82	181.78
<b>- From Others (Unsecured)</b>		
Loan from Associate (refer note 37)	462.66	-
Unsecured loans from others	<b>45.64</b>	
<b>Total</b>	<b>36,017.94</b>	<b>19,168.91</b>

The working capital loans are secured by a first pari-passu charge on whole of respective company's present and future stocks of raw material, finished goods, stocks in process, stores and spares and other raw materials, stored whether raw or in process of manufacture and all articles manufactured there from brought into store or be in or around the respective Company's godowns or factory premises at respective locations, including goods in transit or delivery and the respective Company's present and future book debts, outstanding monies, receivable, claims, bills, contracts, engagements, securities, investments, rights and assets of the respective companies. The working capital facilities as above are further secured by a second charge (First Charge in case of FCTL and FCNRB) ranking Pari-Passu by way of equitable mortgage by deposits of title deeds of selected immovable properties of the respective Company together with all buildings, structures thereon and all plant and machinery attached to earth however, excluding assets charged exclusively as mentioned in these notes. The whole of the movable properties of the respective Company (other than Current Assets) including its movable plant and machinery, machinery spares, tools and accessories and other movables, both present and future save and except the moveable assets which are exclusively charged to the other lender.

The working capital loans are also secured by personal guarantee by the Managing director and three other directors of the group in their personal capacity.

The Holding Company has defaulted in repayment of its short term dues towards lenders, the account has been classified as NPA since September 2019 and is under resolution as per RBI circular in dated 7<sup>th</sup> June 2019.

**15(c) TRADE PAYABLES**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>Current</b>		
Total outstanding dues to micro and small enterprises (refer note 32)	222.64	390.86
Total outstanding dues to others	11,031.75	17,197.14
<b>Total</b>	<b>11,254.39</b>	<b>17,588.00</b>

**15(d) OTHER FINANCIAL LIABILITIES**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>Non-current</b>		
Derivative liabilities	13.90	27.90
Lease liability (refer note 5)	1,604.12	-
Other long term liabilities	1,006.50	518.13
<b>Total</b>	<b>2,624.52</b>	<b>546.03</b>
<b>Current</b>		
Current maturities of non-current borrowings (refer note 15(a))	5,700.35	3,910.10
Current maturities of other long term liabilities	241.31	225.19
Derivative liabilities	7.66	12.77
Interest accrued but not due on borrowings	2,377.73	348.21
Unpaid dividend <sup>^</sup>	9.29	11.52
Trade payable for capital goods (other than small enterprises and medium enterprises)	179.04	202.10
Outstanding liabilities for expenses	1,071.81	993.78
Liabilities towards employee benefits	1,479.49	1,002.21
Security deposits	697.87	1,016.82
Lease liability (refer note 5)	562.32	-
Others payables	5.38	-
<b>Total</b>	<b>12,332.25</b>	<b>7,722.70</b>

<sup>^</sup> There are no unpaid dividend which is required to be transferred to investors education protection fund

**16) PROVISIONS**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
<b>Non-current</b>		
<b>Provision for employee benefits</b>		
(i) Provision for gratuity (refer note 35)	318.57	392.27
(ii) Provision for leave encashment (unfunded) (refer note 35)	116.12	139.28
<b>Total</b>	<b>434.69</b>	<b>531.55</b>
<b>Current</b>		
<b>Provision for employee benefits</b>		
(i) Provision for gratuity (refer note 35)	372.85	235.17
(ii) Provision for leave encashment (unfunded) (refer note 35)	21.42	22.87
Other provisions		
(i) Dividend tax on equity dividend	125.07	112.35
<b>Total</b>	<b>519.34</b>	<b>370.39</b>

**17) CURRENT TAX LIABILITIES (NET)**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Income tax liabilities (net of advance tax)	129.23	472.31



(All amount in ₹ Million, unless otherwise stated)

**18) DEFERRED TAX LIABILITIES****(i) Movement in deferred tax liabilities for the year ended March 31, 2019**

	31-Mar-18	Recognised in			31-Mar-19
		Profit and loss	OCI	Equity	
Deferred tax liability					
Property plant and equipment	6,987.55	36.33	-	-	7,023.88
Fair value of biological assets	75.36	46.78	-	-	122.14
Fair valuation of investments and derivatives	31.64	(43.94)	-	-	(12.30)
Disallowance under sec.43B of the IT Act, 1961	(187.54)	(100.96)	3.67	-	(284.83)
Fair valuation of Derivative/ Guarantees	-	(86.77)	-	-	(86.77)
Other current assets/liability	(1,031.41)	107.15	-	(50.45)	(974.71)
MAT tax credit	(1,242.52)	247.06	-	-	(995.46)
<b>Deferred tax liabilities (net)</b>	<b>4,633.08</b>	<b>205.65</b>	<b>3.67</b>	<b>(50.45)</b>	<b>4,791.95</b>

**(ii) Movement in deferred tax liabilities for the year ended March 31, 2020**

	31-Mar-19	Recognised in			31-Mar-20
		Profit and loss	OCI	Equity	
<b>Deferred tax liability</b>					
Property plant and equipment	7,023.88	293.92	-	-	7,317.80
Fair value of biological assets	122.14	(11.51)	-	-	110.63
Fair valuation of investments and derivatives	(12.30)	(1.27)	-	-	(13.57)
Disallowance under sec.43B of the IT Act, 1961	(284.83)	(29.71)	2.30	-	(312.24)
Unabsorbed loss	-	(2,360.33)	-	-	(2,360.33)
Fair valuation of Derivative/ Guarantees	(86.77)	(43.40)	-	-	(130.17)
Other current assets/liability	(974.71)	(648.38)	-	-	(1,623.09)
MAT tax credit	(995.46)	-	-	-	(995.46)
<b>Deferred tax liabilities (net)</b>	<b>4,791.95</b>	<b>(2,800.68)</b>	<b>2.30</b>	<b>-</b>	<b>1,993.56</b>

**19) OTHER CURRENT LIABILITIES**

	31-Mar-20	31-Mar-19
<b>Current</b>		
Advances from customers	1,628.65	1,632.57
Statutory liabilities	693.61	493.20
Deferred income *	408.85	531.56
<b>Total</b>	<b>2,731.11</b>	<b>2,657.33</b>

\* includes provision for sales return and grant towards capital goods

**20) REVENUE FROM OPERATIONS**

	31-Mar-20	31-Mar-19
<b>Revenue from sale of products</b>		
Sale of products (net of sales return)	62,465.59	82,463.24
Less: Trade, other discounts and allowances	(2,973.30)	(4,054.71)
	<b>59,492.29</b>	<b>78,408.53</b>
<b>Revenue from rendering services</b>		
-Sale of services	1,602.27	5,576.10
- Income in respect of incomplete projects	688.37	1,145.89
	<b>2,290.64</b>	<b>6,721.99</b>
Other operating income		
- Sale of Scrap	5.67	22.97
- Sundry balances appropriated	72.63	20.38

## Contd...20) Revenue from Operations

(All amount in ₹ Million, unless otherwise stated)

	31-Mar-20	31-Mar-19
- Provisions no longer required written back	178.55	141.23
- Provisions for doubtful advance no longer required written back	-	89.32
- Fair value changes of biological assets	-	133.88
- Income from other services	118.32	231.09
	<b>375.17</b>	<b>638.87</b>
<b>Total</b>	<b>62,158.10</b>	<b>85,769.39</b>

**21) OTHER INCOME**

	31-Mar-20	31-Mar-19
<b>Other non-operating income</b>		
Interest received on financial assets- Carried at amortised cost	66.63	114.76
Incentives & assistance (refer note (i) below)	641.58	1,202.97
Loss of profit claim receivable (refer note 34)	-	289.88
Profit on sale of fixed assets (net)	7.81	29.07
Profit on sale of investments (net)	0.59	-
Fair valuation gain on equity instruments measured at FVTPL	-	0.07
Fair valuation gain on mutual funds measured at FVTPL	-	0.31
Gain on fair valuation of derivatives	-	134.74
Fair valuation gain on embedded derivatives	363.54	942.05
<b>Total</b>	<b>1,080.15</b>	<b>2,713.85</b>
<b>(i) Detail of Government Grants:</b>		

Government Grants are related to investment in Jalgaon, Alwar and grant is in the form of exemption from electricity duty, stamp duty and to receive an industrial promotional subsidy. Further it also includes savings in import duty on procurement of capital goods and export incentives under MEIS scheme.

**22) COST OF MATERIAL CONSUMED**

	31-Mar-20	31-Mar-19
Inventory at the beginning of the year (excludes material in transit)	4,835.16	5,234.36
Add: purchases	32,142.30	45,944.19
Raw materials on acquisition of business	-	256.87
Less: Inventory at the end of the year (excludes material in transit)	(4,536.04)	(4,835.16)
<b>Cost of raw materials consumed</b>	<b>32,441.42</b>	<b>46,600.26</b>

**23) CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS**

	31-MAR-20	31-MAR-19
Inventory at the end of the year		
- Finished goods (excludes material in transit)	(15,596.10)	(18,098.12)
- Work-in-progress	(670.71)	(726.44)
	<b>(16,266.81)</b>	<b>(18,824.56)</b>
Inventory at the beginning of the year		
- Finished goods (excludes material in transit)	18,098.12	17,259.99
- Work-in-progress	726.44	873.20
	<b>18,824.56</b>	<b>18,133.19</b>
Finished goods on acquisition of business	-	49.83
<b>Net increase/ (decrease) in inventories</b>	<b>2,557.75</b>	<b>(641.54)</b>

**24) EMPLOYEE BENEFITS EXPENSE**

	31-Mar-20	31-Mar-19
Salaries, wages, bonus etc.	9,099.97	8,767.67
Contribution to provident and other funds (refer note 35)	435.42	432.06
Gratuity expense (refer note 35)	71.56	211.43
Staff welfare expenses	237.59	266.84
<b>Total</b>	<b>9,844.54</b>	<b>9,678.00</b>

(All amount in ₹ Million, unless otherwise stated)

**25) DEPRECIATION AND AMORTIZATION EXPENSE**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Depreciation of property, plant and equipment	2,843.61	2,967.44
Depreciation on investment properties	8.80	8.80
Amortisation of intangible assets	178.88	152.33
Amortisation of Right to use of assets	623.91	-
<b>Total</b>	<b>3,655.20</b>	<b>3,128.57</b>

**26 ) OTHER EXPENSES**

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Consumption of stores, spares and consumables	237.49	493.77
Power and fuel	2,075.34	2,570.95
Project Site general & installation expenses	838.25	2,242.59
Project site general exps	897.89	-
Rent (refer note 33)	807.34	1,362.45
Repairs and maintenance		
- Building	68.23	126.43
- Machinery	305.78	314.10
- Others	58.58	84.42
Freight outward	1,276.18	1,771.51
Processing charges	1,914.99	2,060.98
Export selling expenses	491.24	590.39
Auditor's remuneration (Refer note 26(a))	111.63	101.78
Legal, professional & consultancy fees	971.92	972.86
Travelling and conveyance expenses	857.17	1,172.04
Communication expenses	132.16	145.81
Commission and brokerage	631.83	567.04
Advertisement and sales promotion expenses	419.23	713.72
Cash discount	313.98	408.25
Irrecoverable claims	853.13	361.84
Provision for doubtful advances (net)	-	69.62
Bad debts and bad advances	168.76	148.37
Provisions for bad and doubtful debts (net)	2,042.97	134.48
Donation	9.36	26.18
Insurance	345.09	344.92
Rates and taxes	154.31	127.85
Director's sitting fees	4.16	4.08
Commission to directors	24.52	110.00
Corporate social responsibility expenditure (refer note 26(b))	14.59	47.13
Fair value loss on changes of biological assets	32.95	-
Fair valuation loss on equity instruments measured at FVTPL	0.05	-
Fair valuation loss on mutual funds measured at FVTPL	0.50	-
Loss on derivatives (net)	1.38	-
Foreign exchange loss (net)	69.96	1,403.54
Loss on sale of investment (net)	-	0.11
Other manufacturing expenses	1,280.30	1,406.94
Miscellaneous expenses	663.77	992.22
<b>Total</b>	<b>18,075.03</b>	<b>20,876.37</b>

**26(a) Payment to auditors**

As auditor		
- Statutory audit#	72.68	61.73
- Tax audit	6.82	11.41

	31-Mar-20	31-Mar-19
- Limited review	25.85	18.29
In Other Capacity		
Certification and other matter	6.28	10.35
<b>Total</b>	<b>111.63</b>	<b>101.78</b>
# including for consolidated financial statement		

**26(b) Details of Corporate social responsibility expenditure in respect of Holding Company**

a) Gross amount required to be spent during the year ₹ 73.29 (P.Y. ₹ 55.37)

b) Amount spent during the year on:

Particulars	In cash	Yet to be paid in cash	Total
(i) Construction/ acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	14.60	58.69	73.29
	<b>14.60</b>	<b>58.69</b>	<b>73.29</b>

**27) FINANCE COSTS**

	31-Mar-20	31-Mar-19
<b>Interest expenses :</b>		
Interest on term loans	2,369.70	1,755.32
Interest on working capital loans	2,880.39	1,893.94
Interest on others	425.67	139.94
<b>Other borrowing cost :</b>		
Discounting charges and Interest	501.69	691.37
Bank commission and charges	703.99	656.79
<b>Total</b>	<b>6,881.44</b>	<b>5,137.36</b>

**28) INCOME TAX**

	31-Mar-20	31-Mar-19
<b>[a] Income tax expense is as follows:</b>		
<b>Statement of profit and loss</b>		
<b>Current tax:</b>		
Tax for the year	279.64	965.19
Adjustments for current tax of prior periods	9.07	77.16
<b>Total current tax expense</b>	<b>288.71</b>	<b>1,042.35</b>
<b>Deferred tax:</b>		
Decrease in deferred tax assets	(3,293.82)	156.93
<b>Total deferred tax expense</b>	<b>(3,293.82)</b>	<b>156.93</b>
<b>Income tax expense</b>	<b>(3,005.11)</b>	<b>1,199.28</b>
<b>Other comprehensive income</b>		
<b>Deferred tax related to OCI items:</b>		
Net loss / (gain) on remeasurements of defined benefit plans	(2.30)	(3.67)
<b>Total</b>	<b>(2.30)</b>	<b>(3.67)</b>

**[b] Reconciliation of tax expense and the accounting profit computed by applying the income tax rate:**

Particulars	For the year ended as on			
		31-Mar-20		31-Mar-19
Profit before tax		(10,199.59)		3,741.61
<b>Tax at the Indian tax rate of 34.944% (2018-19: 34.944%)</b>	<b>34.944%</b>	<b>(3,564.14)</b>	<b>34.944%</b>	<b>1,307.47</b>

Particulars	For the year ended as on			
	31-Mar-20		31-Mar-19	
<b>Tax effects on amounts which are not deductible (taxable) in calculating taxable income:</b>				
Incremental deduction allowed for research and development cost	0.45%	(45.65)	-1.95%	(73.01)
Investment Allowance under Section 32 AC	0.00%	-	-0.05%	(1.74)
Exempted Income	-0.73%	74.50	-1.26%	(47.06)
Non-deductible expenses as per income tax	-3.11%	317.58	2.82%	105.61
Impact on fair valuation	-0.31%	31.96	-2.68%	(100.11)
Tax effect of change in tax rates	0.26%	(26.99)	1.70%	63.74
Difference in tax rates from subsidiaries	-3.41%	347.34	7.19%	269.12
Impact of income exempt U/s 10(1)	0.79%	(81.04)	-5.45%	(203.77)
Tax losses for which no deferred income tax was recognised	0.20%	(20.63)	-5.19%	(194.14)
Adjustments for current tax of prior periods	0.00%	-	2.06%	77.16
other items	0.37%	(38.04)	-0.11%	(3.99)
<b>Income tax expense</b>	<b>29.46%</b>	<b>(3,005.11)</b>	<b>32.05%</b>	<b>1,199.28</b>

Above workings are based on provisional computation of tax expenses and subject to finalisation including that of tax audit or otherwise in due course

## 29) EARNING PER SHARE

Basic and diluted earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of The group by the weighted average of equity shares outstanding during the year.

	31-Mar-20	31-Mar-19
<b>(a) Basic earning per share (Amount in ₹)</b>	(13.87)	4.64
<b>(b) Diluted earning per share (Amount in ₹)</b>	(13.87)	4.64
<b>(c) Reconciliation of earning used in calculating EPS</b>		
Basic earning per share		
Profit/(Loss) attributable to the equity share holders of the group used in calculating basic earning per share	(7,151.38)	2,390.94
<b>Diluted earning per share</b>		
Profit/(Loss) attributable to the equity share holders of the group used in calculating basic earning per share	(7,151.38)	2,390.94
Profit/(Loss) attributable to the equity share holders of the group used in calculating diluted earning per share	(7,151.38)	2,390.94
<b>(d) Weighted average number of shares used as denominator</b>		
Weighted average number of shares used as denominator in calculating basic earning per share	515.66	515.66
Adjustment for calculation of diluted earning per share		
<b>Weighted average number of shares used as denominator in calculating diluted earning per share</b>	515.66	515.66

## 30) CONTINGENT LIABILITIES AND CONTINGENT ASSETS

	31-Mar-20	31-Mar-19
<b>Contingent Liabilities</b>		
Contingent liabilities not provided for in respect of		
<b>(i) Claims not acknowledged as debts in respect of:</b>		
Customs and excise duty [Paid under protest ₹ 10.55 (PY ₹ 36.97)]	322.40	384.42
- Excise duty [paid under protest ₹ 10.55 (PY ₹ 24.02)]	322.40	349.27
- Service Tax [paid under protest ₹ Nil (PY ₹ 12.95)]	-	35.15
Other taxes & levies [Paid under protest ₹ 45.08 (PY ₹ 45.08)]	111.81	128.48
- Sales Tax, VAT, CST [Paid under protest ₹ 27.49 (PY ₹ 27.49)]	84.96	101.63
- Income Tax [Paid under protest ₹ 17.59 (PY ₹ 17.59)]	26.85	26.85
Others (legal case)	46.18	76.02

<b>(ii) Performance guarantees given by the Group's bankers in the normal course of business</b>	6,120.27	7,948.75
<b>(iii) Corporate guarantees given for repayment of indebtedness of associate</b>	641.00	449.00
<b>(iv)</b> In case of one of our subsidiary, NaandanJain Irrigation Ltd. is committed to pay royalties to the Israeli government based on the sales proceeds from products for which the government participated in financing their research and development. The royalty rate is 2% and 3% on transferring production to related parties. The future cumulative royalties expected to be paid in the future will not exceed 100% and 120% respectively of the amount of the Israeli Government's participation (excluding interest), linked to the exchange rate of the U.S. dollar. In respect of (i) above, the group has taken necessary legal steps to protect its position in respect of these claims, which, in its opinion, based on legal advice, are not expected to devolve. It is not possible to make any further determination of the liabilities, which may arise, or the amounts, which may be refundable in respect of these claims.		

### 31 ) COMMITMENTS

	31-Mar-20	31-Mar-19
<b>Capital commitments</b>		
Capital expenditure contracted for at end of the year but not recognised as liabilities is as follows :		
Estimated amount of contracts remaining to be executed on capital account (Property, plant and equipments) and not provided for (net of advances)	66.03	931.17
Other commitments		
In case of one of our subsidiary, NaandanJain Irrigation Ltd. ("the Subsidiary Company") has entered into a financing agreement with a leasing company. Pursuant to the agreement, customers interested in purchasing irrigation equipment produced or marketed by the Subsidiary Company under a financing lease, are referred to the leasing company. The leasing company sends the sales proceeds to the Subsidiary Company in cash. The group has undertaken to pay to the leasing company (instead of the lessees) amounts past due, if any. The amount of credit given by the leasing company at the Balance Sheet date are specified.	-	-
	<b>66.03</b>	<b>931.17</b>

### 32) Micro, Small and Medium Enterprises

To the extent, The group has received intimation from the "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the details are provided as under:

	31-Mar-20	31-Mar-19
Principal amount remaining unpaid at the end of the year	222.64	390.86
Interest due thereon	67.15	34.47
Interest remaining accrued and unpaid at the end of the year	118.02	50.87
Total Interest accrued and remained unpaid at year end	118.02	50.87

### 33) Lease

Aggregate amount of operating lease rent debited to Consolidated Statement of Profit and Loss during the year is ₹ 807.34 (PY ₹ 1,362.45)

#### (i) Finance Lease

Finance lease consist of vehicles, plant and equipments which have been purchased by the group on finance lease basis. The reconciliation of minimum lease payments and their present values is as follows :

Particulars	31-Mar-20		31-Mar-19	
	Future Minimum Lease Payment	Present Value of MLP	Future Minimum Lease Payment	Present Value of MLP
Not later than one year	116.08	90.67	145.83	113.71
Later than one year and not later than five years	240.77	174.46	207.07	158.82
Later than five years	-	-	-	-
Total Minimum lease payments	356.85	265.13	352.90	272.53
less : amounts representing finance charges.	91.71	-	80.37	-
Present value of minimum lease payments	265.13	265.13	272.53	272.53

- 34)** (a) There was incidence of fire at warehouse of the Subsidiary Company on November 18, 2017 in which entire warehouse along with certain property plant and equipment and inventories were destroyed. During the year ended March 31, 2018, the Subsidiary Company wrote off net book value of property plant and equipment and inventories aggregating ₹ 715.00 and recognised equivalent amount as minimum insurance claim.



(All amount in ₹ Million, unless otherwise stated)

Till date, the Subsidiary Company has received ₹ 455.30, being part settlement towards loss of inventory and property plant and equipment. Further, the Holding Company has lodged and booked a partial claim of loss of profit aggregating ₹ 289.88.

The insurance company has appointed surveyors to carry out the claim process and surveyors are in process of determining the claim amount.

(b) Subsequent to the financial year, on June 27, 2020, there was an incidence of fire at Vadodara plant of the Subsidiary Company. Pursuant to fire, certain inventory and warehouse situated in the plant was damaged. Subsidiary Company has lodged a claim for an estimate of loss aggregating to around ₹ 230.00 million and insurance survey is currently in progress. Apart from above, a Business Interruption claim will be submitted to the insurance company in due course. Any adjustment in the books of account would be made in the year 2020-2021.

### 35) EMPLOYEE BENEFIT OBLIGATIONS OF HOLDING AND INDIAN SUBSIDIARY COMPANY

#### 35(a) Defined Contribution plans

Provident Fund: Contribution towards provident fund for employees is made to the regulatory authorities, where the group has no further obligations. Such benefits are classified as Defined Contribution Plans as the group does not carry any further obligations, apart from the contributions made on a monthly basis.

#### 35(b) Defined Benefit plans

Gratuity: The group provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The fair value of the plan assets of the trust administered by the group, is deducted from the gross obligation.

#### (i) Movement of defined benefit obligation and plan assets

The amounts recognised in the Balance Sheet and the movements in the net defined benefit obligation over the year are as follows:

	Present value of obligation	Fair value of plan assets	Net Amount
<b>As at 31-Mar-2018</b>	<b>493.62</b>	<b>(192.69)</b>	<b>300.93</b>
Current service cost & Past service Cost	43.94	-	43.94
Interest expenses (income)	38.70	(14.83)	23.87
<b>Total amount recognised in profit and loss</b>	<b>82.64</b>	<b>(14.83)</b>	<b>67.81</b>
Remeasurements			
Return on plan assets, excluding amount included in interest expenses (income)	-	(1.07)	(1.07)
(Gain)/loss from change in demographic assumption	-	-	-
(Gain)/loss from change in financial assumption	2.65	-	2.65
Experience (gain)/ losses	(12.17)	-	(12.17)
<b>Total amount recognised in other comprehensive income</b>	<b>(9.51)</b>	<b>(1.07)</b>	<b>(10.58)</b>
Employer contributions	-	-	-
Benefit payments	(22.06)	-	(22.06)
<b>As at 31-Mar-2019</b>	<b>544.68</b>	<b>(208.59)</b>	<b>336.10</b>
<b>As at 31-Mar-2019</b>	<b>544.68</b>	<b>(208.59)</b>	<b>336.10</b>
Current service cost & Past service Cost	45.46	-	45.46
Interest expenses (income)	42.37	(16.27)	26.10
<b>Total amount recognised in profit and loss</b>	<b>87.83</b>	<b>(16.27)</b>	<b>71.56</b>
Remeasurements			
Return on plan assets, excluding amount included in interest expenses (income)	-	(7.38)	(7.38)
(Gain)/loss from change in demographic assumption	-	-	-
(Gain)/loss from change in financial assumption	42.30	-	42.30

	Present value of obligation	Fair value of plan assets	Net Amount
Experience (gain)/ losses	(41.02)	-	(41.02)
<b>Total amount recognised in other comprehensive income</b>	<b>1.28</b>	<b>(7.38)</b>	<b>(6.10)</b>
Employer contributions	-	-	-
Benefit payments	(52.60)	-	(52.60)
<b>As at 31-Mar-2020</b>	<b>581.19</b>	<b>(232.24)</b>	<b>348.95</b>

**(ii) Net assets / liabilities**

An analysis of net (deficit)/assets is provided below for The group's principal defined benefit gratuity scheme.

	31-Mar-20	31-Mar-19
Present value of funded obligations	581.19	544.68
Fair value of plan assets #	(232.24)	(208.59)
Deficit of funded plan	348.95	336.10
Deficit of gratuity plan	348.95	336.10
# Planned assets are with ICICI prudential group gratuity plan in debt fund.		

**(iii) Analysis of plan assets is as follows:**

Insurer managed funds (%)	100%	100%
Others (%)	0%	0%
Total	100%	100%

**(iv) Actuarial assumptions and sensitivity analysis**

Salary growth rate	7.00% p.a. for the next 5 years, 4.00% p.a. thereafter, starting from the 6th year	7.00% p.a. for the next 5 years, 4.00% p.a. thereafter, starting from the 6th year
Discount rate	6.86%	7.79%
Expected rate of return on plan assets	6.86%	7.79%
Attrition rates	2.00%	2.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Mortality Rate After Employment	N.A	N.A

Notes :

- 1) Discount rate: The discount rate is based on the prevailing market yields of Indian government securities for the estimated term of the obligations.
- 2) Salary escalation rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
- 3) Assumptions regarding future mortality experience are set in accordance with the statistics published by the Life Insurance Corporation of India.

Sensitivity of the defined benefit obligation to changes in weighted principal assumptions is

Impact on present benefit obligation	31-Mar-20	31-Mar-19
Discount rate - Increase by 0.5%	(24.06)	(41.28)
Discount rate- Decrease by 0.5%	25.98	48.02
Salary growth rate - Increase by 0.5%	26.18	48.51
Salary growth rate- Decrease by 0.5%	(24.44)	(42.34)
Attrition rate - Increase by 0.5%	5.65	14.09
Attrition rate- Decrease by 0.5%	(6.08)	9.30
<b>Expected contribution for Next 12 months</b>		
Prescribed contribution	127.14	141.92

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice it is unlikely to occur, and changes in some of the assumptions may be correlated. The methods and types of assumption used in preparing the sensitivity analysis did not change compared to previous year.

## Contd...35) Employee Benefit Obligations...

(All amount in ₹ Million, unless otherwise stated)

**Defined benefit liability and employer contribution:**

The group has agreed that it will eliminate the deficit in defined benefit obligation over the next 10 years. Funding levels are monitored annually. The group considers that the contribution rates set at the last valuation date are significant to eliminate the deficit over the agreed period.

The expected maturity analysis of undiscounted gratuity is as follows:

	Less than a year	Between 1 - 2 years	Between 2 - 5 years	Between 5-10 Years	More than 10 years	Total
<b>31-Mar-20</b>						
Defined benefit obligations (gratuity)	54.43	66.09	95.75	262.76	759.30	1,238.34
<b>31-Mar-19</b>						
Defined benefit obligations (gratuity)	67.52	62.64	84.62	260.06	797.23	1,272.07

**Further, contribution to Defined contribution plan recognised as expense for the year as under:**

- Employers contribution to provident fund ₹ 88.19 (PY ₹ 88.01) deposited with concerned authority.
- Employers contribution to pension scheme ₹ 95.39 (PY ₹ 102.37) deposited with concerned authority.
- Employers contribution to superannuation fund ₹ 98.86 (PY ₹ 91.65) managed by a Trust.
- Employers contribution to ESIC ₹ 33.47 (PY ₹ 53.10)
- Employers contribution to state labour welfare fund ₹ 0.45 (PY ₹ 0.50)

The net of provision for unfunded leave encashment liability up to March 2020 is ₹ 136.14 (PY ₹ 160.19)

**36) SEGMENT INFORMATION****36(a) Description of segment and principal activities**

The group has disclosed business segment as the primary segment and type of products and services in each segment: a) Hi-tech Agri Input Products: Micro & Sprinkler Irrigation, Solar Agri Pump, Integrated Irrigation Projects and Tissue Culture plants. b) Plastic Division includes PVC piping products, PE piping products, Piping projects and Plastic sheets c) Agro Processing Division includes Fruits, Onion products and Bio gas d) Other business division includes Equipment manufacturing, Solar thermal products, Solar photovoltaic grid and Off grid products and also includes Solar power generation investments to reduce cost of power and Agri R&D activities.

**36(b) Information about reportable segment**

Segment profit excludes gains or losses on financial instruments, interest income and finance costs, common administration cost, unallocable other income and expenses like provisions and write offs are not allocated to segments.

	31-Mar-20	31-Mar-19
Hi-tech Agri Input Product Division	1,302.30	7,570.60
Plastic Division	119.00	2,302.60
Agro Processing Division	98.10	1,849.10
Other Business Division	(73.10)	402.80
Segment Profit	1,446.30	12,125.10
Finance cost	6,881.40	5,137.40
Other unallocable expenses	4,764.49	3,246.09
Profit before income tax	(10,199.59)	3,741.61
<b>36(c) Segment revenue</b>		
Hi-tech Agri Input Product Division	30,864.10	44,239.40
Plastic Division	11,306.60	21,307.00
Agro Processing Division	18,583.00	18,391.80
Other Business Division	1,404.40	1,831.19
<b>Total segment revenue</b>	<b>62,158.10</b>	<b>85,769.39</b>
<b>Revenue from external customers</b>		
India	20,810.46	43,218.96
Europe	15,933.20	15,099.77
USA	20,837.47	15,978.51
Other countries	4,576.97	11,472.15
Total	62,158.10	85,769.39

	31-Mar-20	31-Mar-19
<b>36(d) Segment assets:</b>		
Segment assets are measured in the same way as in the financial statements. These assets are allocated based on the operations of the segment and the physical location of the asset.		
Hi-tech Agri Input Product Division	59,338.00	58,428.17
Plastic Division	16,986.60	15,762.13
Agro Processing Division	31,848.40	30,343.03
Other Business Division	2,303.50	3,436.64
Segment assets	110,476.50	107,969.97
Add: Unallocable assets	21,344.59	20,818.00
<b>Total Assets</b>	<b>131,821.09</b>	<b>128,787.97</b>
<b>Segment Asset include</b>		
Capital Expenditure:		
Hi-tech Agri Input Product Division	1,141.09	1,132.23
Plastic Division	207.65	861.65
Agro Processing Division	1,218.44	1,378.17
Other Business Division	115.48	306.06
The total of non-current assets excluding deferred tax assets, income tax assets, goodwill on consolidation & equity accounted investees:		
India	43,225.50	43,082.05
Europe	3,055.51	2,544.84
USA	6,121.44	4,175.14
Other countries	4,264.66	3,174.79
Total non current assets	56,667.10	52,976.82
<b>36(e) Segment liabilities:</b>		
Segment liabilities are measured in the same way as in the financial statements. These liabilities are allocated based on the operations of the segment and the physical location of the assets		
Hi-tech Agri Input Product Division	20,512.10	19,580.11
Plastic Division	3,369.20	7,583.70
Agro Processing Division	12,793.30	11,653.38
Other Business Division	861.30	1,114.53
Segment liabilities	37,535.90	39,931.72
Add: Unallocable liabilities	59,574.17	44,725.34
<b>Total liabilities</b>	<b>97,110.07</b>	<b>84,657.06</b>

## 37) Related party transactions

### [A] Related parties and their relation

#### [1] Companies/ Firms in which Director, Director's relatives are Directors/ Shareholders/ Partners:

##### Companies

Jain Extrusion & Molding Pvt. Ltd.,  
 Jain Vanguard Polybutylene Ltd.,  
 Atlaz Technology Pvt. Ltd.,  
 JAF Products Pvt. Ltd.,  
 Jalgaon Investments Pvt. Ltd.,  
 Jain Rotfil Heaters Pvt. Ltd.,  
 Jain e-agro.com India Pvt. Ltd.

Pixel Point Pvt. Ltd.,  
 Labh Subh Securities International Ltd.,  
 Jain Brothers Industries Pvt. Ltd.,  
 Cosmos Investment & Trading Pvt. Ltd.,  
 Stock & Securities India Pvt. Ltd.,  
 Timbron India Pvt. Ltd.  
 Kantabai Bhavarlal Jain Family Knowledge Institute

##### Partnership firms

Jain Health Care Services  
 (Jain Computer & Allied Services)  
 Jalgaon Metal & Bricks Manufacturing Co.,  
 Jalgaon Udyog,

##### Proprietorship

PVC Trading House,  
 Drip & Pipe Suppliers,  
 Plastic Enterprises,  
 Jain Sons & Investments Corporation,

Contd...37) Related Party Transactions

(All amount in ₹ Million, unless otherwise stated)

**Trust / Section 8 Companies**

Anubhuti Scholarship Foundation,  
Bhavarlal and Kantabai Jain Multipurpose Foundation,  
Gandhi Research Foundation

**Foreign companies:**

Jain Investments & Finance B.V., Netherland  
Jain Overseas Investments Ltd., Mauritius

**Trust entities**

Jain Family Holding Trust  
Jain Family Enterprises Trust  
Jain Family Trust  
Jain Family Investment Trust  
Jain Family Investment Management Trust

**[2] Key management personnel:**

Shri. Ashok B. Jain (Chairman and Whole Time Director)	Shri. Atul B. Jain
Shri. Anil B. Jain (Vice Chairman and Managing Director)	(Joint Managing Director & Chief Financial Officer)
Shri. Ajit B. Jain (Joint Managing Director)	Shri. R. Swaminathan (Executive Director)
Shri. Avdhut V. Ghodgaonkar (Company Secretary)	

**[3] Relatives of Key management personnel:**

Smt. Jyoti Ashok Jain (Wife of Ashok B. Jain)	Smt. Shobhana Ajit Jain (Wife of Ajit B. Jain)
Smt. Nisha Anil Jain (Wife of Anil B. Jain)	Smt. Bhavana Atul Jain (Wife of Atul B. Jain)
Shri. Athang Anil Jain (Son of Anil B. Jain)	Ms. Amoli Anil Jain (Daughter of Anil B. Jain)
Shri. Abhedya Ajit Jain (Son of Ajit B. Jain)	

**[4] Associate Company**

Sustainable Agro-Commercial Finance Ltd.

**[B] Transactions & balances party-wise**

Sr.No.	Transactions	[1]	[2]	[3]	[4]	Total
<b>1</b>	<b>Purchase of Goods</b>	<b>1.48</b>	-	-	-	<b>1.48</b>
		<b>(2.82)</b>	-	-	-	<b>(2.82)</b>
	Gandhi Research Foundation	0.47	-	-	-	0.47
		(0.58)	-	-	-	(0.58)
	Bhavarlal and Kantabai Jain Multipurpose Foundation	0.76	-	-	-	0.76
		(2.22)	-	-	-	(2.22)
	Jain Health Care Services	0.25	-	-	-	0.25
		(0.02)	-	-	-	(0.02)
<b>2</b>	<b>Other expenditure</b>	-	-	-	<b>7.83</b>	<b>7.83</b>
		-	-	-	<b>(27.83)</b>	<b>(27.83)</b>
	Sustainable Agro-Commercial Finance Ltd	-	-	-	7.83	7.83
		-	-	-	(27.83)	(27.83)
<b>3</b>	<b>Sale of Goods</b>	<b>6.88</b>	<b>0.02</b>	-	<b>0.95</b>	<b>7.85</b>
		<b>(13.89)</b>	<b>(0.37)</b>	-	<b>(0.91)</b>	<b>(15.17)</b>
	Bhavarlal and Kantabai Jain Multipurpose Foundation	6.82	-	-	-	6.82
		(5.83)	-	-	-	(5.83)
	Gandhi Research Foundation	0.06	-	-	-	0.06
		(8.06)	-	-	-	(8.06)
	Sustainable Agro-Commercial Finance Ltd	-	-	-	0.95	0.95
		-	-	-	(0.91)	(0.91)
	Shri. Athang Anil Jain	-	0.02	-	-	0.02
		-	-	-	-	-
	Shri. A.V. Ghodgaonkar	-	0.00	-	-	0.00
		-	(0.37)	-	-	(0.37)
<b>4</b>	<b>Rent Expenses</b>	<b>2.78</b>	<b>28.60</b>	<b>21.80</b>	-	<b>53.18</b>
		<b>(2.74)</b>	<b>(28.60)</b>	<b>(21.79)</b>	-	<b>(53.13)</b>
	Shri. Ashok B Jain	-	6.87	-	-	6.87
		-	(6.87)	-	-	(6.87)
	Shri. Ajit B Jain	-	17.00	-	-	17.00
		-	(17.00)	-	-	(17.00)
	Shri. Atul B Jain	-	4.73	-	-	4.73

Contd...37) Related Party Transactions

(All amount in ₹ Million, unless otherwise stated)

Sr.No. Transactions	[1]	[2]	[3]	[4]	Total
	-	(4.73)	-	-	(4.73)
Smt. Jyoti Ashok Jain	-	-	5.80	-	5.80
	-	-	(5.80)	-	(5.80)
Smt. Nisha Anil Jain	-	-	14.13	-	14.13
	-	-	(14.13)	-	(14.13)
Smt. Shobhana Ajit Jain	-	-	0.93	-	0.93
	-	-	(0.93)	-	(0.93)
Smt. Bhavana Atul Jain	-	-	0.93	-	0.93
	-	-	(0.93)	-	(0.93)
Drip & Pipe Suppliers	0.40	-	-	-	0.40
	(0.40)	-	-	-	(0.40)
JAF Products Pvt. Ltd.	0.08	-	-	-	0.08
	(0.08)	-	-	-	(0.08)
Jain Brothers Industries Pvt. Ltd	2.15	-	-	-	2.15
	(2.15)	-	-	-	(2.15)
Jain Health Care Services	0.11	-	-	-	0.11
	(0.11)	-	-	-	(0.11)
Gandhi Research Foundation	0.04	-	-	-	0.04
	(0.11)	-	-	-	(0.11)
<b>5 Donation</b>	-	-	-	-	-
	<b>(13.91)</b>	-	-	-	<b>(13.91)</b>
Bhavarlal and Kantabai Jain Multipurpose Foundation	-	-	-	-	-
	(1.11)	-	-	-	(1.11)
Gandhi Research Foundation	-	-	-	-	-
	(12.80)	-	-	-	(12.80)
<b>6 Remuneration &amp; Fees ^</b>	-	<b>154.51</b>	<b>0.78</b>	-	<b>155.29</b>
	-	<b>(296.77)</b>	<b>(0.78)</b>	-	<b>(297.55)</b>
Shri. Ashok B Jain	-	35.32	-	-	35.32
	-	(70.74)	-	-	(70.74)
Shri. Anil B Jain	-	35.32	-	-	35.32
	-	(70.74)	-	-	(70.74)
Shri. Ajit B Jain	-	35.32	-	-	35.32
	-	(70.74)	-	-	(70.74)
Shri. Atul B Jain	-	35.32	-	-	35.32
	-	(70.74)	-	-	(70.74)
Shri. R. Swaminathan	-	3.61	-	-	3.61
	-	(4.19)	-	-	(4.19)
Shri. A.V. Ghodgaonkar	-	6.60	-	-	6.60
	-	(6.60)	-	-	(6.60)
Shri. Athang Anil Jain	-	3.02	-	-	3.02
	-	(3.02)	-	-	(3.02)
Ms. Amoli Anil Jain (Stipend)	-	-	0.78	-	0.78
	-	-	(0.78)	-	(0.78)
^ excludes termination benefits for earlier years					
<b>7 Loans &amp; Other Advances Given</b>	-	<b>1.00</b>	-	-	<b>1.00</b>
	-	<b>(0.61)</b>	-	-	<b>(0.61)</b>
Shri. A.V. Ghodgaonkar	-	1.00	-	-	1.00
	-	(0.61)	-	-	(0.61)
<b>8 Interest on Loans Taken</b>	-	-	-	<b>55.44</b>	<b>55.44</b>
	-	-	-	<b>(32.97)</b>	<b>(32.97)</b>
Sustainable Agro-Commercial Finance Ltd	-	-	-	55.44	55.44
	-	-	-	(32.97)	(32.97)
<b>9 Loans &amp; Advances Taken</b>	-	-	-	<b>470.00</b>	<b>470.00</b>
	-	-	-	<b>(705.00)</b>	<b>(705.00)</b>



Contd...37) Related Party Transactions

(All amount in ₹ Million, unless otherwise stated)

Sr.No. Transactions	[1]	[2]	[3]	[4]	Total
Sustainable Agro-Commercial Finance Ltd	-	-	-	470.00	470.00
	-	-	-	(705.00)	(705.00)
<b>10 Rent Received</b>	-	-	-	<b>0.33</b>	<b>0.33</b>
	-	-	-	<b>(0.34)</b>	<b>(0.34)</b>
Sustainable Agro-Commercial Finance Ltd	-	-	-	0.33	0.33
	-	-	-	(0.34)	(0.34)
<b>11 Loan And Advances Taken Repaid</b>	-	-	-	<b>20.23</b>	<b>20.23</b>
	-	-	-	<b>(705.00)</b>	<b>(705.00)</b>
Sustainable Agro-Commercial Finance Ltd	-	-	-	20.23	20.23
	-	-	-	(705.00)	(705.00)
<b>12 Deemed investment through corporate guarantee</b>	-	-	-	<b>2.81</b>	<b>2.81</b>
	-	-	-	-	-
Sustainable Agro-Commercial Finance Ltd	-	-	-	2.81	2.81
	-	-	-	-	-
<b>Sr.No. Balances as at</b>	<b>[1]</b>	<b>[2]</b>	<b>[3]</b>	<b>[4]</b>	<b>Total</b>
<b>1 Investment in</b>	-	-	-	<b>828.94</b>	<b>828.94</b>
	-	-	-	<b>(811.39)</b>	<b>(811.39)</b>
Sustainable Agro-Commercial Finance Ltd	-	-	-	828.94	828.94
	-	-	-	(811.39)	(811.39)
<b>2 Accounts Receivable</b>	<b>7.11</b>	-	-	-	<b>7.11</b>
	<b>(4.13)</b>	-	-	-	<b>(4.13)</b>
Gandhi Research Foundation	5.97	-	-	-	5.97
	(4.13)	-	-	-	(4.13)
Bhavarlal and Kantabai Jain Multipurpose Foundation	1.14	-	-	-	1.14
	-	-	-	-	-
<b>3 Accounts Payable</b>	<b>4.81</b>	<b>0.01</b>	<b>0.19</b>	<b>9.24</b>	<b>14.24</b>
	<b>(3.70)</b>	-	-	<b>(1.74)</b>	<b>(5.44)</b>
Sustainable Agro-Commercial Finance Ltd	-	-	-	9.24	9.24
	-	-	-	(1.74)	(1.74)
Drip & Pipe Suppliers	0.14	-	-	-	0.14
	(0.07)	-	-	-	(0.07)
JAF Products Pvt. Ltd.	0.03	-	-	-	0.03
	(0.01)	-	-	-	(0.01)
Jain Brothers Industries Pvt. Ltd	0.77	-	-	-	0.77
	(0.39)	-	-	-	(0.39)
Bhavarlal and Kantabai Jain Multipurpose Foundation	2.76	-	-	-	2.76
	(2.68)	-	-	-	(2.68)
Jain Health Care Services	0.20	-	-	-	0.20
	(0.04)	-	-	-	(0.04)
Gandhi Research Foundation	0.90	-	-	-	0.90
	(0.51)	-	-	-	(0.51)
Jain Amoli Anil	-	-	0.19	-	0.19
	-	-	-	-	-
Swaminathan R.	-	0.01	-	-	0.01
	-	-	-	-	-
<b>4 Advance Given</b>	-	<b>13.87</b>	-	-	<b>13.87</b>
	-	<b>(13.81)</b>	-	-	<b>(13.81)</b>
Shri. A.V.Ghodgaonkar	-	13.87	-	-	13.87
	-	(13.81)	-	-	(13.81)

## Contd...37) Related Party Transactions

(All amount in ₹ Million, unless otherwise stated)

Sr.No.	Balances as at	[1]	[2]	[3]	[4]	Total
<b>5</b>	<b>Deposit Receivable</b>	<b>15.82</b>	<b>164.60</b>	<b>125.58</b>	-	<b>306.00</b>
		<b>(18.28)</b>	<b>(190.35)</b>	<b>(145.20)</b>	-	<b>(353.83)</b>
	Shri. Ashok B Jain	-	39.55	-	-	39.55
		-	(45.73)	-	-	(45.73)
	Shri. Ajit B Jain	-	97.78	-	-	97.78
		-	(113.08)	-	-	(113.08)
	Shri. Atul B Jain	-	27.28	-	-	27.28
		-	(31.54)	-	-	(31.54)
	Smt. Jyoti Ashok Jain	-	-	33.40	-	33.40
		-	-	(38.62)	-	(38.62)
	Smt. Nisha Anil Jain	-	-	81.38	-	81.38
		-	-	(94.10)	-	(94.10)
	Smt. Shobhana Ajit Jain	-	-	5.40	-	5.40
		-	-	(6.24)	-	(6.24)
	Smt. Bhavana Atul Jain	-	-	5.40	-	5.40
		-	-	(6.24)	-	(6.24)
	Jain Brothers Industries Pvt. Ltd	12.33	-	-	-	12.33
		(14.26)	-	-	-	(14.26)
	Drip & Pipe Supplier	2.36	-	-	-	2.36
		(2.72)	-	-	-	(2.72)
	Jain Health Care Services	0.66	-	-	-	0.66
		(0.76)	-	-	-	(0.76)
	JAF Products Pvt. Ltd.	0.47	-	-	-	0.47
		(0.54)	-	-	-	(0.54)
<b>6</b>	<b>Loans payable</b>	-	-	-	<b>462.66</b>	<b>462.66</b>
		-	-	-	-	-
	Sustainable Agro-Commercial Finance Ltd	-	-	-	462.66	462.66
		-	-	-	-	-

Note:

Previous year's figures are given in bracket

[1] \* Companies / Firms in which director, director's relatives are Directors / Shareholders / Partners

[2] \* Key management personnel

[3] \* Relatives of Key management personnel

[4] \* Associate Company

**38) BUSINESS COMBINATIONS****(a) Summary of acquisitions**

- A] As part of the purchase agreement with ET Water Systems Inc.,USA , a contingent consideration has been agreed. This consideration was dependent on the working capital adjustment of ET Water Systems Inc.,USA during the period of 12 month from the date of acquisition. The Group has adjusted purchase consideration for ₹ 412.48 during current financial year as a part of contingent consideration, the same has been accounted under goodwill on consolidation.
- B] As part of the purchase agreement with Pacific Shelf 1218 Ltd., a contingent consideration has been agreed. This consideration was dependent on the working capital adjustment of Pacific Shelf 1218 Ltd., during the period of 12 month from the date of acquisition. The Group has paid ₹ 26.25 during current financial year as a part of contingent consideration , the same has been accounted under goodwill on consolidation.

## Contd...38) Business Combinations

(All amount in ₹ Million, unless otherwise stated)

**38(b) Subsidiaries**

The group's subsidiaries at 31 March 2020 are set out below. Unless otherwise stated, they have share capital that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interests		Principal activities
		31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	
		%	%	%	%	
JISL Overseas Limited	Mauritius	100.00	100.00	-	-	Investment arm
Jain International Trading B.V.	Netherland	100.00	100.00	-	-	Investment arm
Jain Processed Foods Trading & Investments Pvt. Ltd.	India	100.00	100.00	-	-	Marketing arms
Jain Farm Fresh Foods Limited	India	88.81	88.81	11.19	11.19	Food Business
Driptech India Pvt. Ltd.	India	75.00	75.00	25.00	25.00	produces affordable, high-quality irrigation systems designed for small-plot farmers.
Jain ( Europe ) Limited.	United Kingdom	100.00	100.00	-	-	key marketing and distribution arm in the UK and other European countries.
Jain International Foods Limited (Erst. SQF 2009 Limited)*	United Kingdom	100.00	100.00	-	-	Marketing arms
Ex-Cel Plastics Limited	Ireland	100.00	100.00	-	-	manufacturing of plastic sheets
Jain America Foods Inc. (Erstwhile Jain (Americas) Inc.)	United States of America	100.00	100.00	-	-	key marketing, distribution and investment arm in the United States for Food business.
Jain America Holdings Inc.	United States of America	100.00	100.00	-	-	key marketing, distribution and investment arm in the United States for Plastic sheet business
Jain Irrigation Holding Inc.	United States of America	100.00	100.00	-	-	Investment arm
Jain Farm Fresh Foods Inc., USA (Erstwhile Cascade Specialities Inc., USA)	United States of America	100.00	100.00	-	-	onion, garlic dehydration and frozen foods business
JIIO (Erstwhile Jain Irrigation Inc.)	United States of America	100.00	100.00	-	-	Investment arm
Jain Irrigation Inc.	United States of America	100.00	100.00	-	-	drip tape manufacturing and distribution business
Jain Agricultural Services, LLC.	United States of America	100.00	100.00	-	-	Manufacture, Develop and sells Moisture monitoring system
Point Source Irrigation Inc.	United States of America	100.00	100.00	-	-	Drip tape manufacturing and distribution business
Jain Overseas B.V. Netherland	Netherland	100.00	100.00	-	-	Investment arm
Jain (Israel) B.V. Netherland	Netherland	100.00	100.00	-	-	Investment arm

Contd...38) Business Combinations

(All amount in ₹ Million, unless otherwise stated)

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interests		Principal activities
		31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	
Jain Netherlands Holding I B.V.	Netherland	100.00	0.00	-	-	Investment arm
Jain Netherlands Holding II B.V.	Netherland	100.00	0.00	-	-	Investment arm
NaandanJain Irrigation Ltd. @	Israel	100.00	100.00	-	-	manufacturing of drip / sprinkler irrigation
Gavish Control Systems Ltd.	Israel	51.00	51.00	49.00	49.00	manufacturing of software and computer equipment for agriculture applications
JISL Global SA	Switzerland	100.00	100.00	-	-	Investment arm
JISL Systems SA	Switzerland	100.00	100.00	-	-	Investment arm
Protool AG. #	Switzerland	75.00	75.00	25.00	25.00	manufacturer of plastic injection mould
THE Machines Yuvnand S.A.	Switzerland	100.00	100.00	-	-	manufacturer of plastic extrusion equipment with laser technology.
Jain Agriculture Services Australia Pty Ltd.	Australia	100.00	100.00	-	-	Hardware and software development for farm weather management
Excel Plastic Piping Systems SAS	France	100.00	100.00	-	-	Plastics pipes
Jain Mena DMCC	United Arab Emirates	100.00	100.00	-	-	key marketing, distribution
Jain Distribution Holdings Inc.,	United States of America	100.00	100.00	-	-	Investment arm
Agri-Valley Irrigation LLC., #	United States of America	80.00	80.00	20.00	20.00	irrigation design installation services, key marketing, distribution of irrigation products
Irrigation Design and Construction LLC., #	United States of America	80.00	80.00	20.00	20.00	irrigation design installation services, key marketing, distribution of irrigation products
Jain Farm Fresh Holdings SPRL,	Belgium	100.00	100.00	-	-	Investment arm
Innovafood NV,	Belgium	100.00	100.00	-	-	key marketing, distribution
Pecific Shelf 1218 Ltd.	United Kingdom	100.00	100.00	-	-	manufacturing of plastic sheets
Northern Ireland Plastics Ltd.,	United Kingdom	100.00	100.00	-	-	manufacturing of plastic sheets
Killyleagh Box Co. Ltd.,	United Kingdom	100.00	100.00	-	-	manufacturing of plastic sheets
ET Water Systems Inc.	United States of America	100.00	100.00	-	-	manufacturing of software and computer equipment for agriculture applications
Jain Farm Fresh Gida Sanayi Ve Ticaret Anonim Sirketi	Turkey	60.00	100.00	40.00	-	Food Business
Solution Key Ltd.	Hong Kong	100.00	-	-	-	Food Business

# The Holding Company through its step down subsidiaries has the option to buy the balance stake of minority shareholders in these companies at a predetermined price or agreed valuation.

\* Subsidiaries of Jain International Foods Ltd. (Erstwhile SQF 2009 Ltd.) are as under:

Contd...38) Business Combinations

(All amount in ₹ Million, unless otherwise stated)

Name of the subsidiaries	Place of business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interests	
		31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
		%	%	%	%
Sleaford Food Group Limited	United Kingdom	100.00	100.00	-	-
Sleaford Quality Foods Limited	United Kingdom	100.00	100.00	-	-
Arnolds Quick Dried Foods Limited	United Kingdom	100.00	100.00	-	-

@ Subsidiaries of NaandanJain Irrigation Limited, Israel are as under.

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interests	
		31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
		%	%	%	%
<b>Subsidiaries</b>					
Naan Dan Agro-Pro (Israel Company for Agricultural Applications) Ltd	Israel	100.00	100.00	-	-
NaandanJain France Sarl	France	100.00	100.00	-	-
NaandanJain Mexico, S.A. De C.V.	Mexico	100.00	100.00	-	-
NaandanJain Australia Pty Ltd.	Australia	100.00	100.00	-	-
NaandanJain S.R.L.	Italy	100.00	100.00	-	-
Naandan Do Brasil Participacoes Ltda. (holding co)	Brazil	100.00	100.00	-	-
NaandanJain Industria E Comercio de Equipmentos Ltd.	Brazil	100.00	100.00	-	-
NaandanJain Iberica S.C.	Spain	100.00	100.00	-	-
NaandanJain Peru S.A.C	Peru	100.00	100.00	-	-
Jain Sulama Sistemleri Sanayi Ve Ticaret Anonim Sirkti	Turkey	100.00	100.00	-	-
NaandanJain Irrigation Projects S.R.L.	Romania	100.00	100.00	-	-
Agrologico de Guatemala S.A.#	Guatemala	60.00	60.00	40.00	40.00
Agrologico sistemas Tecnologicos S.A.#	Costa Rica	60.00	60.00	40.00	40.00
NaandanJain Irrigation SA (Pty) Ltd.,	South Africa	100.00	100.00	-	-
NaandanJain Chile S.A	Chile	100.00	100.00	-	-
NaandanJain China Ltd.	China	60.00	60.00	40.00	40.00
NaandanJain UK Ltd.,	United Kingdom	100.00	100.00	-	-
Briggs (U.K.) Ltd.,	United Kingdom	100.00	100.00	-	-

# The Holding Company through its step down subsidiaries has the option to buy the balance stake of minority shareholders in these companies at a predetermined price or agreed valuation.

**(c) Non-controlling interests (NCI)**

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations

Summarised Balance Sheet	Jain Farm Fresh Foods Limited (11.19%)		Jain Farm Fresh Gida Sanayi Ve Ticaret Anonim Sirketi, Turkey (40%)		Irrigation Design and Construction LLC., (20%)	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Current assets	16,766.99	16,766.99	344.56	-	1,644.59	1,555.43
Current liabilities	13,810.08	13,810.08	480.56	-	570.53	480.50
Net current assets	2,956.91	2,956.91	(136.00)	-	1,074.06	1,074.93
Non-current assets	14,154.22	14,154.22	527.94	-	370.73	126.20
Non-current liabilities	7,448.51	7,448.51	319.67	-	138.92	10.28
Net non-current assets	6,705.71	6,705.71	208.27	-	231.81	115.92
Net assets	9,662.62	9,662.62	72.27	-	1,305.87	1,190.85
Accumulated NCI	1,081.26	1,081.26	28.91	-	261.17	238.17
<b>Summarised Statement of Profit and Loss</b>						
Revenue	18,443.55	18,443.55	168.11	-	4,329.81	4,194.85
Profit for the year	345.72	345.72	(35.76)	-	142.53	417.07
Other comprehensive income	(26.21)	(26.21)	-	-	-	-
Total comprehensive income	319.51	319.51	(35.76)	-	142.53	417.07
Profit allocated to NCI	35.75	35.75	(14.30)	-	28.51	83.41
Dividend paid to NCI	-	-	-	-	40.51	45.83
<b>Summarised cash flows</b>						
Cash flows from operating activities	840.73	840.73	(82.50)	-	111.42	359.04
Cash flows from investing activities	(1,536.40)	(1,536.40)	(305.01)	-	22.71	(168.30)
Cash flows from financing activities	569.76	569.76	546.20	-	(156.35)	(178.34)
Net increase/(decrease) in cash and cash equivalents	(125.91)	(125.91)	158.69	-	(22.22)	12.40

**(d) Transactions with non- controlling interests**

There are no transaction with non controlling interest in FY 2019-20 and FY 2018-19.

**(e) Interests in associate**

Set out below are associate of the group as at 31 March 2020 which in the opinion of directors are material to the group. The entities listed below have share capital consisting solely of equity shares which are directly held by the group.

Name of the entity	Place of business	% of ownership interests	Relation-ship	Accounting method	Quoted fair value		Carrying amount	
					31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Sustainable agro commercial finance limited	India	49%	Associate (1)	Equity method	-*	-*	828.94	811.39
Total equity accounted investments							828.94	811.39

1) Sustainable agro commercial finance limited is a NBFC. It provide financing available to farming sector.

\* Unlisted entity- no quoted price available.



**(i) Summarised financial information for associate**

The table below provide summarised financial information for those associate that are material to the group. The information disclosed reflects the amount presented in financial statements of the relevant associate and not JISL's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method, including fair value adjustments made by the entity when using the equity method, including fair value adjustments made at time of acquisition and modifications for differences in accounting policies.

Summarised Balance Sheet	Sustainable Agro Commercial Finance Limited	
	31-Mar-20	31-Mar-19
<b>Current assets</b>		
- Cash and cash equivalents	132.00	400.30
- Other assets	3,760.10	1,877.90
<b>Total current assets</b>	<b>3,892.10</b>	<b>2,278.20</b>
<b>Total non-current assets</b>	<b>132.40</b>	<b>1,843.90</b>
<b>Current liabilities</b>		
- Other liabilities	2,248.80	648.50
<b>Total current liabilities</b>	<b>2,248.80</b>	<b>648.50</b>
Non-current liabilities		
- Other liabilities	84.00	1,817.70
<b>Total non-current liabilities</b>	<b>84.00</b>	<b>1,817.70</b>
<b>Net assets</b>	<b>1,691.70</b>	<b>1,655.90</b>
<b>(ii) Reconciliation to carrying amounts</b>		
Opening net assets	1,655.90	1,579.60
Profit for the year	38.10	76.30
Other comprehensive income	(2.30)	-
Dividend paid	-	-
Closing net assets	1,691.70	1,655.90
Group's share in %	49%	49%
Group's share in ₹	828.93	811.39
Carrying amount	828.94	811.39
<b>(iii) Summarised statement of profit and loss</b>		
Revenue	547.30	573.80
<b>Profit for the year</b>	<b>38.10</b>	<b>76.30</b>
<b>Other comprehensive income</b>	-	-
<b>Total comprehensive income</b>	<b>38.10</b>	<b>76.30</b>
<b>Dividend received</b>	-	-

**39) 1) Financial instruments – Fair values and risk management****A) Accounting classification and fair values**

"The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value. Non-Current fixed rate borrowings are evaluated by the group based on parameters such as interest rates, specific country factors and the risk characteristics of the financed project. In case of Non-current variable-rate borrowings which are reset at short intervals, the carrying value approximates fair value."

	Carrying amount				Fair value			
	FVTPL	Amortised Cost	FVTOCI	Total	Level 1	Level 2	Level 3	Total
<b>31-Mar-20</b>								
<b>Non Current Financial assets</b>								
Investment								
Investment in equity instruments (quoted) (fully paid-up)	0.23	-	-	0.23	0.23	-	-	0.23

	Carrying amount				Fair value			
	FVTPL	Amortised Cost	FVTOCI	Total	Level 1	Level 2	Level 3	Total
Investment in equity instruments (unquoted) (fully paid-up)	12.06	-	-	12.06	-	12.06	-	12.06
National saving certificates	-	0.02	-	0.02	-	0.02	-	0.02
Investment in non-convertible bonds (quoted)	-	6.00	-	6.00	-	6.00	-	6.00
Investment in mutual funds (quoted)	-	-	-	-	-	-	-	-
<b>Loans</b>								
Loans to others	-	4.07	-	4.07	-	-	-	-
<b>Other Financial Asset</b>								
Derivative assets	1,522.17	-	-	1,522.17	-	159.19	1362.98	1,522.17
Deposits with maturity of more than 12 months	-	42.73	-	42.73	-	-	-	-
Security deposits	-	1,718.71	-	1,718.71	-	-	-	-
Share application money	-	-	-	-	-	-	-	-
Other receivables	-	136.30	-	136.30	-	-	-	-
	<b>1,534.46</b>	<b>1,907.83</b>	<b>-</b>	<b>3,442.29</b>	<b>0.23</b>	<b>177.27</b>	<b>1362.98</b>	<b>1,540.48</b>
<b>Current Financial Asset</b>								
Investments	10.00	-	-	10.00	-	10.00	-	10.00
Trade receivables	-	28,159.69	-	28,159.69	-	-	-	-
Cash and bank balances	-	2,482.41	-	2,482.41	-	-	-	-
<b>Loans</b>								
Loans to employees	-	34.82	-	34.82	-	-	-	-
Loans to other	-	609.56	-	609.56	-	-	-	-
<b>Other Financial Asset</b>								
Derivative assets	5.52	-	-	5.52	-	5.52	-	5.52
Security deposits								
- To others	-	234.17	-	234.17	-	-	-	-
- To related parties	-	306.00	-	306.00	-	-	-	-
Interest receivable	-	19.61	-	19.61	-	-	-	-
	<b>15.52</b>	<b>31,846.26</b>	<b>-</b>	<b>31,861.78</b>	<b>-</b>	<b>15.52</b>	<b>-</b>	<b>15.52</b>
<b>Total financial assets</b>	<b>1,549.98</b>	<b>33,754.09</b>	<b>-</b>	<b>35,304.07</b>	<b>0.23</b>	<b>192.79</b>	<b>1362.98</b>	<b>1,556.00</b>
<b>Non Current Financial liabilities</b>								
Borrowing	-	27,642.43	-	27,642.43	4,499.03	11,151.40	1559.54	17,209.97
<b>Other financial liabilities</b>								
Derivative liabilities	13.90	-	-	13.90	-	-	13.90	13.90
Lease liability	-	1,604.12	-	1,604.12	-	-	-	-
Other long term liabilities	-	1,006.50	-	1,006.50	-	-	-	-
	<b>13.90</b>	<b>30,253.05</b>	<b>-</b>	<b>30,266.95</b>	<b>4,499.03</b>	<b>11,151.40</b>	<b>1,573.44</b>	<b>17,223.87</b>
<b>Current liabilities</b>								
Borrowings	-	36,017.94	-	36,017.94	-	36,017.94	-	36,017.94
Trade payables	-	11,254.39	-	11,254.39	-	-	-	-
<b>Other Current Financial Liabilities</b>								
Derivative liabilities	7.66	-	-	7.66	-	7.66	-	7.66
Current maturities of long term borrowings	-	5,700.35	-	5,700.35	-	5,700.35	-	5,700.35

	Carrying amount				Fair value			
	FVTPL	Amortised Cost	FVTOCI	Total	Level 1	Level 2	Level 3	Total
Current maturities of long term liabilities		241.31		241.31	-	-	-	-
Interest accrued but not due on borrowings	-	2,377.73	-	2,377.73	-	2,377.73	-	2,377.73
Unpaid dividend	-	9.29	-	9.29	-	-	-	-
Trade payable for capital goods	-	179.04	-	179.04	-	-	-	-
Outstanding liabilities for expenses	-	1,071.81	-	1,071.81	-	-	-	-
Liabilities towards employee benefits	-	1,479.49	-	1,479.49	-	-	-	-
Security deposits	-	697.87	-	697.87	-	-	-	-
Lease liability		562.32		562.32				
Others	-	5.38	-	5.38	-	-	-	-
	<b>7.66</b>	<b>59,596.92</b>	<b>-</b>	<b>59,604.58</b>	<b>-</b>	<b>44,103.68</b>	<b>-</b>	<b>44,103.68</b>
<b>Total financial liabilities</b>	<b>21.56</b>	<b>89,849.97</b>	<b>-</b>	<b>89,871.53</b>	<b>4,499.03</b>	<b>55,255.08</b>	<b>1,573.44</b>	<b>61,327.55</b>
<b>31-Mar-19</b>								
<b>Non Current Financial assets</b>								
Investment								
Investment in equity instruments (quoted) (fully paid-up)	0.29	-	-	0.29	0.29	-	-	0.29
Investment in equity instruments (unquoted) (fully paid-up)	0.06	-	-	0.06	-	0.06	-	0.06
National saving certificates		0.02	-	0.02	-	0.02	-	0.02
Investment in non-convertible bonds (quoted)	-	10.00	-	10.00	-	10.00	-	10.00
Investment in mutual funds (quoted)	6.56	-	-	6.56	6.56	-	-	6.56
Loans								
Loans to others	-	19.10	-	19.10	-	-	-	-
Other Financial Asset								
Derivative assets	1,013.35	-	-	1,013.35	-	28.35	985.00	1,013.35
Deposits with maturity of more than 12 months	-	26.11	-	26.11	-	-	-	-
Security deposits	-	1,615.61	-	1,615.61	-	-	-	-
Share application money	-	-	-	-	-	-	-	-
Other receivables	-	175.06	-	175.06	-	-	-	-
	<b>1,020.26</b>	<b>1,845.90</b>	<b>-</b>	<b>2,866.16</b>	<b>6.85</b>	<b>38.43</b>	<b>985.00</b>	<b>1,030.28</b>
<b>Current Financial Asset</b>								
Trade receivables	-	29,948.19	-	29,948.19	-	-	-	-
Cash and bank balances	-	1,454.85	-	1,454.85	-	-	-	-
Loans								
Loans to employees	-	87.23	-	87.23	-	-	-	-
Loans to other	-	341.10	-	341.10	-	-	-	-
Other Financial Asset								
Derivative assets	41.87	-	-	41.87	-	41.87	-	41.87
Security deposits								

	Carrying amount				Fair value			
	FVTPL	Amortised Cost	FVTOCI	Total	Level 1	Level 2	Level 3	Total
- To others	-	82.19	-	82.19	-	-	-	-
- To related parties	-	353.83	-	353.83	-	-	-	-
Interest receivable	-	35.23	-	35.23	-	-	-	-
	<b>41.87</b>	<b>32,302.62</b>	-	<b>32,344.49</b>	-	<b>41.87</b>	-	<b>41.87</b>
<b>Total financial assets</b>	<b>1,062.13</b>	<b>34,148.52</b>	-	<b>35,210.65</b>	<b>6.85</b>	<b>80.30</b>	<b>985.00</b>	<b>1,072.15</b>
<b>Non Current Financial liabilities</b>								
Borrowing	-	29,395.20	-	29,395.20	13,044.32	14,279.03	1,481.14	28,804.50
<b>Other financial liabilities</b>								
Derivative liabilities	27.90	-	-	27.90	-	-	27.90	27.90
Other long term liabilities	-	518.13	-	518.13	-	-	-	-
	<b>27.90</b>	<b>29,913.33</b>	-	<b>29,941.23</b>	<b>13,044.32</b>	<b>14,279.03</b>	<b>1,509.04</b>	<b>28,832.40</b>
<b>Current liabilities</b>								
Borrowings	-	19,168.91	-	19,168.91	-	19,168.91	-	19,168.91
Trade payables	-	17,588.00	-	17,588.00	-	-	-	-
<b>Other Current Financial Liabilities</b>								
Derivative liabilities	12.77	-	-	12.77	-	12.77	-	12.77
Current maturities of long term borrowings	-	3,910.10	-	3,910.10	-	3,910.10	-	3,910.10
Current maturities of long term liabilities	-	225.19	-	225.19	-	-	-	-
Interest accrued but not due on borrowings	-	348.21	-	348.21	-	348.21	-	348.21
Unpaid dividend	-	11.52	-	11.52	-	-	-	-
Trade payable for capital goods	-	202.10	-	202.10	-	-	-	-
Outstanding liabilities for expenses	-	993.78	-	993.78	-	-	-	-
Liabilities towards employee benefits	-	1,002.21	-	1,002.21	-	-	-	-
Security deposits	-	1,016.82	-	1,016.82	-	-	-	-
	<b>12.77</b>	<b>44,466.84</b>	-	<b>44,479.61</b>	-	<b>23,439.99</b>	-	<b>23,439.99</b>
<b>Total financial liabilities</b>	<b>40.67</b>	<b>74,380.17</b>	-	<b>74,420.84</b>	<b>13,044.32</b>	<b>37,719.02</b>	<b>1,509.04</b>	<b>52,272.39</b>

There are no other categories of financial instruments other than those mentioned above.

## B) FAIR VALUE HEIRARCHY

Fair value is the amount for which an asset could be exchanged, or a liability settled between knowledgeable willing parties in an arm's length transaction. The group has made certain judgements and estimates in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the group as classified the financial instruments into three levels prescribed under the accounting standard. An explanation of each level is as follows:

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments and bonds which are traded in stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2:** Level 2 hierarchy includes financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates.

**Level 3:** If one or more of the significant inputs is not based on the observable market data, the instrument is included in level 3 hierarchy.

### C) VALUATION TECHNIQUE USED TO DETERMINE FAIR VALUE

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments.
- the fair value of forward foreign exchange contracts is determined using forward exchange rate at the Balance Sheet date.
- the fair value of embedded option contracts is determined using the Black Scholes valuation model or such other acceptable valuation methodology.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis or such other acceptable valuation methodology.

All of the resulting fair value estimates are included in level 2 or level 1 except for derivatives embedded in host contract of compulsorily convertible debentures, where the fair values have been determined using Black-Scholes-Merton formula under 'Income Approach' considering factors like stock price, strike price, time to expiration, volatility, dividend yield and risk free interest rate.

### D) FAIR VALUE MEASUREMENT USING SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)

The following table presents the changes in level 3 items for the periods ended 31 March 2020 and 31 March 2019:

	Embedded derivative of CCD	Embedded derivative of Senior notes (Bond)
<b>As at March 31, 2018</b>	<b>153.40</b>	<b>(133.99)</b>
Issued during the year	-	-
(Gain) / loss recognised in the profit or loss	(125.50)	(830.53)
(Gain) / loss recognised in the other comprehensive income	-	(20.48)
<b>As at March 31, 2019</b>	<b>27.90</b>	<b>(985.00)</b>
<b>Issued during the year</b>	<b>-</b>	<b>-</b>
(Gain) / loss recognised in the profit or loss	(27.90)	(377.98)
(Gain) / loss recognised in the other comprehensive income	-	-
<b>As at March 31, 2020</b>	<b>-</b>	<b>(1,362.98)</b>
<b>Unrealised (gains) / losses recognised in profit and loss related to assets and liabilities held at the end of the reporting period</b>		
March 31, 2020	(27.90)	(377.98)
March 31, 2019	(125.50)	(830.53)

### E) VALUATION INPUTS AND RELATIONSHIP TO FAIR VALUE (LEVEL 3)

The following table summaries the quantitative information about the significant unobservable inputs used in level 3 fair value measurements. See note above for the valuation techniques adopted.

Particulars	Fair value as at		Significant unobservable inputs	Significant unobservable inputs value		Sensitivity analysis / Inter-relationship with the valuation
	31-Mar-20	31-Mar-19		31-Mar-20	31-Mar-19	
Derivative embedded in host contract of Compulsorily convertible debentures	0.00	27.90	Stock price (per unit)	92.50	406.80	See note (i) below
			Fulfillment of adjustment condition	-	-	The valuation would be higher if the adjustment condition is not met
			Unexpired life of Conversion Option	1 Years	2 Years	The valuation would increase if the conversion period is assumed to be longer.

Particulars	Fair value as at		Significant unobservable inputs	Significant unobservable inputs value		Sensitivity analysis / Inter-relationship with the valuation
	31-Mar-20	31-Mar-19		31-Mar-20	31-Mar-19	
Derivative embedded in host contract of Senior notes (Bond)	(1,362.98)	(985.00)	Bond price (per unit)	2,249.52	6,522.16	See note (ii) below
			Fulfillment of adjustment condition	-	-	The valuation would be higher if the adjustment condition is not met
			Unexpired life of Conversion Option	1 Years	2 Years	The valuation would increase if the conversion period is assumed to be longer.

Particulars	Fair value as at	
	31-Mar-20	31-Mar-19
(i) Sensitivity analysis :		
+ 2.5% increase in stock price	-	30.70
- 2.5% increase in stock price	-	25.20
(ii) Sensitivity analysis:		
+ 25 basis points increase	(1,105.16)	(899.23)
- 25 basis points decrease	(1,121.74)	(1,072.16)

The Black-Scholes-Merton formula under income approach has been applied to arrive at the fair value of derivative embedded in host contract of Compulsorily convertible debentures. The yield on Government of India Bonds with similar maturity period has been considered for the purpose of determining risk free rate for Valuation Date. Dividend yield has not been considered for valuation. Further, the historical volatility in stock price of Jain Irrigation Systems Limited has been considered over a period of unexpired life of the conversion Option. It is considered that the adjustment conditions shall be met and thus the unexpired life of conversion option as at valuation Date has been considered to be 1 years as at March 31, 2020.

#### F) VALUATION PROCESS

The group involves external valuation experts for performing valuation of financial assets and financial liabilities, which are accounted for at fair values.

- Discounts rates are determined using the a capital assets pricing model to calculate a pre tax that reflects current market assessments of the time value of money and the risk specified to the assets.
- Risk adjustments specific to the counter parties (including assumptions about credit default rates) are derived from credit risk grading determined by the group's internal credit risk management teams.

#### 40) FINANCIAL RISK MANAGEMENT

The group's activities expose it to market risk, liquidity risk, and credit risk, which may have an adverse effects on its financial performance. In order to minimise the adverse effects on the financial performance of the group, derivative financial instruments, such as foreign exchange forward contracts are entered to hedge certain foreign currency risk exposures and interest rate swap, principal only swap to hedge variable interest rate exposures.

The sources of risk, which the entity is exposed to and how the entity manages these risks and their impact on financial statements is given below:

Risk	Exposure from	Measurement	
Credit risk	Trade receivables, Cash and cash equivalents, derivative financial instruments, financial assets measured at amortised cost	Aging analysis, Credit ratings	Credit limits, Letters of credit and diversification of bank deposits
Liquidity risk	Borrowings, Trade payables and other liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - Foreign Currency	"Foreign currency receivables and payables; Forecasted foreign currency transactions"	Cash flow forecasting and Sensitivity analysis	Foreign exchange forward contracts
Market risk - Interest rate	Long-term borrowings at variable interest rates	Sensitivity analysis	Interest rate swaps

The group's board of directors has overall responsibility for the establishment and oversight of the group's risk management framework. The board of directors have established the Risk Management Committee, which is responsible for developing and monitoring the group's risk management policies. The committee reports regularly to the Board of Directors on its activities.



## Contd...40) Financial Risk Management

(All amount in ₹ Million, unless otherwise stated)

The board and risk management committee provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments etc.

**[A] Credit risk**

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business. The group establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

**Trade and other receivables**

"The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in normal course of business. Credit terms are in line with industry trends."

Summary of the group's exposure to credit risk by age of the outstanding from various customers is as follows:

	<b>31-Mar-20</b>	<b>31-Mar-19</b>
Not yet due	21,422.95	16,420.26
Past due		
- Past due 0 - 180 days	5,670.60	9,365.80
- Past due more than 180 days	5,072.50	6,125.52
	<b>32,166.05</b>	<b>31,911.58</b>
Less: Impairment allowance	(4,006.36)	(1,963.39)
	<b>28,159.69</b>	<b>29,948.19</b>

Exposures to customers outstanding at the end of each reporting period are reviewed by The group to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of The group have not undergone any substantial change, The group expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

Trade receivable as on March 31, 2020 includes ₹ 15,393.43 receivable from various Central and State government Authorities towards projects work undertaken as also supply of materials, payments of which are not forthcoming regularly and balance confirmation from such parties are awaited as on March 31, 2020. The Holding Company is in process of completion of such projects and is constantly following up for recovery. In past, the Holding Company was able to realise substantial amounts and no write off was necessitated on account of non recovery. The Holding Company is hopeful that entire dues would be realised in near future and hence, no specific provision for doubtful debts is considered necessary apart from provisioning made under expected credit loss in line with Ind AS 109 "Financial Instruments".

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

	<b>Amount</b>
<b>Balance as at March 31, 2018</b>	<b>1,828.91</b>
Impairment loss recognised	261.88
Amounts written off	(127.40)
<b>Balance as at March 31, 2019</b>	<b>1,963.39</b>
Impairment loss recognised	2,087.58
Amounts written off	(44.61)
<b>Balance as at March 31, 2020</b>	<b>4,006.36</b>

**Cash and bank balance**

The group held cash and bank balance with credit worthy banks and financial institutions of ₹ 2,482.41 and ₹ 1,454.85 as at March 31, 2020 and March 31, 2019 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

**Derivatives**

The derivatives are entered into with credit worthy banks and financial institution counterparties. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

Investment in bonds / Non-convertible debentures

The group held investments in bonds/ non-convertible debentures of ₹ 6 and ₹ 10 as at March 31, 2020 and March 31, 2019 respectively. The group limits its investment in bonds / non-convertible debentures in instruments having a credit rating which indicates high credit quality. The group monitors the changes in credit risk.

**[B] Liquidity risk**

Liquidity risk is the risk that the group encounters difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through committed credit facilities to meet the obligations when due.

Management monitors rolling forecasts of The group's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. The group manages its liquidity risk by preparing month on month cash flow projections to monitor liquidity requirements. In addition, The group projects cash flows and considering the level of liquid assets necessary to meet these, monitoring the Balance Sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

**(i) Financing arrangements**

The group has access to the following undrawn borrowing facilities at the end of the reporting period:

	31-Mar-20	31-Mar-19
<b>Floating rate</b>		
- Expiring within one year (Cash credit and other facilities)	1,985.72	10,380.98
- Expiring beyond one year (loans etc..)	-	-
<b>Fixed rate</b>		
<b>Total</b>	<b>1,985.72</b>	<b>10,380.98</b>

**(ii) Maturities of financial liabilities**

The below table analyses The group's financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed in the table are contractual undiscounted cash flows, balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Carrying Amount	Less than 12 Months	1 - 2 years	2 - 5 years	More than 5 years
<b>31-MAR-20</b>					
<b>Non-derivatives</b>					
Borrowings (including interest accrued but not due)#	71,752.35	45,606.78	20,821.80	7,427.43	981.68
Trade payables	11,254.39	11,254.39	-	-	-
Other financial liabilities	6,857.13	5,273.71	550.84	1,032.54	-
Financial guarantee contract*	641.00	373.00	165.50	102.50	-
Derivatives					
Principal swap/Interest rate swap	-	28.06	13.05	2.41	-
Foreign currency forward contracts	7.66	7.66	-	-	-
<b>Total</b>	<b>90,512.53</b>	<b>62,543.60</b>	<b>21,551.19</b>	<b>8,564.88</b>	<b>981.68</b>

## Contd...40) Financial Risk Management

	Carrying Amount	Less than 12 Months	1 - 2 years	2 - 5 years	More than 5 years
<b>31-MAR-19</b>					
<b>Non-derivatives</b>					
Borrowings (including interest accrued but not due)#	52,850.32	25,320.70	7,769.73	23,674.87	2,516.96
Trade payables	17,588.00	17,588.00	-	-	-
Other financial liabilities	3,969.75	3,479.52	359.65	158.48	-
Financial guarantee contract*	449.00	128.00	128.00	193.00	-
Derivatives					
Principal swap/Interest rate swap	-	30.77	21.36	14.17	-
Foreign currency forward contracts	12.77	12.77	-	-	-
<b>Total</b>	<b>74,869.84</b>	<b>46,559.76</b>	<b>8,278.74</b>	<b>24,040.52</b>	<b>2,516.96</b>

# Embedded derivatives have been considered as part of the borrowings for the purpose of maturity disclosures.

\* Financial guarantees issued by the group on behalf of associates as on March 31, 2020 ₹ 641.00, March 31, 2019 ₹ 449.00, are with respect to borrowing raised by the respective entity. These amounts will be payable on default by the concerned entity. As of the reporting date, none of the associates have defaulted and hence, the group does not have any present obligation to third parties in relation to such guarantee.

**[C] Market risk****(i) Foreign currency risk**

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices etc. The group operations involve foreign exchange transactions including import, export as well as financing and investment transactions and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to USD, EUR, GBP and CHF. Foreign currency risk arises from future commercial transactions and recognised in assets and liabilities denominated in foreign currency that is not Company's functional currency (i.e., INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of a high probable forecast transactions.

**(a) Foreign currency risk exposure**

The group's exposure to foreign currency risk at the end of the reporting period expressed in ₹, are as follows:

	USD	EUR	GBP	CHF	Others	Total
<b>31-MAR-20</b>						
<b>Financial assets</b>						
Loans	5,720.27	804.37	6.94	-	1.77	6,533.35
Other financial assets	626.89	102.64	-	-	-	729.53
Trade receivables	7,712.86	3,196.83	752.33	-	2.27	11,664.29
Less: Hedged through export forwards	(188.46)	-	-	-	-	(188.46)
Cash and bank	64.28	291.66	36.48	-	31.15	423.57
<b>Net exposure to foreign currency risk (assets)</b>	<b>13,935.84</b>	<b>4,395.50</b>	<b>795.75</b>	<b>-</b>	<b>35.19</b>	<b>19,162.28</b>
Financial liabilities						
Borrowings (Including Current Maturity)	6,550.17	1,134.80	510.72	-	151.77	8,347.46
Less POS & Forward	(2,636.26)	-	-	-	-	(2,636.26)
Other financial liabilities	297.84	335.85	27.69	-	9.93	671.31
Trade payables	4,052.60	2,385.32	108.61	58.47	6.34	6,611.34
Less Import forward	-	-	-	-	-	-
Net exposure to foreign currency risk (liabilities)	8,264.35	3,855.97	647.02	58.47	168.04	12,993.85
Net exposure to foreign currency risk	5,671.49	539.53	148.73	(58.47)	(132.85)	6,168.43

Contd...40) Financial Risk Management

	USD	EUR	GBP	CHF	Others	Total
<b>31-MAR-19</b>						
<b>Financial assets</b>						
Loans	4,419.35	757.91	6.92	-	-	5,184.18
Other financial assets	412.43	51.77	-	-	-	464.20
Trade receivables	7,230.40	2,883.14	680.74	2.28	-	10,796.56
Less: Hedged through export forwards	(622.54)	-	(150.74)	-	-	(773.28)
Cash and bank	189.00	188.97	76.39	0.02	0.50	454.88
<b>Net exposure to foreign currency risk (assets)</b>	<b>11,628.64</b>	<b>3,881.79</b>	<b>613.31</b>	<b>2.30</b>	<b>0.50</b>	<b>16,126.54</b>
<b>Financial liabilities</b>						
Borrowings (Including Current Maturity)	8,321.88	1,169.28	563.93	-	-	10,055.09
Less POS & Forward	(2,848.79)	-	-	-	-	(2,848.79)
Other financial liabilities	198.75	97.92	8.11	-	-	304.78
Trade payables	2,274.40	1,770.65	148.65	107.07	2.31	4,303.08
Less Import forward	(3.09)	-	-	-	-	(3.09)
Net exposure to foreign currency risk (liabilities)	7,943.15	3,037.85	720.69	107.07	2.31	11,811.07
Net exposure to foreign currency risk	3,685.49	843.94	(107.38)	(104.77)	(1.81)	4,315.47

**(b) Foreign currency sensitivity analysis**

The sensitivity of profit and loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments. The following tables demonstrate the sensitivity to a reasonably possible change in USD, EUR, GBP and CHF exchange rates, with all other variables held constant:

	Impact on profit after tax	
	31-Mar-20	31-Mar-19
<b>USD</b>		
- Increase by 2%	72.06	47.93
- Decrease by 2%	(72.06)	(47.93)
<b>EUR</b>		
- Increase by 2%	7.02	47.95
- Decrease by 2%	(7.02)	(47.95)
<b>GBP</b>		
- Increase by 2%	1.94	10.98
- Decrease by 2%	(1.94)	(10.98)
<b>CHF</b>		
- Increase by 2%	(0.76)	(1.40)
- Decrease by 2%	0.76	1.40

**(ii) Cash flow and fair value interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates. In order to optimize the group's position with regards to interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio. Accordingly, the Company endeavours to gradually reduce the exposure to variable interest rate borrowings. The group's main interest rate risk arised from long-term borrowings with variable rates, which expose the group to cash flow interest rate risk. The group's borrowings at variable rate were mainly denominated in INR, USD, EUR and CHF.

The group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of change in market interest rates.

The group manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Under these swaps, The group agrees with other parties to exchange, at specified intervals, the difference between fixed contract rates and floating rate interest amounts calculated by reference to the agreed notional principal amounts.

Contd...40) Financial Risk Management

**(a) Interest rate exposure**

The exposure of The group's borrowing to interest rate changes at the end of the reporting period is as follows:

	31-Mar-20	31-Mar-19
Variable rate borrowings	51,347.36	36,080.34
Fixed rate borrowings	18,013.37	16,393.87
	<b>69,360.73</b>	<b>52,474.21</b>

The group uses interest rate swaps to hedge a portion of foreign currency borrowings. The borrowings denominated in Indian rupee bore interest at floating rates and are unhedged. As of March 31, 2020 and 2019, The group had outstanding interest rate swap agreements in the amounts of ₹ 1,573.06 and ₹ 1,845.37 respectively

**(b) Sensitivity**

Profit or loss is sensitive to higher/ lower interest expense from borrowings as a result of changes in interest rates. A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Impact on profit after tax	
	31-Mar-20	31-Mar-19
Interest rates - Increase by 50 basis points (50 basis points)	(143.69)	(115.10)
Interest rates - decrease by 50 basis points (50 basis points)	143.69	115.10

**(iii) Other market price risks**

"The group is exposed to equity price risk, which arises from FVTPL equity securities. The group has a very insignificant portion of amounts invested in unquoted equity instruments other than subsidiaries, joint venture and associates. The management monitors the proportion of equity instruments in its investment portfolio based on market indices.

For quoted investments carried at fair value through profit and loss, the impact of 5% increase in the value of portfolio at the reporting date on profit or loss would have been an increase of ₹ 0.01 after tax (2018-19: ₹ 0.01 after tax). An equal change in opposite direction would have decreased profit or loss by ₹ 0.01 after tax (2018-19: ₹ 0.01 after tax)."

**41) CAPITAL MANAGEMENT**

The group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The group monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity.

The group monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and bank balance) divided by total 'equity' (as shown in the Balance Sheet, including non controlling interests).

The group's target is to maintain a debt equity ratio under 1:1. The gearing ratios were as follows:

	31-Mar-20	31-Mar-19
Debt	69,360.72	52,474.21
Less: Cash & bank balance	(2,482.41)	(1,454.85)
Net debt	66,878.31	51,019.36
Total equity	34,711.01	44,130.92
Net debt to equity ratio	193%	116%

Metrics are maintained in excess of any debt covenant restrictions

(All amount in ₹ Million, unless otherwise stated)

**42) Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiaries for the Year Ended March 31, 2020**

Sr. No.	Name of Company	Net Assets (total assets minus total Liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
		As % of Consolidated net assets	Amount (₹ in million)	As % of Consolidated profit or loss	Amount (₹ in million)	As % of Consolidated profit or loss	Amount (₹ in million)	As % of Consolidated profit or loss	Amount (₹ in million)
<b>Parent</b>									
1	Jain Irrigation Systems Ltd., India	61.84	21,463.58	73.95	(5,288.44)	73.59	(1,699.13)	73.87	(6,987.57)
<b>Subsidiaries</b>									
<b>Foreign</b>									
2	JISL Overseas Limited Mauritius	6.36	2,206.65	0.43	(30.65)	0.43	(9.89)	0.43	(40.54)
3	Jain International Trading B.V., Netherlands	1.10	382.07	1.16	(82.74)	1.16	(26.70)	1.16	(109.44)
4	Jain Overseas B.V., Netherlands	2.33	807.98	0.77	(55.08)	0.77	(17.78)	0.77	(72.86)
5	Jain (Israel) B.V., Netherlands	(1.70)	(589.96)	4.72	(337.57)	4.72	(108.96)	4.72	(446.53)
6	JISL Global SA, Switzerland	0.26	90.62	0.01	(0.87)	0.01	(0.28)	0.01	(1.15)
7	JISL System SA, Switzerland	0.17	59.08	0.01	(0.61)	0.01	(0.20)	0.01	(0.81)
8	Jain America Foods Inc., USA	1.46	505.38	0.12	(8.38)	0.12	(2.70)	0.12	(11.08)
9	Jain America Holdings Inc., USA	1.76	612.59	4.13	(295.33)	4.13	(95.32)	4.13	(390.65)
10	Jain (Europe) Ltd., UK	1.26	436.56	(1.93)	138.02	(1.93)	44.55	(1.93)	182.57
11	Jain Irrigation Holding Corp., USA (Consolidated)	-	-	-	-	-	-	-	-
12	Jain Irrigation Inc., USA (Consolidated)	3.18	1,102.85	(0.33)	23.79	(0.33)	7.68	(0.33)	31.47
13	Jain Farm Fresh Foods Inc., USA (Erstwhile Cascade Specialities Inc., USA)	0.07	23.93	3.91	(279.77)	3.91	(90.30)	3.91	(370.07)
14	Naandan Jain Irrigation Ltd. Israel (Consolidated)	0.90	313.13	3.75	(268.39)	3.75	(86.63)	3.75	(355.02)
15	THE Machines Yvonand S.A., Switzerland	0.75	259.00	(1.36)	97.13	(1.36)	31.35	(1.36)	128.48
16	Jain International Foods Ltd., UK	1.49	516.12	(1.84)	131.90	(1.84)	42.57	(1.84)	174.47
17	Sleaford Quality Foods Ltd., UK (Consolidated)	0.89	307.47	1.90	(135.75)	1.90	(43.81)	1.90	(179.56)
18	Jain Mena DMCC, Dubai	(0.07)	(23.58)	0.29	(20.76)	0.29	(6.70)	0.29	(27.46)
19	Jain Distribution holdings Inc., USA (Consolidated)	0.02	8.53	2.22	(158.66)	2.22	(51.21)	2.22	(209.87)
20	Jain Farm Fresh Holdings SPRL, Belgium (Consolidated)	0.38	132.88	(2.25)	161.07	(2.25)	51.99	(2.25)	213.06
21	Pro Tool AG, Switzerland	(0.03)	(9.51)	0.06	(4.50)	0.06	(1.46)	0.06	(5.96)
22	Ex-Cel Plastics Ltd. Ireland	0.20	70.60	0.14	(10.32)	0.14	(3.33)	0.14	(13.65)
23	Gavish Control Systems Ltd. Israel	(0.13)	(45.74)	0.32	(23.07)	0.32	(7.44)	0.32	(30.51)
24	Excel Plastics Piping Systems SAS, France	(0.12)	(42.22)	0.30	(21.19)	0.30	(6.84)	0.30	(28.03)
25	Pacific Shelf 1218 Ltd., (Consolidated)	0.44	152.49	(0.99)	70.85	(0.99)	22.86	(0.99)	93.71
26	Jain Farm Fresh Gida Sanayi Ve Ticaret Anonim Sirketi, Turkey	0.11	36.78	0.52	(37.20)	0.52	(12.01)	0.52	(49.21)
27	Jain Netherlands Holding I B.V.	-	(0.55)	0.01	(1.05)	0.01	(0.34)	0.01	(1.39)
28	Jain Netherlands Holding II B.V.	-	(0.55)	0.01	(1.05)	0.01	(0.34)	0.01	(1.39)
<b>Indian</b>									
27	Driptech India Pvt. Ltd., India	(0.05)	(16.37)	(0.06)	4.59	(0.06)	1.48	(0.06)	6.07
28	Jain Farm Fresh Foods Ltd., India	14.73	5,111.94	10.28	(735.04)	10.39	(239.76)	10.30	(974.80)
29	Jain Processed Foods Trading & Investments Private Ltd., India	0.03	10.32	-	0.15	-	0.05	-	0.20
<b>Associate Indian</b>									
30	Sustainable Agro-Commercial Finance Ltd., India	2.39	828.94	(0.25)	17.54	-	-	(0.19)	17.54

## 43) AOC-1 Salient features of Financial Statements of Subsidiaries and Associate as per Companies Act, 2013

## Part A:Subsidiaries

Sr. No.	Name of Subsidiary Company	Reporting currency & Eq. in ₹	Share capital	Reserve and surplus	Total Assets	Total Liabilities	Investments	Turnover / Total Income	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of share holding
1	Jain Farm Fresh Foods Ltd., India	INR	280.03	9,762.05	22,179.47	12,137.38	1,221.08	7,428.11	(1,049.04)	(342.55)	(706.49)	-	88.81%
2	Jain Processed Foods Trading & Investments Private Ltd., India	INR	20.10	0.17	36.54	16.27	20.15	6.39	0.20	0.05	0.15	-	100.00%
3	Driptech India Pvt. Ltd., India	INR	6.49	(38.64)	33.28	65.43	-	110.74	(5.04)	(0.63)	(4.41)	-	75.00%
4	JISL Overseas Limited Mauritius	INR US\$	4,696.99 62.31	(362.16) (4.80)	4,821.59 63.96	486.76 6.46	4,821.41 63.96	0.00 0.00	(29.46) (0.42)	-	(29.46) (0.42)	-	100.00%
5	Jain International Trading B.V., Netherlands	INR US\$	237.81 3.15	512.74 6.80	17,424.84 231.14	16,674.30 221.19	4,237.78 56.21	997.62 14.07	(163.43) (2.31)	(83.91) (1.18)	(79.52) (1.12)	-	100.00%
6	Jain Overseas B.V., Netherlands	INR US\$	329.97 4.38	1,257.25 16.68	3,300.15 43.78	1,712.93 22.72	2,907.14 38.56	52.19 0.74	(52.94) (0.75)	-	(52.94) (0.75)	-	100.00%
7	Jain (Israel) B.V., Netherlands	INR US\$	329.97 4.38	(1,488.91) (19.75)	4,754.35 63.07	5,913.29 78.44	3,729.37 49.47	27.60 0.39	(321.40) (4.53)	3.06 0.04	(324.46) (4.58)	-	100.00%
8	JISL Global SA, Switzerland	INR CHF	38.89 0.50	139.13 1.79	179.13 2.30	1.11 0.01	105.01 1.35	0.90 0.01	(0.83) (0.01)	0.00 0.00	(0.83) (0.01)	-	100.00%
9	JISL System SA, Switzerland	INR CHF	23.33 0.30	92.72 1.19	188.54 2.42	72.49 0.93	187.67 2.41	0.72 0.01	(0.58) (0.01)	0.00 0.00	(0.59) (0.01)	-	100.00%
10	Jain Netherlands Holding I B.V., Netherlands	INR US\$	0.00 0.00	(1.07) (0.01)	0.00 0.00	1.07 0.01	0.00 0.00	-	(1.01) (0.01)	-	(1.01) (0.01)	-	100.00%
11	Jain Netherlands Holding II B.V., Netherlands	INR US\$	0.00 0.00	(1.07) (0.01)	0.00 0.00	1.07 0.01	-	-	(1.01) (0.01)	-	(1.01) (0.01)	-	100.00%
12	Jain America Foods Inc., USA*	INR US\$	2,148.97 28.51	(1,965.69) (26.08)	4,278.45 56.75	4,095.17 54.32	46.32 0.61	58.96 0.83	(276.71) (3.90)	0.89 0.01	(277.60) (3.92)	-	100.00%
13	Jain America Holdings Inc., USA	INR US\$	2,284.46 30.30	(1,567.81) (20.80)	9,870.66 130.94	9,154.00 121.43	3,677.15 48.78	1,237.46 17.45	(490.81) (6.92)	(75.50) (1.06)	(415.31) (5.86)	-	100.00%
14	Jain (Europe) Ltd., UK	INR GBP	1,023.42 11.00	(165.83) (1.78)	2,559.26 27.50	1,701.67 18.28	836.53 8.99	348.84 3.87	134.93 1.50	2.26 0.03	132.66 1.47	-	100.00%
15	Jain Irrigation Holding Corp., USA (Consolidated)	INR US\$	417.22 5.53	(417.22) (5.53)	-	-	-	-	-	-	-	-	100.00%
16	Jain Irrigation Inc., USA (Consolidated)	INR US\$	2,319.74 30.77	(153.25) (2.03)	7,036.79 93.34	4,870.31 64.61	-	4,264.34 60.15	40.96 0.58	18.09 0.26	22.87 0.32	-	100.00%
17	Jain Farm Fresh Foods Inc., USA* (Erstwhile Cascade Specialities Inc., USA)	INR US\$	1,176.77 15.61	(1,129.76) (14.99)	7,594.64 100.74	7,547.63 100.12	-	5,091.85 71.82	(335.18) (4.73)	(66.28) (0.93)	(268.90) (3.79)	-	100.00%
18	Naandan Jain Irrigation Ltd, Israel (Consolidated)	INR ILS	1,480.76 70.20	(865.63) (41.04)	11,499.35 545.12	10,884.22 515.96	-	9,951.87 493.76	(196.41) (9.75)	61.55 3.05	(257.97) (12.80)	-	100.00%



Part A:Subsidiaries													
Sr. No.	Name of Subsidiary Company	Reporting currency & Eq. in ₹	Share capital	Reserve and surplus	Total Assets	Total Liabilities	Investments	Turnover / Total Income	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of share holding
19	The Machines Yvonand SA, Switzerland	INR CHF	46.98 0.60	461.81 5.94	1,007.65 12.95	498.86 6.41	0.00 0.00	1,148.36 15.96	107.60 1.50	14.25 0.20	93.35 1.30	-	100.00%
20	Jain International Foods Ltd, UK	INR GBP	589.93 6.34	423.97 4.56	7,154.21 76.86	6,140.32 65.97	833.93 8.96	2,308.24 25.60	156.91 1.74	30.13 0.33	126.78 1.41	-	100.00%
21	Sleatord Quality Foods Ltd., UK	INR GBP	15.82 0.17	588.19 6.32	2,582.90 27.75	1,978.89 21.26	-	4,400.88 48.81	(146.16) (1.62)	(15.69) (0.17)	(130.48) (1.45)	-	100.00%
22	Pro Tool AG, Switzerland	INR CHF	15.56 0.20	(34.24) (0.44)	177.35 2.28	196.04 2.52	-	159.82 2.22	(5.93) (0.08)	(1.60) (0.02)	(4.33) (0.06)	-	75.00%
23	Ex-Cel Plastics Ltd, Ireland	INR EUR	94.47 1.14	44.21 0.53	1,125.79 13.56	987.10 11.89	-	1,713.67 21.75	(10.93) (0.14)	(1.01) (0.01)	(9.92) (0.13)	-	100.00%
24	Gavish Control Systems Ltd, Israel	INR ILS	0.00 0.00	(89.85) (4.26)	82.82 3.93	172.66 8.19	-	66.18 3.23	(22.17) (1.10)	-	(22.17) (1.10)	-	51.00%
25	Excel Plastics Piping Systems SAS, France	INR EUR	33.30 0.40	(116.24) (1.40)	224.36 2.70	307.30 3.70	-	129.65 1.65	(20.37) (0.26)	-	(20.37) (0.26)	-	100.00%
26	Jain MENA DMCC, Dubai	INR AED	2.04 0.10	(48.35) (2.37)	89.75 4.40	136.06 6.67	-	17.61 0.91	(19.95) (1.03)	-	(19.95) (1.03)	-	100.00%
27	Jain Distribution holdings Inc., USA (Consolidated)	INR US\$	350.24 4.65	(333.48) (4.42)	7,640.98 101.14	7,624.22 101.14	-	7,892.04 111.32	(217.80) (3.07)	(65.30) (0.92)	(152.50) (2.15)	-	100.00%
28	Jain Farm Fresh Holdings SPRL, Belgium (Consolidated)	INR EUR	1.54 0.02	259.49 3.12	2,214.26 26.66	1,953.23 23.52	-	1,806.55 22.93	200.45 2.54	45.64 0.58	154.81 1.96	-	100.00%
29	Pacific Shelf 1218 Ltd. (Consolidated)	INR GBP	14.68 0.16	284.88 3.06	743.57 7.99	444.02 4.77	-	1,105.52 12.26	91.00 1.01	22.91 0.25	68.09 0.76	-	100.00%
30	Jain Farm Fresh Gida Sanayi Ve Ticaret Anonim Sirketi, Turkey	INR US\$	113.08 1.50	(40.81) (0.54)	872.50 11.57	800.23 10.62	-	181.93 2.57	(45.51) (0.64)	(9.75) (0.14)	(35.76) (0.50)	-	60.00%

Exchange Rates	INR.....	USD	EUR	GBP	ILS	CHF	AUD	AED
31/Mar/20	Avg. Rate	70.8970	78.7997	90.1588	20.1552	71.9638	48.3721	19.3169
	Closing Rate	75.3859	83.0496	93.0760	21.0950	77.7821	45.9934	20.3922

The above statement also indicates performance and financial position of each of the subsidiaries.

\* Share Capital also includes Preference Share Capital.

### Part B: Associate

Statement pursuant to Section 129 (3) of the Act related to associate company

Sr. No.	Name of Associate	Latest Audited Balance Sheet date	Shares of associate held by the Company on the year end		Network attributable to shareholding as per latest audited balance sheet (₹)	Profit/(loss) for the year		Description of how there is significant influence	Reason why associate is not consolidated
			Latest Audited Balance Sheet date	Extent of holding (%)		Considered in consolidation (₹)	Not considered in consolidation (₹)		
1	Sustainable Agro-Commercial Finance Ltd	March 31, 2020	58,800,000	49.00%	828.93	17.54	18.26	Refer Note 1	Refer Note 2

Notes 1) Significant influence due to percentage of holding.

2) Because the company doesnot have more than 51% shareholding directly or indirectly, i.e. no controlling interest.

**44) Transitional Provision- Ind As 115 Revenue from Contracts with Customers**

Particulars	31-Mar-20	31-Mar-19
Contract revenue recognised for the financial year	16,391.60	11,825.37
Aggregate of contract costs incurred and recognised profit (less recognised losses) upto the reporting date for contracts in progress	12,960.96	9,627.79
Advances received for contracts in progress	1,840.99	1,121.03
Retention money for contracts in progress	1,716.87	1,825.30
Gross amount due from customers for contract work (asset)	7,834.41	8,644.66
Gross amount due to customers for contract work (liability)	122.74	340.76

**45) Offsetting Financial Assets and Financial Liabilities**

"The group enters into derivative transactions under International Swaps and Derivatives Association (ISDA) master netting agreements. In general, under such agreements the amounts owed by each counterparty on a single day in respect of all transactions outstanding in the same currency are aggregated into a single net amount that is payable by one party to the other. In certain circumstances - e.g. when a credit event such as a default occurs, all outstanding transactions under the agreement are terminated, the termination value is assessed and only a single net amount is payable in settlement of all transactions. The ISDA master netting agreement do not meet the criteria for offsetting in the balance sheet. This is because the Company does not have any currently legally enforceable right to offset recognised amounts, because the right to offset is enforceable only on the occurrence of future events such as a default on the bank loans or other credit events."

	Gross and Net amounts of financial instruments in the Balance sheet	Related financial instruments that are not offset	Net amount
<b>31-Mar-20</b>			
Financial assets			
Derivate assets	1,527.69	(21.56)	1,506.13
<b>Total</b>			
Financial liabilities			
Derivative liabilities	21.56	(21.56)	-
<b>Total</b>			
<b>31-Mar-19</b>			
Financial assets			
Derivate assets	1,055.22	(40.67)	1,014.55
<b>Total</b>			
<b>Financial liabilities</b>			
Derivative liabilities	40.67	(40.67)	-
<b>Total</b>			

**46)** Based on its initial assessment, the Management does not expect any impact on the business of the Group due to the COVID-19 pandemic. The Group has evaluated the possible effects of COVID-19 on the carrying amounts of property, plant and equipment, inventory and trade receivables basis the internal and external sources of information and determined, exercising reasonable estimates and judgements, that the carrying amounts of these assets are recoverable. Having regard to the above, and the Group's operating efficiency and gradually improving liquidity position, there is no material uncertainty in meeting the financial obligations over the foreseeable future.

**47)** During the year, the Holding Company's lenders have signed an inter-creditor agreement as per RBI circular as per June 7, 2019, the Holding Company has been engaged with the lenders on the resolution plan on a proactive basis. A formal resolution process involving lenders and professional advisors is on-going to approve the resolution plan. The same is likely to be completed in the near future subject to regulatory compliance and internal approvals of lenders. During the year, the financials and operations of the Group have been impacted on account of adverse liquidity conditions being faced from the beginning of the year. As on March 31, 2020, the Holding Company has principal outstanding including interest thereon over dues to the working capital and term loan lenders aggregating to ₹ 32,827.60 which is part of resolution plan. As at March 31, 2020, Consolidated networth of the Group stands at ₹ 34,711.01. Post implementation of the resolution plan, the Group's ability to pay debt obligations and to optimise operations will improve significantly.

**48)** Comparative previous year's figures have been reworked, regrouped and reclassified to the extent possible, wherever necessary to confirm to current year's classification and presentation.

For and on behalf of the Board of Directors

Sd/-

Avdhut Ghodgaonkar  
Company Secretary

Sd/-

Anil Jain  
Vice Chairman  
& Managing Director  
DIN 00053035

Sd/-

Ghanshyam Dass  
Director  
DIN 01807011

Sd/-

Atul Jain  
Joint Managing Director  
& CFO  
DIN 00053407

Place: **Jalgaon**

Date: **31-July-2020**

Place: **Jalgaon**

Date: **31-July-2020**



**When Farmers Progress, Nation Prosper!**