

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 and the 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.

The Recent amendments in the Corporate Governance based on the recommendations of Kotak Committee (which has been accepted by the SEBI with or without alterations) which includes as follows:

1. The Board shall consist not less than 6 Directors. (Reg.17 (1) (c)) 2. The Listed entity shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed.(Reg.17(1A)) 3. Quorum for Board meeting shall be 1/3rd of its total strength or 3 directors whichever is higher including one Independent director (Reg.17 (2A)). 4. A person shall not be director in more than 8 listed Companies (Reg 17A). 5. The Board shall consist at least 1 woman independent director to board. (Reg. 17(1)(a)).

Company's Philosophy on code of 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, policies, codes 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 mandated regulations on corporate governance stipulated in the Law. A revised code of conduct is framed and adopted in and the pursuit of excellence at corporate governance. Various policies duly revised 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.

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 Executive Chairman, the strength of Independent Directors is mandated at half of the strength of the Board. The Board has 5 independent members in a total strength of 10 Members. The Executive Directors are 5 in view of the diverse geographies and multi product, multi-location of business of the Company. The Independent Directors are professionals in their field and possess background of financial, legal, banking and agriculture, horticulture fields. 3 Independent Directors out of the 5 Directors are with the Company Board for less than 10 years at present, although after Companies Act 2013, they are just about 5 years in the position. Further, none of our IDs is Non-Independent Director of another Company on the board of which any of our Non-Independent Director is an ID. 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.

The Board of Directors has 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.

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
Shri. Vasant V. Warty*	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

*resigned on 31.03.2019.

Shri. Ashok B. Jain, Shri. Anil B. Jain, Shri. Ajit B. Jain and Shri. Atul B. Jain are brothers.

None of the other directors are related to any other director on the Board.

The following is the composition of the Board on 31st March, 2019:

As on	Executive Directors	Non-Executive Directors	Total Strength
31 st March, 2019	5	5	10
At present	5	4	9

The Shareholding of Directors in the Company is as below as on 31st March, 2019.

Name of Directors	No. of Ordinary Equity Shares	% of Total Ordinary Equity Capital	No. of DVR Equity Shares	% of Total DVR Equity Capital
Shri. Ashok B. Jain	18,57,485	0.37	92,873	0.48
Shri. Anil B. Jain	1,13,690	0.02	5,684	0.03
Shri. Ajit B. Jain	8,61,205	0.17	4,67,010	2.42
Shri. Atul B. Jain	1,75,980	0.04	8,798	0.05
Shri. D. R. Mehta	25,000	0.01	1,250	0.01
Shri. R. Swaminathan	2,07,260	0.04	8,863	0.05
Shri. Ghanshyam Dass	-	-	-	-
Smt. Radhika Pereira	25,000	0.01	1,250	0.01
Shri. V. V. Warty	-	-	-	-
Dr. H. P. Singh	-	-	-	-
Total	32,65,620	0.66	5,85,728	3.05

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

b) Meetings of Independent Directors

The Independent Directors of the Company have met once on 12.02.2019 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 Vice Chairman of the Company. The agenda for Independent Director's Meeting was strictly as per the provisions of the Companies Act, 2013 and Rules made thereunder Web link for familiarization programmes imparted to Independent Directors: http://www.nseprimeir.com/z_JISLJALEQS/files/JISL_Familiarization_ProgrammesIndependent_Directors.pdf

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). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually. Web link for Code of Conduct: http://www.nseprimeir.com/z_JISLJALEQS/files/CodeofConductJISL.pdf

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 convened by giving at least 7 days' notice to address the Company's specific 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 Corporate office at Mumbai.

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, if the Chairman/Vice Chairman and Managing Director of the Company is not present at of the Board meeting, if any..
- Grant leave of absence, if any.
- Review and confirm the minutes of previous Board meeting and Committee decisions.
- Action taken reports from past 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 including review of internal financial controls.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Any material default in financial obligations to 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/Key Managerial Personnel.
- 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, annually.
- Appointment or removal of the Key Managerial Personnel.
- Appointment of Internal Auditors, Cost Auditor, Statutory Auditors and Secretarial Auditors (On recommendation of the Audit Committee)
- Quarterly / Annual Secretarial Audit reports submitted by Secretarial Auditors recommended by Audit Committee.

- Dividend declaration.
- Quarterly summary of all long-term borrowings made, bank guarantees issued and loans and investments made.
- Significant changes in accounting policies and internal controls, deviation from accounting standards.
- 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.
- 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 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/ 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 Companies 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 31st March, 2019.

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	2
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	4
8	Smt. Radhika Pereira	6	1	9	7
9	Shri. V. V. Warty^	Nil	Nil	Nil	4
10	Dr. H. P. Singh	Nil	1	Nil	2

* Including foreign Subsidiary Companies in group. - ^Resigned on 31.03.2019.

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 28th September, 2018 during the year.

Date of Board Meetings	
Sr. No.	Date
1)	18 th April, 2018
2)	23 rd May, 2018
3)	13 th August, 2018
4)	12 th November, 2018
5)	12 th February, 2019

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	5	Yes
2)	Shri Anil B. Jain	Vice Chairman & Managing Director	Promoter Director	5	Yes
3)	Shri Ajit B. Jain	Joint Managing Director	Promoter Director	5	Yes
4)	Shri Atul B. Jain	Joint Managing Director	Promoter Director	5	Yes
5)	Shri R. Swaminathan	Executive Director	Executive Director	3*	No
6)	Shri D. R. Mehta	Director	Independent Director	5	No
7)	Shri Ghanshyam Dass	Director	Independent Director	5	Yes
8)	Smt. Radhika Pereira	Director	Independent Director	5	No
9)	Shri V. V. Warty^	Director	Independent Director	5	Yes
10)	Dr. H. P. Singh	Director	Independent Director	4*	Yes

*Being abroad.

^Resigned on 31.03.2019.

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 Atul B. Jain, Chief Financial Officer, Bcom.	<p>Mr. Atul B. Jain is a Commerce Graduate. Mr. Atul Jain took over the marketing responsibilities of Jain Irrigation products initially at the Mumbai office before going to New York, Dubai, Africa and Europe for further business penetration. Besides overall marketing management responsibility he has also handled all India marketing function of Drip Irrigation and PVC pipe products, PE and other speciality pipes and fittings all over the world. He has been involved with development of new applications & products in overseas markets for food, plastic and sheet divisions. He is currently also Chief Financial Officer of the Company.</p> <p>Since 2002, Mr. Atul Jain has been based in Jalgaon. He oversees the marketing of Irrigation products, piping products in both domestic and international markets. He is a great believer in innovation. He has been instrumental in developing a strong market for PVC pipes for domestic and export markets.</p> <p>He is widely travelled & travels all over the world for continued market development and extension to both Developing Countries the JISL Business Model of Sustainable Development & Uplift of the Entire Community, based of which each of JISL's Products & Services are developed.</p> <p>Under his able direction JISL has signed MOU with Governments in India and abroad, wherein JISL has been given the mandate for developing a total Country Plan for achieving Food & Water Security. Mr. Atul Jain has a passion to build complete solution around water at country and city levels.</p>	<p>Director – Jain Irrigation Systems Ltd</p> <ol style="list-style-type: none"> 1) Jalgaon Investments Private Limited 2) Pixel Point Private Limited 3) Jain Extrusion and Moulding Private Limited 4) Jain Rotfil Heaters Private Limited 5) Atlaz Technology Private Limited 6) Timbron India Private Limited 7) Jain Vanguard Polybutylene Limited 8) Jain Eagro.Com India Private Limited 9) Cosmos Investment and Trading Private Limited 10) JAF Products Private Limited 11) Jain Brothers Industries Private Limited 12) Jain Farm Fresh Foods Limited 13) JISL Overseas Limited 14) Cascade Specialties Inc. 15) Jain America Foods Inc. 16) Jain (Europe) Limited 17) Jain Overseas Investments Limited 18) Jain Investment & Finance BV 19) Jain America Holdings Inc. Delaware 20) Sleaford Quality Foods Limited 21) Sleaford Food Group Limited 22) Arnolds Quick Dried Foods Limited 23) Jain International Foods Limited 24) Ex-cel Plastics Limited 25) Jain Farm Fresh Holdings SPRL 26) Innovatrading BVBA 27) Innovafood N.V. 28) Ex-cel Plastic Piping Systems
		<p>Partner</p> <ol style="list-style-type: none"> 1) Jalgaon Udyog 2) Jain Computer and Allied Services 3) Jalgaon Metals and Bricks Manufacturing Co.
		<p>Proprietorship</p> <ol style="list-style-type: none"> 1) Jain Sons & Investment Corporation
		<p>Trust</p> <ol style="list-style-type: none"> 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
		<p>Committee Membership:</p>
		<p>Member –</p> <ol style="list-style-type: none"> i) Operations Review Committee ii) Risk Management Committee
	<p>Designation</p>	<p>Period</p>
	Executive Director	30.09.2005 to 01.09.2009
	Executive Director (Reappointment)	01.09.2009 to 05.09.2011
	Joint Managing Director (Reappointment)	05.09.2011 to 30.09.2012
	Joint Managing Director (Reappointment)	01.10.2012 to 25.09.2014
	Joint Managing Director (Reappointment as KMP)	26.09.2014 to 09.11.2017
	Redesignated as Chief Financial Officer	w.e.f. 10.11.2017

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/Secretarial Auditor 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 of any related party transactions.
 - v) Statutory liabilities (Direct/indirect taxes) of the Company.
 - vi) Internal Financial Controls
- 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 31st March, 2019:

Sr.	Name of Director	Designation
a)	Shri. Ghanshyam Dass	Chairman
b)	Shri. V. V. Warty^	Member
c)	Smt. Radhika Pereira	Member
d)	Shri H. P. Singh*	Member

^Resigned on 31.03.2019

*Appointed as member of Audit Committee 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 2018-19.

iii) Audit Committee meetings and attendance

Date of Audit Committee Meetings

Sr.	Date
1)	22 nd May, 2018
2)	12 th August, 2018
3)	12 th November, 2018
4)	12 th February, 2019

Presence at Audit Committee Meetings:

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Shri. Ghanshyam Dass	Chairman	Independent Director	4	4
Shri. V. V. Warty*	Member	Independent Director	4	4
Smt. Radhika Pereira	Member	Independent Director	4	4

*Resigned on 31.03.2019

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 2018-19. 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 28th September, 2018.

v) Subsidiary Companies

The Company has the following direct wholly owned subsidiaries:

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

The Company has the following unlisted Indian subsidiaries

- Jain Farm Fresh Foods Limited.
- Jain Processed Foods Trading and Investments Pvt. Ltd.,

Shri Ghanshyam Dass, Independent Director was nominated on the Board of Jain Farm Fresh Foods Ltd. on 30th May, 2016.

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 & 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 2018-19

Sr. No.	Date
1)	23 rd May, 2018
2)	12 th August, 2018
3)	12 th November, 2018
4)	12 th February, 2019

ii) Composition:

Committee consists of following persons as on 31st March, 2019:

a) Shri. V. V. Warty^	Chairman
b) Smt. Radhika Pereira	Member (Redesignated as Chairperson)
c) Shri. Ashok B. Jain	Member
d) Dr. H. P. Singh	Member

^Resigned on 31.03.2019

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

iii) Presence at Nomination and Remuneration Committee Meeting

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Shri. V. V. Warty^	Chairman	Independent Director	4	4
Smt. Radhika Pereira	Member (Redesignated as Chairperson)	Independent Director	4	4
Dr. H. P. Singh	Member	Independent Director	4	3*
Shri. Ashok B. Jain	Member	Whole Time Director	4	4

^Resigned on 31.03.2019 *Being abroad.

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 under review 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 & complexity. 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. Annual increment would be based on the Company's policy. No sitting fees will be paid.

The overall limits 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 Act.

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 2018-19 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	3,98,68,482	58,69,873	4,57,38,355	2,50,00,000	-	7,07,38,355
2	Shri. Anil B. Jain	Vice Chairman & Managing Director	3,98,68,482	58,69,873	4,57,38,355	2,50,00,000	-	7,07,38,355
3	Shri. Ajit B. Jain	Jt. Managing Director	3,98,68,482	58,69,873	4,57,38,355	2,50,00,000	-	7,07,38,355
4	Shri. Atul B Jain	Chief Financial Officer	3,98,68,482	58,69,873	4,57,38,355	2,50,00,000	-	7,07,38,355
5	Shri. R. Swaminathan	Executive Director	36,42,240	5,49,542	41,91,782	-	-	41,91,782
Total			16,31,16,168	2,40,29,034	18,71,45,202	10,00,00,000	-	28,71,45,202

B) Non-Executive Directors

(Amount in ₹)

Sr. No.	Name	Designation	Remuneration	Perquisites	Total	Commission	Sitting Fees	Total
1	Smt. Radhika C. Pereira	Independent Director	-	-	-	20,00,000	10,00,000	30,00,000
2	Shri. Ghanshyam Dass	Independent Director	-	-	-	20,00,000	5,00,000	25,00,000
3	Shri. V. V. Warty^	Independent Director	-	-	-	20,00,000	8,50,000	28,50,000
4	Shri. D. R. Mehta	Independent Director	-	-	-	20,00,000	3,50,000	23,50,000
5	Shri. H. P. Singh	Independent Director	-	-	-	20,00,000	3,50,000	23,50,000
Total			-	-	-	1,00,00,000	30,50,000	1,30,50,000
Grand Total			16,31,16,168	2,40,29,034	18,71,45,202	11,00,00,000	30,50,000	30,01,95,202

^Resigned on 31.03.2019.

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

vi) Terms of Appointment of Executive Directors:

Sr. No.	Name	Period	Basic Remuneration Per Month (₹)	Basic Remuneration Per Month (₹)	Commission
			Up to 30 th September 2018	From 1 st October, 2018	
1)	Shri. Ashok B. Jain	Reappointed w.e.f. 1 st October, 2018	22,88,921	43,55,826	Upto 1% of net Profit upto 30 th September, 2018 and upto 2% of Net Profit from 1 st October, 2018.
2)	Shri. Anil B. Jain	to 30 th September, 2023	22,88,921	43,55,826	
3)	Shri. Ajit B. Jain		22,88,921	43,55,826	
4)	Shri. Atul B. Jain		22,88,921	43,55,826	
5)	Shri. R. Swaminathan		520,320	5,20,320	NA

Perquisites: (Common to all above)

- i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund and /or Gratuity;
- ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iii) 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 11th 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 paid 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 23rd May, 2018, 12th August, 2018, 12th November, 2018 and 12th February, 2019 during the year FY 2018-19. However, the transfer sub-committee has met 44 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 31st March, 2019:

Sr.	Name of Member	Designation
1)	Smt. Radhika Pereira	Chairperson
2)	Shri. V. V. Warty^	Member
3)	Shri. Ajit B. Jain	Member
4)	Shri H. P. Singh*	Member

^Resigned on 31.03.2019

*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
Shri. V. V. Warty^	Member	Independent Director	4	4
Shri. Ajit B. Jain	Member	Executive Director	4	4

^Resigned on 31.03.2019

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

iii) Shareholders queries received, solved and pending during the year ended 31st March, 2019.

Nature of Complaints	Op. Balance	Received	Resolved	Balance
Non-receipt of new reduced/ split/DVR Bonus Shares	-	5	5	-
Non-receipt of dividend	-	3	3	-
Non-receipt of Annual Report	-	3	3	-
Demat/Remat of Shares	-	9	9	-
Total	-	20	20	-

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 6 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 10th 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 met once in the FY 2018-19 on 12th February, 2019, all the members of the Committee were present at the meeting.

ii) Composition

The composition of the Committee meets the legal requirements. Committee consists of following persons as on 31st March, 2019.

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 31st March, 2019

Sr.	Name	Designation	Meetings held	Meetings Attended
a)	Shri. Anil B. Jain	Chairman	22	21*
b)	Shri. Ajit B. Jain	Member	22	21*
c)	Shri. Atul B. Jain	Member	22	22
d)	Shri. R. Swaminathan	Member	22	10*

*Being abroad

The Operations Review Committee has met 22 times during the FY 2018-19.

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
2015-16	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001	30.09.2016	11.00 AM
2016-17		28.09.2017	11.00 AM
2017-18		28.09.2018	11.00 AM

ii) Special Resolutions passed:

Date of Meeting	Matter of Special Resolution
29 th AGM held on 30 th September, 2016	Alteration of selected clauses of Articles of Association of the Company
30 th AGM held on 28 th September, 2017	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 st AGM held on 28 th 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.

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 w.r.t. "Re-appointment of Shri Devendra Raj Mehta (DIN: 01067895), Independent Director who is above the age of 75 years."

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:

32nd 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 on 22nd May, 2018 and the Board on 23rd May, 2018 approved on an omnibus basis RPT of ₹ 9,136 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 31st March, 2019.

The Company has in place the policy on materiality and dealing with Related Party Transactions, which is uploaded on the website of the Company at http://www.nseprimeir.com/z_JISLJALEQS/files/Policy_on_Materiality_and_Dealing_withRelated_Party_Transactions.pdf

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, 2019 on 29.06.2019 and uploaded on the website of the Company at http://www.nseprimeir.com/Pages/corp_announcement.aspx?value=3cYDU7170mvM600MSHCcMw==

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 at http://www.nseprimeir.com/z_JISLJALEQS/files/JISL_Policy_on_Determining_Material_Subsidiary.pdf

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 2018-19.

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 2018-19.

The secretarial audit report confirms that the Company and its subsidiary i.e Jain Farm Fresh Foods Limited has 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 are given in the Board's Report.

The details relating to the number of complaints received and disposed of during the financial year 2018-19 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 ₹ 1,28,50,000 (Rupees One Crore Twenty Eight Lakh Fifty Thousand only) for financial year 2018-19, 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 2018-19, 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) Reason for resignation submitted by Mr. V V Warty

Resignation has been tendered by one of the Independent Director on board, Mr. Vasant V. Warty on account of him attaining the age of 75 years and hence he has put forth his resignation as on the end of last business working day of financial year 2018-19 i.e 31-03-2019.

xiii) 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.

xiv) 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 Loan	783.20	CARE BB-; Stable (Double B Minus; Outlook: Stable)	Revised from CARE BB; Stable (Double B; Outlook: Stable)
Long Term Bank Facilities - working capital	1,650.00	CARE BB-; Stable (Double B Minus; Outlook: Stable)	Revised from CARE BB; Stable (Double B; Outlook: Stable)
Short Term Bank Facilities	2,220.00	CARE A4 (Single A4)	Reaffirmed
Total Facilities	4,653.20 (Rupees Four Thousand Six Hundred Fifty Three crore and Twenty Lakh only)		

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 31 st May, 2018
Fund based working capital limits	15.5	IND BBB/RWN/ IND A3+/RWN	Downgraded: Placed on RWN	IND A-/Stable/ A1
Non fund based working capital limits	17.35	IND BBB/RWN/ IND A3+/RWN	Downgraded: Placed on RWN	IND A-/Stable/ A1
Term loan	3.46	IND BBB/RWN	Downgraded: Placed on RWN	IND A-/Stable
Proposed term loan	1.50	Provisional IND BBB/RWN	Downgraded: Placed on RWN	Provisional IND A-/ Stable

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 (<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 (<http://www.jains.com>.)

Website: The Company's website (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) General Shareholders Information

i)	Annual General Meeting: Day, Date, Time & Venue	32 nd Annual General Meeting at, 11.00 AM on 30 th September, 2019 at Registered Office at Jain Plastic Park, N H No. 6, Bambhori, Jalgaon-425001	
ii)	Financial Year	1 st April 2018 to 31 st March 2019	
iii)	Book Closure Dates	Monday, 16 th September 2019 to Monday, 30 th September, 2019 (both days inclusive)	
iv)	Dividend payment date	08 th October, 2019	
v)	Listing of Shares on Stock Exchanges	BSE Ltd, Mumbai, National Stock Exchange of India Ltd., Mumbai	
vi)	Stock Codes	Ordinary Equity Shares	DVR Equity Shares
	The Bombay Stock Exchange, Mumbai	500219	570004
	National Stock Exchange of India Ltd., Mumbai	JISLJALEQS	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:	DVR Equity shares:
		INE175A01038	IN9175A01010
x)	Depositories	National Securities Depository Ltd.	
		Central Depository Services (India) Ltd.	
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 2,05,159 MT for FY 2018-19) 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 2018-19

a) Ordinary Equity Shares Quotations

Month	Bombay Stock Exchange				National Stock Exchange			
	Date	High	Date	Low	Date	High	Date	Low
Apr-18	17-Apr-18	118.35	02-Apr-18	106.40	17-Apr-18	118.20	02-Apr-18	106.25
May-18	2-May-18	118.00	24-May-18	93.15	2-May-18	118.10	24-May-18	92.50
Jun-18	1-Jun-18	105.80	29-Jun-18	74.40	1-Jun-18	105.75	29-Jun-18	74.25
Jul-18	12-Jul-18	87.00	23-Jul-18	71.75	12-Jul-18	87.00	23-Jul-18	71.70
Aug-18	7-Aug-18	87.50	17-Aug-18	74.50	7-Aug-18	87.45	17-Aug-18	74.50
Sep-18	3-Sep-18	89.00	28-Sep-18	59.00	3-Sep-18	89.10	28-Sep-18	58.80
Oct-18	30-Oct-18	72.50	01-Oct-18	55.10	30-Oct-18	72.60	01-Oct-18	55.00
Nov-18	12-Nov-18	76.75	29-Nov-18	64.40	12-Nov-18	76.80	29-Nov-18	64.25
Dec-18	28-Dec-18	70.55	11-Dec-18	58.35	28-Dec-18	70.60	11-Dec-18	57.60
Jan-19	1-Jan-19	70.10	25-Jan-19	56.85	1-Jan-19	70.10	25-Jan-19	57.00
Feb-19	1-Feb-19	62.90	13-Feb-19	49.00	1-Feb-19	62.90	13-Feb-19	48.80
Mar-19	19-Mar-19	64.65	01-Mar-19	56.45	19-Mar-19	64.60	28-Mar-19	56.40

b) DVR Shares Quotations

Month	Bombay Stock Exchange				National Stock Exchange			
	Date	High	Date	Low	Date	High	Date	Low
Apr-18	17-Apr-18	70.50	2-Apr-18	63.75	17-Apr-18	70.45	2-Apr-18	63.50
May-18	2-May-18	72.60	24-May-18	58.00	2-May-18	72.40	22-May-18	58.25
Jun-18	7-Jun-18	64.90	29-Jun-18	47.15	1-Jun-18	63.40	29-Jun-18	47.50
Jul-18	13-Jul-18	56.00	23-Jul-18	47.65	13-Jul-18	56.00	23-Jul-18	47.40
Aug-18	7-Aug-18	59.40	16-Aug-18	49.50	7-Aug-18	59.30	24-Aug-18	49.15
Sep-18	3-Sep-18	58.00	28-Sep-18	41.80	14-Sep-18	58.40	28-Sep-18	41.60
Oct-18	31-Oct-18	49.95	1-Oct-18	38.90	30-Oct-18	51.10	1-Oct-18	39.25
Nov-18	6-Nov-18	49.25	29-Nov-18	41.40	1-Nov-18	48.85	30-Nov-18	41.25
Dec-18	27-Dec-18	53.50	11-Dec-18	38.25	27-Dec-18	53.30	11-Dec-18	38.25
Jan-19	3-Jan-19	50.50	29-Jan-19	41.35	3-Jan-19	49.85	28-Jan-19	41.50
Feb-19	1-Feb-19	48.10	14-Feb-19	35.50	1-Feb-19	46.80	13-Feb-19	35.50
Mar-19	19-Mar-19	47.40	27-Mar-19	38.70	19-Mar-19	48.00	27-Mar-19	38.60

iii) Sensex and Nifty

Month	Sensex		Nifty	
	High	Low	High	Low
Apr-18	35213.30	32972.56	10759.00	10111.30
May-18	35993.53	34302.89	10929.20	10417.80
Jun-18	35877.41	34784.68	10893.25	10550.90
Jul-18	37644.59	35106.57	11366.00	10604.65
Aug-18	38989.65	37128.99	11760.20	11234.95
Sep-18	38934.35	35985.63	11751.80	10850.30
Oct-18	36616.64	33291.58	11035.65	10004.55
Nov-18	36389.22	34303.38	10922.45	10341.90
Dec-18	36554.99	34426.29	10985.15	10333.85
Jan-19	36701.03	35375.51	10987.45	10583.65
Feb-19	37172.18	35287.16	11118.10	10585.65
Mar-19	38748.54	35926.94	11630.35	10817.00

iv) Registrar and Transfer Agents

The contact details of 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 31st March, 2019

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-18	5	705	8	3,280	6	1,880
May-18	4	825	24	8,685	11	8,850
Jun-18	6	915	15	3,475	7	12,455
Jul-18	6	2,290	21	20,200	6	1,230
Aug-18	3	1,940	13	3,735	19	5,790
Sep-18	11	2,900	18	3,920	18	6,265
Oct-18	8	5,970	26	8,720	17	3,530
Nov-18	7	8,210	42	26,695	21	4,160
Dec-18	11	3,585	39	8,130	26	8,585
Jan-19	12	4,895	34	7,490	30	16,880
Feb-19	1,031	69,065	38	7,975	28	74,590
Mar-19	19	3,860	38	8,080	18	3,710
Total	1,123	1,05,160	316	1,10,385	207	1,47,925

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-18	1	57	5	102	6	157
May-18	1	24	18	322	3	28
Jun-18	3	24	9	126	3	359
Jul-18	3	47	10	292	5	48
Aug-18	3	53	13	389	10	110
Sep-18	5	66	9	275	15	345
Oct-18	3	89	15	295	13	191
Nov-18	9	407	23	323	14	183
Dec-18	9	106	24	258	16	298
Jan-19	5	186	27	347	19	295
Feb-19	5	68	28	836	21	333
Mar-19	8	126	32	448	13	129
Total	55	1,253	213	4,013	138	2,476

vi) Distribution of Shareholding: As at 31st March, 2019

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	1,73,553	83.90	2,51,97,188	5,03,94,376.00	5.08
501-1000	17,644	8.53	1,42,49,768	2,84,99,536.00	2.87
1001 - 2000	8,153	3.94	1,24,43,896	2,48,87,792.00	2.51
2001 - 3000	2,730	1.32	70,64,271	1,41,28,542.00	1.42
3001 - 4000	1,210	0.59	43,65,651	87,31,302.00	0.88
4001 - 5000	931	0.45	44,17,498	88,34,996.00	0.89
5001 - 10000	1,353	0.65	1,00,66,906	2,01,33,812.00	2.03
10001 & Above	1,279	0.62	41,85,60,875	83,71,21,750.00	84.32
Total	2,06,853	100.00	49,63,66,053	99,27,32,106.00	100.00

b) DVR Equity Shares

Shareholding of Nominal Value (₹)	No of Shareholders	% to Total Numbers	Number of Shares	Value in ₹	% of Total
Upto 500	47,729	93.87	26,15,692	52,31,384.00	13.56
501 - 1000	1,531	3.01	12,78,417	25,56,834.00	6.63
1001 - 2000	748	1.47	11,51,537	23,03,074.00	5.97
2001 - 3000	279	0.55	7,22,825	14,45,650.00	3.75
3001 - 4000	132	0.26	4,75,865	9,51,730.00	2.47
4001 - 5000	106	0.21	5,05,554	10,11,108.00	2.62
5001 - 10000	164	0.32	12,05,414	24,10,828.00	6.25
10001 & Above	159	0.31	1,13,39,000	2,26,78,000.00	58.77
Total	50,848	100.00	1,92,94,304	3,85,88,608.00	100.00

vii) Physical & Dematerialisation Shares as on 31st March, 2019

JISL Equity Shareholding As On 31.03.2019

Type	Shares	Members	%
CDSL	8,31,94,837	85,097	16.76
NSDL	41,15,32,736	1,14,455	82.91
Demat Total	49,47,27,573	1,99,552	99.67
Physical	16,38,480	7,301	0.33
Grand Total	49,63,66,053	2,06,853	100.00

JISL DVR Shareholding As On 31.03.2019

Type	Shares	Members	%
CDSL	68,06,426	14,819	35.28
NSDL	1,23,70,679	27,403	64.12
Demat Total	1,91,77,105	42,222	99.39
Physical	1,17,199	8,626	0.61
Grand Total	1,92,94,304	50,848	100.00

viii) Trading of Shares (₹ in million)

i) Ordinary Equity Shares

Months	BSE, Mumbai			National Stock Exchange		
	No. of Transactions	No. of Shares	Turnover (₹ in million)	No. of Transactions	No. of Shares	Turnover (₹ in million)
Apr-18	33,688	83,61,195	948.12	3,38,786	9,68,92,968	10,988.12
May-18	63,116	1,04,89,946	1,092.48	4,90,986	11,34,22,548	11,832.83
Jun-18	36,819	99,10,821	900.67	4,59,401	10,69,71,556	9,752.01
Jul-18	57,961	2,27,00,372	1,799.03	6,28,130	16,68,28,611	13,241.32
Aug-18	54,961	2,00,16,285	1,624.66	5,07,608	17,81,03,877	14,421.55
Sep-18	43,195	1,31,77,803	1,042.29	4,18,776	12,05,55,945	9,600.21
Oct-18	60,255	1,98,44,693	1,305.11	4,08,460	12,25,20,488	8,015.17
Nov-18	29,438	1,51,15,186	1,083.80	2,71,286	8,88,65,231	6,335.47
Dec-18	35,651	1,66,62,973	1,098.21	3,05,297	10,03,08,988	6,624.64
Jan-19	61,807	2,34,78,500	1,473.15	4,37,074	12,96,28,736	8,127.53
Feb-19	44,425	2,43,90,318	1,346.17	4,22,030	18,63,47,135	10,228.89
Mar-19	26,090	1,46,22,605	885.91	2,58,095	10,15,90,589	6,141.76

ii) DVR Equity Shares

Months	BSE, Mumbai			National Stock Exchange		
	No. of Transactions	No. of Shares	Turnover (₹ in million)	No. of Transactions	No. of Shares	Turnover (₹ in million)
Apr-18	1,655	1,74,051	11.83	10,529	10,63,660	72.22
May-18	2,398	2,63,721	17.02	11,642	14,91,922	95.65
Jun-18	1,233	1,36,738	7.79	7,369	7,26,602	41.06
Jul-18	1,652	1,62,480	8.43	10,072	11,00,469	56.30
Aug-18	2,964	2,70,743	15.00	14,376	16,20,195	89.34
Sep-18	1,659	1,47,637	7.79	9,846	12,43,496	65.99

Months	BSE, Mumbai			National Stock Exchange		
	No. of Transactions	No. of Shares	Turnover (₹in million)	No. of Transactions	No. of Shares	Turnover (₹in million)
Oct-18	1,332	1,08,904	4.67	7,276	8,44,850	36.18
Nov-18	586	50,582	2.26	4,344	5,30,567	23.62
Dec-18	6,657	9,25,968	44.83	38,132	58,96,294	284.95
Jan-19	2,477	2,72,366	12.72	16,439	19,71,233	91.96
Feb-19	1,575	1,97,275	7.65	11,867	12,56,072	49.86
Mar-19	1,318	1,34,586	5.60	8,707	9,30,093	38.77

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 31st March, 2018. 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 24th AGM held on 30th 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 16th 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 31st March, 2019

Sr. No.	Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2019 (₹)	Due date for transfer to IE&PF (on or before)
1)	2011-12	21.09.2012	28.10.2019	20,92,591.00	27.11.2019
2)	2012-13	27.09.2013	03.11.2020	11,64,881.50	03.12.2020
3)	2013-14	26.09.2014	02.11.2021	14,23,466.00	02.12.2021
4)	2014-15	29.09.2015	05.11.2022	15,17,026.50	05.12.2022
5)	2015-16	30.09.2016	06.11.2023	13,64,857.50	06.12.2023
6)	2016-17	28.09.2017	04.11.2024	17,46,745.50	04.12.2024
7)	2017-18	28.09.2018	04.11.2025	22,08,737.00	04.12.2025

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 2011-12, as on the date 31st December 2018 on the website of the Company viz. 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 2011-12 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.

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

For queries in respect of shares in physical mode: 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 financial statements of the Company are unqualified.
- c) The Company has separate post of Chairman and Managing Director/Chief Executive Officer.
- d) The internal auditor reported directly to the Audit Committee.

13) The disclosure of compliance with corporate governance requirements

Sr. No.	Regulation No.	Compliance status (Yes/No)
1	17 – Board of Directors	Yes
2	18 - Audit Committee	Yes
3	19 - Nomination and Remuneration Committee	Yes
4	20 - Stakeholders Relationship Committee	Yes
5	21 - Risk Management Committee	Yes
6	22 - Vigil Mechanism	Yes
7	23 - Related Party Transactions	Yes
8	24 - Corporate Governance requirements with respect to subsidiaries	Yes
9	25 - Obligation with respect to Independent Directors	Yes
10	26 - Obligation with respect to employees including senior management, KMPs, Directors and Promoters	Yes
11	27 - Other corporate governance requirements	Yes
12	46(2)(b)- Terms and conditions of appointment of Independent Directors	Yes
13	46(2)(c)- Composition of various committees	Yes

Sr. No.	Regulation No.	Compliance status (Yes/No)
14	46(2)(d)- Code of conduct of Board of Directors and senior management personnel	Yes
15	46(2)(e)- Details of establishment of vigil mechanism/ whistle blower policy	Yes
16	46(2)(f)- Criteria of making payments to Non-Executive Directors, if the same has not been disclosed in Annual Report	Yes
17	46(2)(g)- Policy on dealing with Related Party Transactions	Yes
18	46(2)(h)- Policy on determining "material" subsidiaries	Yes
19	46(2)(i)- Details of familiarization programmes imparted to Independent Directors	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):

- 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, Ellaymuthur 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) **Jain Farm Fresh Food Inc. [Dehydrated Ingredients Division]**
P.O. Box 583, 1 Cascade Way, Boardman, Oregon 97818, USA
- iv) **Jain Farm Fresh Food Inc. [Frozen Ingredients Division]**
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]

Sabancı organize sanayi bolgesi, Atatürk, 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) Pefic Shelf 1218 Ltd.

39 Shrigley Road, Killyleagh, Downpatrick, Co Down, Northern Ireland, BT30 9SR

xvi) Innovafood N.V. Belgium

Westpoort 64, 2070 Zwijndrecht, Belgium

xvii) NaanDan Jain Mexico S.A De C.V.

Leontina Gudino NO. 1, Parque San Bernardino, Texcoco, Estado De Mexico, C.P 56238, Mexico

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 31st March, 2019.

For Jain Irrigation Systems Limited

Sd/-

Anil B. Jain

Vice Chairman and Managing Director

Date : **28th August, 2019**

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, 2019, 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

- 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, 2019.
- 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 : **28th August, 2019**

Place : **Mumbai**