

ANNEXURE IV

CORPORATE GOVERNANCE REPORT – FY 2023

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 most cases stricter of the two. Hence, Governance has become more of a challenge and compliances of laws/regulations make it further daunting task, with ever changing and dynamic environment.

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 structure 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 Regulations 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 best 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 7 independent members in the total strength of 12 Members. The Executive Directors are 4 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. 4 Independent Directors out of the 7 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 16. one lender nominee is already appointed on Board in 2021-22.

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 31st March 2023.

Name of Director	Category	Directorship in other listed entity and 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. Devendra Raj Mehta	Non-Promoter – Lead Independent Director	1) Glenmark Pharmaceuticals Limited. (Non-Executive-Independent) 2) Poly Medicure Limited (Non-Executive-Independent-Chairperson) 3) JMC Projects (India) Limited (Non-Executive-Independent-Chairperson)
Shri. Ghanshyam Dass	Non-Promoter – Independent Director	None
Smt. Radhika Dudhat	Non-Promoter – Independent Director	1) Parag Milk Foods Limited (Non-Executive-Independent) 2) TIPS Industries Limited (Non-Executive-Independent) 3) Jagsonpal Pharmaceuticals Ltd.
Dr. Harishchandra Prasad Singh	Non-Promoter – Independent Director	None
Mr. Johannes Bastiaan Boudewijn Mohrmann	Non-Promoter – Independent Director	None
Dr. Narendra Damodar Jadhav	Non-Promoter – Independent Director	1) Dhani Services Limited (formerly' India bulls Ventures Limited) 2) Tata Teleservices (Maharashtra) Limited
Shri. Mukul Abinash Sarkar	Non-Promoter – Nominee Director	1) Hindustan Construction Company Limited
Ms. Nancy Marie Barry	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, except the promoter family.

The following is the composition of the Board on 31st March, 2023:

As on	Executive Directors	Non-Executive Directors	Total Strength
31st March, 2023	4	8	12

The Shareholding of Directors in the Company is as under as on 31st March, 2023

Sr. 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	0.06	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	0.15	4,67,010	2.42
4) Shri. Atul B. Jain	1,75,980	0.03	8,798	0.05
5) Shri. Devendra Raj Mehta	25,000	0.00	1,250	0.01
6) Shri. Ghanshyam Dass	-	-	-	-
7) Smt. Radhika Madhukar Dudhat	25,000	0.00	1,250	0.01
8) Dr. Harishchandra Prasad Singh	-	-	-	-
9) Mr. Johannes Bastiaan Boudewijn Mohrmann	-	-	-	-
10) Dr. Narendra Damodar Jadhav	-	-	-	-
11) Shri. Mukul Abinash Sarkar	-	-	-	-
12) Ms. Nancy Marie Barry	-	-	-	-
Total	15,58,360	0.26	5,76,865	3.00

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

The following are the brief particulars of skills, sets and specialisation of Independent Director's of the Company:

Sr.	Name of Director	Brief particulars of the Independent Director of the Company
1)	Shri. Ghanshyam Dass	Mr. Ghanshyam Dass has had an outstanding career in domestic, international banking and capital markets for over 32 years, during which he developed a firm understanding of the complexities of international capital / financial markets.
2)	Shri. D.R. Mehta	Mr. D. R. Mehta joined Indian Administrative Service in 1961 and held important positions in the Government of Rajasthan and later in Government of India. He was the Chairman of Securities and Exchange Board of India (SEBI), an apex regulatory body that deals with the regulation and development of the capital market in India.
3)	Ms. Radhika Dudhat	Radhika Dudhat is a Partner with Shardul Amarchand Mangaldas & Co and has worked on a wide range of transactional work in the areas of regulatory advisory, real estate, intellectual property rights, projects and project financing, corporate advisory and documentation and legal risk management advisory.
4)	Mr. H. P. Singh	Mr. Harishchandra Prasad Singh was born in Mahmada, Pusa, Samastipur Bihar, India on 2 July 1950 in a farming family. Mahmada is a place, where Imperial Agricultural Research Institute was established in 1905, now known as Pusa Institute (Indian Agricultural Research Institute), Pusa, New Delhi. With rare combination of scientific excellence, conscientious administration, dynamic management skills and academic depth, Dr. H.P. Singh, in his career spanning 42 years, has outstandingly contributed to research, education and development of horticulture and agriculture.
5)	Dr. Narendra Jadhav	Dr. Narendra Jadhav, is an Indian national (born in 1953). Dr Jadhav, an ex-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.
6)	Mr. Johannes Bastiaan	Mr. Johannes Bastiaan Boudewijn Mohrmann is a creative and entrepreneurial professional that connects vision with strategic focus and pragmatic solutions. Was with IFC for a very long time. He has over 35 years of multi-disciplinary experience across private sector, development, SME development, environmental sustainability and program management.
7)	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.
8)	Shri. Mukul Sarkar	Mukul Sarkar 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).

b) Meetings of Independent Directors

The Independent Directors of the Company have met once on 6th March, 2023, without the presence of Executive Directors or management personnel. Such meeting was conducted 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 Lead Independent Director and Chairman of the meeting takes appropriate steps to present Independent Directors' views to the Chairman and Vice Chairman 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 (https://www.primeinfobase.in/z_JISLJALEQS/files/CodeofConductJISL.pdf). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually. Additionally, now the code is applicable to suppliers, vendors and customers of the Company also.

d) Scheduling and selection of agenda items for Board meetings

A minimum four of pre-scheduled Board meetings are held annually. Convening of additional Board meetings depend on importance/ necessity of matters. Board Meetings are convened by giving at least 7 days' notice to address of the Directors in India or by e mail or similar means, and to serve the Company's specific Board decision needs. The meetings are usually held at the Chairman's office at Jalgaon and via video conferencing, Audio Visual 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.

- Confirm quorum requirements of the 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, via Audit Committee Meeting or circular resolutions, if any.
 - 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, via Annual General Meeting.
 - 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 annually.
 - Appointment or removal / resignation 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 and related matters.
 - Taking on record compliances certificates and minutes of Committees appointed by Board.
 - 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.
 - The Management Discussion and Analysis of financial condition and results of operations;
 - 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 or UPSI is circulated once Annual General Meeting approves the same. In special and exceptional circumstances, additional items on the agenda are permitted by the Chairman with the consent of all the directors present.
- 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 from the date of the respective meeting. The minutes are finalized and entered in the Minutes Book within thirty days from the conclusion of the meeting. Minutes are confirmed at next meeting.

g) Post meeting follow-up mechanism

The Regulations 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) a) The table below gives the composition of Jain Irrigation’s Board and the number of other Directorships and Committee Memberships as on 31st March, 2023.

Sr.	Name of Directors	Other Directorship in Ltd. Co.	Other Directorship in Pvt. Ltd. Co.	Other Foreign Companies	Trust & Non Profit Organization	Membership in Committees of Companies (other than JISL)	Membership in Committees at JISL
1)	Shri. Ashok B. Jain	1	9	Nil	9	Nil	1
2)	Shri. Anil B. Jain	2	6	3	11	Nil	2
3)	Shri. Ajit B. Jain	2	7	5	8	Nil	2
4)	Shri. Atul B. Jain	2	10	5	12	Nil	2
5)	Shri. Devendra Raj Mehta	6	1	Nil	2	Nil	2
6)	Shri. Ghanshyam Dass	3	3	Nil	-	Nil	3
7)	Smt. Radhika Madhukar Dudhat	3	Nil	Nil	Nil	Nil	3
8)	Dr. Harishchandra Prasad Singh	Nil	1	Nil	1	Nil	1
9)	Shri. Johannes Bastiaan Boudewijn Mohrmann	Nil	Nil	Nil	Nil	Nil	2
10)	Dr. Narendra Damodar Jadhav	5	Nil	Nil	1	Nil	2
11)	Shri. Mukul Abinash Sarkar	2	Nil	Nil	Nil	Nil	Nil
12)	Ms. Nancy Marie Barry	Nil	Nil	Nil	1	Nil	2

b) The table below gives the composition of Jain Irrigation’s Board and the number of Directorships in Public Companies as on 31st March, 2023.

Sr.	Name of Directors	Directorship in Ltd. Co.	Name of Limited Company	Category of Directorship
1)	Shri. Ashok B. Jain	2	1) Jain Irrigation Systems Limited	Director-Executive
			2) Jain Vanguard Polybutylene Limited	Director
2)	Shri. Anil B. Jain	3	1) Jain Irrigation Systems Limited	Director-Executive
			2) Sustainable Agro-Commercial Finance Limited	Director
			3) Jain Farm Fresh Foods Limited	Director
3)	Shri. Ajit B. Jain	3	1) Jain Irrigation Systems Limited	Director-Executive
			2) Sustainable Agro-Commercial Finance Limited	Director
			3) Jain Vanguard Polybutylene Limited	Director

Sr.	Name of Directors	Directorship in Ltd. Co.	Name of Limited Company	Category of Directorship
4)	Shri. Atul B. Jain	3	1) Jain Irrigation Systems Limited	Director-Executive
			2) Jain Farm Fresh Foods Limited	Director
			3) Jain Vanguard Polybutylene Limited	Director
5)	Shri. Devendra Raj Mehta	6	1) Jain Irrigation Systems Limited	Independent Director
			2) JMC Projects (India) Limited	Director
			3) Glenmark Pharmaceuticals Limited	Director
			4) Mm Auto Industries Limited	Director
			5) Poly Medicure Limited	Director
			6) Atul rajasthan date palms Limited	Additional Director
6)	Shri. Ghanshyam Dass	4	1) Jain Irrigation Systems Limited	Independent Director
			2) Jain Farm Fresh Foods Limited	Director
			3) Ticker Limited	Director
			4) Spacenet Enterprises India Limited	Director
7)	Smt. Radhika Madhukar Dudhat	4	1) Jain Irrigation Systems Limited	Independent Director
			2) Parag Milk Foods Limited	Director
			3) Jagson Pal Pharmaceuticals Limited	Additional Director
			4). Tips Films Ltd	Director
8)	Dr. Harishchandra Prasad Singh	1	1) Jain Irrigation Systems Limited	Independent Director
9)	Shri. Johannes Bastiaan Boudewijn Mohrmann	1	1) Jain Irrigation Systems Limited	Independent Director
10)	Dr. Narendra Damodar Jadhav	6	1) Jain Irrigation Systems Limited	Independent Director
			2) Tata Teleservices (Maharashtra) Limited	Director
			3) Tata Teleservices Limited	Director
			4) Dhani Services Limited	Director
			5) Sustainable Agro-Commercial Finance Limited	Director
			6) Dhani Loans and Services Limited	Additional Director
11)	Shri. Mukul Abinash Sarkar	3	1) Jain Irrigation Systems Limited	Nominee Director
			2) Hindustan Construction Company Limited	Nominee Director
			3) GPCL Consulting Services Limited	Nominee Director
12)	Ms. Nancy Marie Barry	1	1) Jain Irrigation Systems Limited	Independent Director

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 Six times, AGM was held on 29th September, 2022, during the year.

Date of Board Meetings	
Sr.	Date
1)	30th May, 2022
2)	19th June, 2022
3)	13th August, 2022
4)	30th August, 2022
5)	11th November, 2022
6)	11th February, 2023
7)	29th March, 2023

The attendance details are as follows;

Sr.	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. Devendra Raj Mehta	Director	Independent Director	7	Yes
6)	Shri. Ghanshyam Dass	Director	Independent Director	7	Yes
7)	Smt. Radhika Madhukar Dudhat	Director	Independent Director	7	Yes
8)	Dr. Harishchandra Prasad Singh	Director	Independent Director	7	Yes
9)	Shri. Johannes Bastiaan Boudewijn Mohrmann	Director	Independent Director	6	Yes
10)	Dr. Narendra Damodar Jadhav	Director	Independent Director	7	Yes
11)	Shri. Mukul Abinash Sarkar	Director	Nominee Director (Exim Bank)	7	No*
12)	Ms. Nancy Marie Barry	Director	Independent Director	6	No#
13)	Shri Arvind Mokashi	Director	Director (Nominee SBI)	3	Yes

*He was unable to attend 35th AGM due to health issues.

She was unable to attend 35th AGM due to death in family / close relative.

k) Disclosures about retiring Director

Name, Designation and Qualification	Experience and expertise in specific functional areas	Other Company Directorships, Committee Memberships, Trustee, Proprietor, Partner etc.
Shri Ashok B. Jain, Executive Director	<p>Mr. Ashok Jain is the Chairman of Jain Irrigation Systems Limited and a well-known entrepreneur working for agriculture for the past over 4 decades. He is 56 years old and is the eldest son of Late Dr. Bhavarlal Jain, the Founder Chairman. Mr. Ashok Jain obtained his degree in Commerce from University of Pune. He is an avid sportsman and has represented his alma mater in Cricket, Badminton, Hockey and Football. Mr. Ashok Jain took a keen interest in the business activities of his family firm even as a student, taking part in sales & marketing. He has worked both at Mumbai office on Import- Export & Administration, in the Papain & PVC Pipe manufacturing activities in Jalgaon in his early career. In 1989, he began to look after office and HR Management, Communication function & Public Relations.</p> <p>Appointed as Director of Jain Irrigation in 1993, he focused on marketing of drip irrigation and provision of extension services of farmers throughout the country. In 1996, he was appointed as Vice Chairman of the Company and began to support erection and commissioning activities of the Food Processing Division and Bulk Raw Material purchases. Then, he oversaw the Food Processing Division and Green Energy Product Division being in-charge of Group's overall Administration, Public Relations and Policy Making. He has built experience and expertise in all Divisions of the Company. He leads Company initiatives in maintaining all important relationships with the farming community. He ideates and implements philanthropic activities of the firm as well as family.</p>	<p>Director – Jain Irrigation Systems Ltd.</p> <ol style="list-style-type: none"> Jalgaon Investments Private Limited JAF Products Private Limited Jain Brothers Industries Private Limited Jain Vanguard Polybutylene Limited Cosmos Investment and Trading Private Limited Atlaz Technology Private Limited Timbron India Private Limited Pixel Point Private Limited Jain Eagro.Com India Private Limited, Jain Processed Foods Trading & Investments Private Limited Gandhi Research Foundation(Section 8 Company) Kantabai Bhavarlal Jain Family Knowledge Institute (Section 8 Company) <p>Director in Foreign Companies:</p> <ol style="list-style-type: none"> Jain Investment and Finance BV Jain Overseas Investment Ltd

Name, Designation and Qualification	Experience and expertise in specific functional areas	Other Company Directorships, Committee Memberships, Trustee, Proprietor, Partner etc.												
	<p>He is a Trustee of Gandhi Research Foundation, Vice President of Maharashtra Harijan Sevak Sangh and Founder Director of Mahavir Co-operative Bank. The Government of Maharashtra has also appointed him as a Member of Maharashtra State Board of Technical Education. Maharashtra State Chancellor appointed him as a Senate Member of North Maharashtra University- Jalgaon. Besides this, Government of Maharashtra has also appointed him to the Board of Directors of Government Engineering College- Jalgaon. Central Government of India has nominated him on the board and society of IIM, Raipur. In 2017 he received Maharashtra Corporate Excellence Award (Maxell Award). He has been felicitated by various Organizations for his social contribution. After the passing of our Founder Chairman, Shri. Bhavarlal Jain in 2016, the Board of Jain Irrigation unanimously voted to Mr. Ashok Jain takes the responsibility of becoming the Chairman of the Company.</p>	<p>Partner:</p> <ol style="list-style-type: none"> 1) Jain Healthcare Services (formerly Jain Computer and Allied Services) 2) Jalgaon Metals and Bricks Manufacturing Co. <p>Proprietorship:</p> <ol style="list-style-type: none"> 1) PVC TRADING HOUSE <p>Trust:</p> <ol style="list-style-type: none"> 1) Bhavarlal and Kantabai Jain Foundation 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"> 1) Corporate Social Responsibility Committee 												
	<table border="1"> <thead> <tr> <th data-bbox="448 1093 1043 1122">Designation</th> <th data-bbox="1051 1093 1442 1122">Period</th> </tr> </thead> <tbody> <tr> <td data-bbox="448 1122 1043 1151">Director</td> <td data-bbox="1051 1122 1442 1151">02.06.1992 to 29.03.1993</td> </tr> <tr> <td data-bbox="448 1151 1043 1180">Vice Chairman</td> <td data-bbox="1051 1151 1442 1180">30.03.1993 to 17.08.2002</td> </tr> <tr> <td data-bbox="448 1180 1043 1209">President</td> <td data-bbox="1051 1180 1442 1209">18.08.2002 to 29.09.2005</td> </tr> <tr> <td data-bbox="448 1209 1043 1238">Vice Chairman</td> <td data-bbox="1051 1209 1442 1238">30.09.2005 to 26.02.2016</td> </tr> <tr> <td data-bbox="448 1238 1043 1265">Chairman</td> <td data-bbox="1051 1238 1442 1265">27.02.2016 to till date</td> </tr> </tbody> </table>	Designation	Period	Director	02.06.1992 to 29.03.1993	Vice Chairman	30.03.1993 to 17.08.2002	President	18.08.2002 to 29.09.2005	Vice Chairman	30.09.2005 to 26.02.2016	Chairman	27.02.2016 to till date	
Designation	Period													
Director	02.06.1992 to 29.03.1993													
Vice Chairman	30.03.1993 to 17.08.2002													
President	18.08.2002 to 29.09.2005													
Vice Chairman	30.09.2005 to 26.02.2016													
Chairman	27.02.2016 to till date													

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 and approval (including omnibus) of related party transactions as 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 annual/quarterly 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.
- u) Review submissions to exchanges under SEBI (LODR) Regulation 2015.

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 2023:

Sr.	Name of Director	Designation	Skill Sets
1)	Shri. Ghanshyam Dass	Chairman	Ex-global Banker
2)	Mr. Johannes Bastiaan Boudewijn Mohrmann	Member	Ex-International Financial Institution - IFC
3)	Dr. Narendra Damodar Jadhav	Member	Ex-Dy. Governor RBI
4)	Ms. Nancy Marie Barry	Member	Ex-World Bank
5)	Mr. Anil B Jain	Member	Commerce Graduate, Lawyer

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

The Statutory Auditors were present in all five Audit Committee meetings held during the FY 2022-23.

iii) Audit Committee meetings and attendance

Dates of Audit Committee Meetings in FY 2022-23 are as follows:

Sr.	Date
1)	30.05.2022
2)	12.08.2022
3)	30.08.2022
4)	10.11.2022
5)	10.02.2023

Presence at Audit Committee Meetings:

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Shri. Ghanshyam Dass	Chairman	Independent Director	5	5
Mr. Anil B Jain	Member	Vice Chairman & Managing Director	5	5
Mr. Johannes Bastiaan Boudewijn Mohrmann	Member	Independent Director	5	4
Dr. Narendra Damodar Jadhav	Member	Independent Director	5	5
Ms. Nancy Marie Barry	Member	Independent Director	5	4

iv) General

The representatives of Statutory Auditors are permanent invitees to the Audit Committee meetings. The statutory auditors were present in all five Audit Committee meetings held during the FY 2022-23. 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 29th September, 2022.

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 30th 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 and Key Managerial Personnel.

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 Nomination and Remuneration Committee met as follows during the year 2022-23.

Sr.	Date
1)	29.05.2022
2)	30.08.2022
3)	10.11.2022
4)	10.02.2023

ii) Composition:

Committee consists of following persons as on 31st March, 2023:

Sr.	Name of Director	Designation
1)	Smt. Radhika Dudhat	Chairperson
2)	Dr. Harishchandra Prasad Singh	Member
3)	Ms. Nancy Marie Barry	Member

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

iii) Presence at Nomination and Remuneration Committee Meetings during the year FY 2023 is as follows:

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Smt. Radhika Dudhat	Chair person	Independent Director	4	4
Dr. Harishchandra Prasad Singh	Member	Independent Director	4	4
Ms. Nancy Marie Barry	Member	Independent Director	4	3

iv) Criteria for evaluation of Independent Directors:

Director's Vision, Business & Industry Knowledge, expertise, experiences, Director's Business Commitment & Organizational Leadership, Director's engagement at the Board deliberations, Director's dedicate appropriate time and resources to execute their responsibilities, integrity, honesty, credibility, trustworthiness, an ability to handle conflict constructively and the willingness to address issues proactively.

v) Remuneration Policy

Appointment and Remuneration Policy

- In accordance with Section 178 of the Act, and the SEBI 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.
- 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 taxable and non-taxable and allowances and other benefits taxable and non-taxable like car and telephone, among others, as per the Company's policy. Variable pay is based on

performance of Company and its profitability. 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 and SEBI (LODR) Regulations, 2015.
- 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, specific skill sets and attributes adequate for the position, besides, honesty and integrity.
- 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, acts objectively and constructively while exercising their duties, exercises responsibilities in a bona fide manner in the interest of the Company, devotes sufficient time and attention to his/her professional obligations for informed and balanced decision making, dedicate appropriate time and resources to execute their responsibilities, integrity, honesty, credibility, trustworthiness, an ability to handle conflict constructively, and the willingness to address issues proactively 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 are no stock options issued at discount live at the moment.
- The securities of the Company are not suspended from trading during FY 23.

vi) Remuneration to Directors

The remuneration paid or payable to the Directors for services rendered during FY 2022-23 is given hereunder:

								(Amount in ₹)
Sr.	Name	Designation	Remuneration	Perquisites taxable	Total	Commission	Sitting Fees	Total
A) Executive Directors								
1)	Shri. Ashok B. Jain	Whole Time Director	2,86,11,250	-	2,86,11,250	-	-	2,86,11,250
2)	Shri. Anil B. Jain	Vice Chairman & Managing Director	2,86,11,250	-	2,86,11,250	-	-	2,86,11,250
3)	Shri. Ajit B. Jain	Jt. Managing Director	2,86,11,250	-	2,86,11,250	-	-	2,86,11,250
4)	Shri. Atul B. Jain	Jt. Managing Director & Chief Financial Officer (till 28th February 2023)	2,86,11,250	-	2,86,11,250	-	-	2,86,11,250
Total (A)			11,44,45,000	-	11,44,45,000	-	-	11,44,45,000
B) Non-Executive Directors								
1)	Smt. Radhika Dudhat	Independent Director	-	-	-	10,00,000	8,00,000	18,00,000
2)	Shri. Ghanshyam Dass	Independent Director	-	-	-	10,00,000	8,50,000	18,50,000
3)	Shri. Devendra Raj Mehta	Independent Director	-	-	-	10,00,000	6,00,000	16,00,000
4)	Dr. Harishchandra Prasad Singh	Independent Director	-	-	-	10,00,000	7,00,000	17,00,000
5)	Shri. Johannes Bastiaan Boudewijn Mohrmann	Independent Director	-	-	-	10,00,000	6,50,000	16,50,000
6)	Dr. Narendra Damodar Jadhav*	Independent Director	-	-	-	10,00,000	7,50,000	17,50,000
7)	Ms. Nancy Marie Barry	Independent Director	-	-	-	10,00,000	6,50,000	16,50,000

Sr.	Name	Designation	Remuneration	Perquisites taxable	Total	Commission	Sitting Fees	Total
8)	Shri. Mukul Abinash Sarkar	Nominee Director	-	-	-	10,00,000	3,50,000	13,50,000
9)	Shri Arvind Mokashi	Nominee Director	-	-	-	-	1,50,000	1,50,000
Total (B)			-	-	-	80,00,000	55,00,000	1,35,00,000
Grand Total A+B			11,44,45,000	-	11,44,45,000	80,00,000	55,00,000	12,79,45,000

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

vii) Terms of Appointment of Executive Directors:

Sr.	Name	Period	Basic Remuneration Per annum (₹) From 1st April, 2022 to 31st March, 2023	Commission
1)	Shri. Ashok B. Jain	Reappointed w.e.f. 1st October, 2018 to 30th September, 2023	2,86,11,250	NIL
2)	Shri. Anil B. Jain		2,86,11,250	NIL
3)	Shri. Ajit B. Jain		2,86,11,250	NIL
4)	Shri. Atul B. Jain		2,86,11,250	NIL

Perquisites*: (Common to all above)

Only taxable perquisites are to be included in the ceiling for remuneration.

Non Taxable

- 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.

- Housing:** Rent free furnished accommodation or house rent allowance in lieu thereof upto 15% of salary or Actual Rent per month, whichever is lower;
- 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;
- Leave Travel Expenses:** Leave Travel Expenses for self and family in accordance with the policy of the Company and Income Tax Rules;
- Club Fees:** Fees of Clubs subject to a maximum of two clubs.
- Personal accident insurance premium:** Personal accident insurance under Group Personal Accident Policy of the Company;
- 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;
- 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 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
- Three meetings of SRC were held on 29th May, 2022, 10th November 2022 and 10th February, 2023 during the year FY 2022-23.

i) Stakeholders Relationship Committee (SRC) comprises of the following as on 31st March, 2023:

Sr.	Name of Member	Designation
1)	Dr. Narendra Damodar Jadhav	Chairman
2)	Shri Ajit B. Jain	Member
3)	Dr. Harishchandra Prasad Singh	Member

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
Dr. Narendra Damodar Jadhav	Chairperson	Independent Director	3	3
Dr. Harishchandra Prasad Singh	Member	Independent Director	3	3
Shri Ajit B. Jain	Member	Executive Director	3	3

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

iii) Shareholders queries received, solved and pending during the year ended 31st March 2023

Sr.	Nature of Complaints	Op. Balance	Received	Resolved	Balance
1)	Non-receipt of Shares after transfer	-	2	2	-
2)	Non-receipt of dividend	-	2	2	-
Total		-	4	4	-

SEBI Complaints Redressal System (SCORES): The investor complaints are processed in a 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 4 complaints during the year through scores.

6) Corporate Social Responsibility

i) Brief description of the Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by the Board of Directors of the Company, as per section 135 of the Companies Act, 2013. The Corporate Social Responsibility Committee has met on 29th May, 2023 and 11th February, 2023.

ii) Composition

The composition of the Committee meets the legal requirements. Committee consists of following persons as on 31st March, 2023.

Sr.	Name of Member	Designation
a)	Shri. D. R. Mehta	Chairman
b)	Shri. Ashok B. Jain	Member
c)	Shri. Atul B. Jain	Member

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

Presence at Committee (CSR) meeting held 29th May, 2023 and 11th February, 2023.

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Shri. D. R. Mehta	Chairman	Chairman	2	2
Shri Ashok B. Jain	Member	Executive Director	2	2
Shri. Atul B. Jain	Member	Executive Director	2	2

iii) Role(s) of the Committee

- a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;
- b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- c) monitor the Corporate Social Responsibility Policy of the Company from time to time.
- d) Appoint agencies for undertaking CSR work on behalf of Company.

7) 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 has met on :

Sr.	Date
1)	29.05.2022
2)	10.11.2022
3)	11.02.2023

ii) Composition

The composition of the Committee meets the legal requirements. Committee consists of following persons as on 31st March, 2023.

Sr.	Name of Member	Designation
a)	Shri Ghanshyam Dass	Chairman
b)	Shri Ajit B. Jain	Member
c)	Shri Atul B. Jain	Member
d)	Smt. Radhika M. Dudhat	Member
e)	Shri D.R. Mehta	Member
f)	Shri Bastiaan Mohrmann	Member

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

Presence at Committee (RMC) meeting held on 12.02.2022:

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Shri. Ghanshyam Dass	Chairperson	Independent Director	3	3
Shri Ajit B. Jain	Member	Executive Director	3	3
Shri Atul B. Jain	Member	Executive Director	3	3
Smt. Radhika M. Dudhat	Member	Independent Director	3	3
Shri D. R. Mehta	Member	Independent Director	3	3
Shri Bastiaan Mohrmann	Member	Independent Director	3	3

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.
- To oversee risk mitigation plans and strategy.

8) Sub Committee (RP)

i) Brief description of the Sub Committee (RP)

The Sub Committee (RP) was constituted by the Board of Directors of the Company as on 14th February, 2020, which shall be primarily responsible for implementing Resolution Plan.

ii) Composition

The composition of the Committee meets the legal requirements. Committee consists of following persons as on 31st March, 2023.

Sr.	Name of Member	Designation
1)	Shri. Anil B. Jain	Chairman
2)	Shri. Ghanshyam dass	Member
3)	Smt. Radhika Madhukar Dudhat	Member

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

iii) Sub Committee - RP Meeting

Sr.	Date
1)	21.06.2022
2)	24.06.2022

Presence at Sub Committee - RP Meetings:

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Shri. Anil B. Jain	Chairperson	Executive Director	2	2
Shri. Ghanshyam Dass	Member	Independent Director	2	2
Smt. Radhika M. Dudhat	Member	Independent Director	2	2

iv) Role(s) of the Committee

- Accept the sanctions of respective Lender in terms of Resolution Plan.
- Approve and Execute Agreements and other documents, to accept amendments to such Agreements/ and other documents as and when become necessary as well as delegate authority to officials of the Company to sign, execute and deliver the documents as may be necessary.
- Accept/approve conversion of existing loan into NCD's, ECB, Term Loan and other securities in terms of Resolution Plan.
- Issue and allotment of Secured Redeemable Non-Convertible Debentures or other securities to lenders as per terms of Resolution Plan accepted by the respective lender and as per applicable regulation/provisions of SEBI ICDR Regulations 2009 and/ or FEMA Guidelines etc as may be applicable and the Listing Agreements, LODR etc.

- File Return of allotment in Form 2 with Registrar of Companies, Maharashtra, Mumbai within prescribed time.
- To approach Stock Exchanges for complying various formalities to enable listing and trading of NCD's if any, on all exchanges where the Company's shares are listed, including but not limited to signing of application, agreement, declaration, undertakings and such other documents as the Stock Exchanges may require or payment of fees etc.
- To take all action on matters arising out of or incidental or consequential to the above, and to give such directions or instructions for settling any, doubt or difficulty which may arise with request to implementation of the terms of Resolution Plan?
- To convene Postal Ballot and/or shareholder's General Meeting and appoint Scrutineer etc. to conduct poll etc.
- To do all things/action required to fully implement / oversee the Resolution plan.

9) 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) Bank's, 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, 2023.

Name	Designation	Meetings held	Meetings Attended
Shri Anil B. Jain	Chairman	15	15
Shri Ajit B. Jain	Member	15	15
Shri Atul B. Jain	Member	15	15

The Operations Review Committee has met 15 times during the FY 2022-23.

10) 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
2019-20	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001 Through Video Conferencing/Audio Visual Means	30.12.2020	11.00 AM
2020-21	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001 Through Video Conferencing/Audio Visual Means	29.09.2021	09.00 AM
2021-22	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001 Through Video Conferencing/Audio Visual Means	29.09.2022	11.00 AM

ii) Special Resolutions passed:

Date of Meeting	Matter of Special Resolution
33rd AGM held on 30th December, 2020	Alteration in Articles of Association.
34th AGM held on 29th September, 2021	Issuance of Ordinary Equity Shares to Promoter's Group Corporate Entity on Preferential Basis
	Issuance of Equity Share Warrants to Promoter's Group Entity on Preferential Basis
	Allotment of Ordinary Equity Shares To Domestic Lenders under Resolution Plan
	Allotment of Ordinary Equity Shares to Non Domestic Lenders under Resolution Plan
	Issuance of Equity Share Warrants to Shantakaram Financial Advisory Services Pvt. Ltd. on Preferential Basis
	Issuance of Equity Share Warrants to Subhkam Ventures (I) Private Limited on Preferential Basis
	To Seek Approval Under Section 180(1)(a) Of the Companies Act, 2013, inter alia, for Creation/ Modification of Mortgage or Charge on The Assets, Properties or Undertaking(S) of the Company
35th AGM held on 29th September, 2022	To Increase the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of The Companies Act, 2013
	Payment of Commission to Independent/Non-Executive Directors

b) Extra Ordinary General Meeting: None

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

iv) Procedure for Postal Ballot:

- 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.
- Shareholders holding Shares in electronic mode: Company has appointed National Security Depository Limited for conducting e-Voting by the members of the Company last year.

11) Disclosures

i) Management Discussion and Analysis:

36th Annual Report has a detailed chapter on Management Discussion and Analysis.

ii) Related Party Transaction (RPT):

The Company has not entered into any 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 on an omnibus basis annually and also quarterly. The Company does have trading relations with some of its trading wholly-owned subsidiary entities. The Audit Committee and Board on 30th May, 2022 approved on an omnibus basis RPT of ₹ 5,700 million under the provisions of Section 188 of the Act.

The details of related party transactions are given in detail in Note 33 of the Standalone Financial Statements of the Company for the year ended 31st March 2023.

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, 2023.

There are no transactions of material RPT in Financial year 2023

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., Practicing Company Secretaries Firm, to conduct secretarial audit of its records and documents for the Financial Year 2022-23. V. Laxman & Co., Practicing Company Secretaries.

N.L.Bhatia and Associates have 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 2022-23.

The secretarial audit report confirms that the Company and its subsidiary i.e Jain Farm Fresh Foods Limited have certain qualifications and not 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 Regulations 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 2022-23 are as under:

- Number of complaints filed during the financial year : **Nil**
- Number of complaints disposed of during the financial year : **Nil**
- 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 ₹ 96,77,204 (Rupees Ninety Six Lakhs, Seventy Seven Thousand, Two Hundred Four Only) for FY 2022-23, 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.

Particulars	Amount (₹ in Million)
Statutory Audit	5.00
Limited Review	3.00
Tax Audit	1.00
Certification and other matter	0.68
Total	9.68

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

The Company has raised funds through preferential allotment and allotted Ordinary Equity Shares to Promoters Group Corporate Entity, Domestic Lenders and Non-Domestic Lenders and Equity Share Warrants to Promoters Group Corporate Entity and new Investors on preferential basis, under the Resolution Plan.

x) Recommendations of Committees of the Board

There were no instances during the financial year 2022-23, 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.**

Sr. Name	Designation	Skill Sets
1) Shri. Ashok B. Jain	Chairman	He is one of the promoters and has experience of 40 years. He is B.Com
2) Shri. Anil B. Jain	Vice Chairman and Managing Director	He is one of the promoters and has experience of 38 years. He is Lawyer and B.Com. He is a veteran professional with over 32 years of experience in core strategic areas such as finance and banking, domestic and international marketing, strategic planning, horizontal and vertical expansion, and change management.
3) Shri. Ajit B. Jain	Joint Managing Director	He is one of the promoters and has experience of 38 years. He is Mechanical Engineer by profession
4) Shri. Atul B. Jain	Joint Managing Director and Chief Financial Officer	He is one of the promoters and has experience of 31 years. He is B.Com Graduate.
5) Shri. Devendra R. Mehta	Director-Independent	He was the Chairman of Securities and Exchange Board of India (SEBI), an apex regulatory body that deals with the regulation and development of the capital market in India and Ex.Dy. Governor, Reserve Bank of India. He has been credited with transforming the capital market in India into a modern, efficient, safe, vibrant and a very investor friendly one.
6) Shri. Ghanshyam Dass	Director-Independent	He has had an outstanding career in domestic, international banking and capital markets for over 34 years, during which he developed a firm understanding of the complexities of international markets and NASDAQ representative in India.
7) Ms. Radhika Dudhat	Director-Independent	She has worked on a wide range of transactional work in the areas of regulatory advisory, real estate, intellectual property rights, projects and project financing, corporate advisory and documentation and legal risk management advisory.
8) Shri. Harishchandra Prasad Singh	Director-Independent	In his career spanning 44 years, he has outstandingly contributed to research, education and development of horticulture and agriculture.
9) Johannes Bastiaan Boudewijn Mohrmann	Director-Independent	He has over 37 years of multi-disciplinary experience across private sector, development, SME development, environmental sustainability and program management. He is Ex-International Financial Corporation.
10) Dr.Narendra Jadhav	Director-Independent (w.e.f. 01.08.2020)	He holds distinguished positions including Member, Planning Commission, Member, National Advisory Council (NAC), Vice- Chancellor of University of Pune and the Chief Economist, Dy. Governor, Reserve Bank of India.
11) Shri Mukul Sarkar	Nominee Director Of Exim Bank (w.e.f. 01.08.2020)	He 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.
12) Ms.Nancy Barry	Director-Independent (w.e.f. 01.08.2020)	She is currently the President and CEO of NBA Enterprise Solutions to Poverty since 2006 and Ex-World Bank

12) 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 Lokmat & Navshakti Marathi newspapers circulated over Jalgaon district and Free Press Journal published on an all India basis. These results are simultaneously posted on the website of the Company (<http://www.jains.com>)

ii) Press Release and Investor Presentation

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

iii) Quarterly Results are published in News Paper: Free Press Journal (English), Navshakti & Lokmat (Marathi)

Sr.	Date of Meeting	Date of Publishing Quarterly Results
1)	30.05.2022	31.05.2022
2)	13.08.2022	14.08.2022
3)	11.11.2022	13.11.2022
4)	26.05.2023	27.05.2023

iv) 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).

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).

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.

13) General Shareholders Information

i) General Shareholders Information

i) Annual General Meeting: Day, Date, Time & Venue	36th Annual General Meeting at 10.00 AM on Friday, 8th September, 2023 at the Registered Office at Jain Plastic Park, N H No. 6, Bambhori, Jalgaon-425001 and electronically	
ii) Financial Year	1st April 2022 to 31st March 2023	
iii) Book Closure Dates	1st day, of September, 2023 to 8th day, of September, 2023 (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	Ordinary Equity Shares	DVR Equity Shares
The Bombay Stock Exchange, Mumbai	500219 JISLJLEQS	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:	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 146,144 MT for FY 2022-23) is derivative of crude oil and price of polymer fluctuate 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 2022-23
a) Ordinary Equity Shares Quotations

Month	Bombay Stock Exchange				National Stock Exchange			
	Date	High*	Date	Low*	Date	High*	Date	Low*
Apr-22	07-Apr-22	48.25	28-Apr-22	40.75	07-Apr-22	48.25	01-Apr-22	40.80
May-22	31-May-22	42.00	12-May-22	32.10	31-May-22	42.00	12-May-22	32.00
Jun-22	22-Jun-22	43.90	20-Jun-22	30.30	22-Jun-22	43.80	20-Jun-22	30.30
Jul-22	21-Jul-22	37.50	15-Jul-22	32.80	21-Jul-22	37.55	15-Jul-22	32.80
Aug-22	29-Aug-22	42.25	08-Aug-22	34.50	29-Aug-22	42.30	05-Aug-22	34.75
Sep-22	07-Sep-22	46.70	30-Sep-22	36.30	07-Sep-22	46.70	30-Sep-22	36.25
Oct-22	04-Oct-22	38.35	17-Oct-22	35.45	04-Oct-22	38.20	31-Oct-22	35.50
Nov-22	09-Nov-22	37.85	18-Nov-22	32.25	09-Nov-22	37.85	22-Nov-22	32.65
Dec-22	16-Dec-22	37.00	26-Dec-22	29.25	16-Dec-22	37.00	23-Dec-22	29.40
Jan-23	11-Jan-23	35.25	30-Jan-23	28.55	11-Jan-23	35.30	30-Jan-23	28.50
Feb-23	01-Feb-23	32.25	28-Feb-23	26.50	01-Feb-23	32.25	28-Feb-23	26.50
Mar-23	31-Mar-23	35.80	01-Mar-23	26.57	31-Mar-23	35.85	01-Mar-23	26.55

b) DVR Shares Quotations

Month	Bombay Stock Exchange				National Stock Exchange			
	Date	High*	Date	Low*	Date	High*	Date	Low*
Apr-22	13-Apr-22	25.00	01-Apr-22	20.20	11-Apr-22	25.00	01-Apr-22	20.05
May-22	24-May-22	22.85	24-May-22	12.65	17-May-22	22.50	11-May-22	17.90
Jun-22	22-Jun-22	23.75	20-Jun-22	17.00	22-Jun-22	24.00	20-Jun-22	17.00
Jul-22	29-Jul-22	22.00	08-Jul-22	18.90	29-Jul-22	20.90	04-Jul-22	17.40
Aug-22	22-Aug-22	24.20	10-Aug-22	19.20	30-Aug-22	21.60	05-Aug-22	19.25
Sep-22	08-Sep-22	24.45	19-Sep-22	19.45	08-Sep-22	24.20	26-Sep-22	19.65
Oct-22	04-Oct-22	20.20	13-Oct-22	18.40	03-Oct-22	20.80	13-Oct-22	18.25
Nov-22	09-Nov-22	20.75	23-Nov-22	18.30	09-Nov-22	20.85	22-Nov-22	18.30
Dec-22	02-Dec-22	20.40	23-Dec-22	16.80	07-Dec-22	20.30	23-Dec-22	16.80
Jan-23	11-Jan-23	19.30	30-Jan-23	17.00	16-Jan-23	19.35	30-Jan-23	17.10
Feb-23	23-Feb-23	18.70	27-Feb-23	15.20	01-Feb-23	18.45	28-Feb-23	15.25
Mar-23	21-Mar-23	18.84	01-Mar-23	15.30	21-Mar-23	18.95	21-Mar-23	15.30

iii) Sensex and Nifty

Month	Sensex		Nifty	
	High	Low	High	Low
Apr-22	60,845.10	56,009.07	18,114.65	16,824.70
May-22	57,184.21	52,632.48	17,132.85	15,735.75
Jun-22	56,432.65	50,921.22	16,793.85	15,183.40
Jul-22	57,619.27	52,094.25	17,172.80	15,511.05
Aug-22	60,411.20	57,367.47	17,992.20	17,154.80
Sep-22	60,676.12	56,147.23	18,096.15	16,747.70
Oct-22	60,786.70	56,683.40	18,022.80	16,855.55
Nov-22	63,303.01	60,425.47	18,816.05	17,959.20
Dec-22	63,583.07	59,754.10	18,887.60	17,774.25
Jan-23	61,343.96	58,699.20	18,251.95	17,405.55
Feb-23	61,682.25	58,795.97	18,134.75	17,255.20
Mar-23	60,498.48	57,084.91	17,799.95	16,828.35

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: 022-49186000; Fax: 022 49186060; 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: 022-49186000, Fax: 022-49186060, 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, 2023

Ordinary Equity Shares

Month	Physical		Demat (NSDL)		Demat (CDSL)	
	No. of transfer	No. of shares	No. of request	No. of shares	No. of request	No. of shares
Apr-22	0	0	6	1125	3	360
May-22	0	0	9	4280	10	1390
Jun-22	0	0	5	1230	7	1610
Jul-22	4	1170	8	5770	4	1225
Aug-22	2	500	8	3610	7	6865
Sep-22	2	50	3	230	4	1100
Oct-22	0	0	5	680	5	775
Nov-22	0	0	7	945	3	930
Dec-22	1	175	7	1400	5	1650
Jan-23	1	125	10	2855	2	4175
Feb-23	2	195	8	3805	6	660
Mar-23	1	895	12	2645	4	430
Total	13	3110	88	28575	60	21170

DVR Equity Shares

Month	Physical		Demat (NSDL)		Demat (CDSL)	
	No. of transfer	No. of shares	No. of request	No. of shares	No. of request	No. of shares
Apr-22	0	0	5	44	2	16
May-22	0	0	4	90	2	20
Jun-22	0	0	5	47	3	113
Jul-22	3	48	8	304	4	53
Aug-22	2	24	7	113	4	56
Sep-22	1	2	2	33	5	60
Oct-22	0	0	3	20	4	24
Nov-22	0	0	5	36	4	78
Dec-22	1	8	9	187	0	0
Jan-23	0	0	5	127	1	25
Feb-23	2	9	2	2	1	8
Mar-23	2	56	2	16	4	29
Total	11	147	57	1019	34	482

vi) Distribution of Shareholding: As at 31st March, 2023

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	153363	75.67	2,24,64,873	4,49,29,746	3.72
501-1000	20445	10.09	1,68,49,542	3,36,99,084	2.79
1001 - 2000	11764	5.80	1,82,06,513	3,64,13,026	3.01
2001 - 3000	4692	2.31	1,21,69,249	2,43,38,498	2.01
3001 - 4000	2278	1.12	82,56,300	1,65,12,600	1.37
4001 - 5000	2328	1.15	1,10,97,501	2,21,95,002	1.84
5001 - 10000	3741	1.85	2,87,01,353	5,74,02,706	4.75
10001 & Above	4075	2.01	48,68,99,353	97,37,98,706	80.53
Total	2,02,686	100.00	60,46,44,684	1,20,92,89,368	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	42283	93.06	2131192	42,62,384	11.05
501 - 1000	1453	3.20	1212366	24,24,732	6.28
1001 - 2000	781	1.72	1198117	23,96,234	6.21
2001 - 3000	291	0.64	747070	14,94,140	3.87
3001 - 4000	140	0.31	509155	10,18,310	2.64
4001 - 5000	121	0.27	578904	11,57,808	3.00
5001 - 10000	187	0.41	1383511	27,67,022	7.17
10001 & Above	181	0.40	11533989	2,30,67,978	59.78
Total	45,437	100.00	1,92,94,304	3,85,88,608	100.00

vii) Physical & Dematerialisation Shares as on 31st March, 2023

Equity Shareholding as on 31.03.2023

Type	Shares	Members	%
NSDL	40,34,43,048	91,123	66.72
CDSL	19,97,25,531	1,04,788	33.03
Demat Total	60,31,68,579	1,95,911	99.76
Physical	14,76,105	6,775	0.24
Grand Total	60,46,44,684	2,02,686	100.00

JISL DVR Shareholding as on 31.03.2023

Type	Shares	Members	%
NSDL	1,15,60,238	21,447	59.92
CDSL	76,22,772	15,716	39.51
Demat Total	1,91,83,010	37,163	99.42
Physical	1,11,294	8,274	0.58
Grand Total	1,92,94,304	45,437	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-22	36,624	93,56,333	4,157.68	1,26,397	7,40,53,570	32,964.75
May-22	41,071	77,77,355	2,908.05	1,23,998	4,76,86,328	17,881.45
Jun-22	54,346	1,28,13,710	5,014.93	1,97,270	9,69,06,005	38,289.49
Jul-22	30,597	1,00,60,777	3,556.32	80,544	3,49,15,054	12,389.17
Aug-22	35,045	1,24,58,675	4,738.41	1,14,060	5,75,39,982	22,129.56
Sep-22	44,937	1,30,29,911	5,511.47	1,71,503	8,34,58,738	35,478.40
Oct-22	15,912	61,90,454	2,278.69	51,153	2,42,57,436	8,914.16
Nov-22	23,361	66,99,917	2,286.16	77,646	3,52,60,118	12,133.78
Dec-22	37,927	1,44,20,238	4,887.80	1,18,764	6,40,92,710	21,651.74
Jan-23	22,589	93,14,122	3,039.15	94,205	4,32,44,326	14,095.83
Feb-23	22,474	85,22,194	2,459.90	76,653	3,03,93,076	8,852.15
Mar-23	46,536	1,59,97,935	4,912.90	1,81,650	10,46,64,317	32,518.25

ii) DVR Equity Shares

Months	BSE Mumbai			National Stock Exchange		
	No. of Transactions	No. of Shares	Turnover (₹ in Lacs)	No. of Transactions	No. of Shares	Turnover (₹ in Lacs)
Apr-22	1,698	1,75,537	40.20	4,469	7,09,094	163.57
May-22	1,049	1,08,173	21.87	3,416	4,89,247	99.79
Jun-22	2,436	3,19,750	67.62	9,788	18,40,318	394.66
Jul-22	1,075	83,019	16.52	3,380	4,69,644	92.77
Aug-22	1,292	1,12,603	23.05	4,244	7,03,520	144.41
Sep-22	2,570	2,63,969	57.97	7,934	16,06,068	354.92
Oct-22	928	80,639	15.54	3,246	3,62,173	69.61
Nov-22	1,867	1,35,296	26.08	8,376	11,77,750	228.66
Dec-22	2,105	1,56,527	29.60	8,511	12,48,877	237.00
Jan-23	2,023	72,506	13.52	6,748	8,74,806	163.88
Feb-23	2,501	75,479	12.70	6,035	4,47,912	76.52
Mar-23	3,730	2,11,430	35.95	11,570	26,87,251	463.80

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

- Out of a total of 13,48,300 (post-Split 67,42,500) European Depositary 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 2023. However the conversion into underlying Equity Shares does not impact the Share capital in any manner whatsoever.
- 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) Regulations 1999 (the 'SEBI Regulations') 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 are already granted 11, November 2022 to the Eligible Employees of the Company shall be 43,56,000 Ordinary Equity Shares of face value ₹ 2/- each vesting is in 3 years.
 - 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) 7,48,63,500 Equity Share Warrants Issued to Promoter Group Corporate Entity and Investors during the financial year 2021-22 of which 1,20,40,623 share warrants were converted into Ordinary Equity Shares on 24th June 2022, rest can be converted in FY 24.

x) Additional Information

a) Web Links

Sr.	Description	Link
1)	Policy for determining Material Subsidiaries	https://www.primeinfobase.in/z_JISLJALEQS/files/JISL_Policy_on_Determining_Material_Subsiary.pdf
2)	Policy on Materiality and Dealing with Related Party Transactions	https://www.primeinfobase.in/z_JISLJALEQS/files/Policy_on_Materiality_and_Dealing_with_Related_Party_Transactions.pdf

b) 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 quoting Client ID/DP ID and/or Folio No.:

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

Phone: 022-49186000; Fax: 022-49186060; ; Mail-id: mumbai@linkintime.co.in and rnt.helpdesk@linkintime.co.in

Web: www.linkintime.co.in.

c) Unclaimed Dividend: The details of unclaimed dividend are as follows as on 31st March 2023

Sr.	Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2023 (₹)	Due date for transfer to IE & PF (on or before)
1)	2015-16	30.09.2016	29.09.2023	13,48,144.00	04.11.2023
2)	2016-17	28.09.2017	27.09.2024	17,17,807.50	02.11.2024
3)	2017-18	28.09.2018	27.09.2025	21,36,993.00	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 30th September, 2022 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 2015-16 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: 022-49186000 Fax: 022-49186060 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

14) Non Mandatory Requirements:

The Company is also currently meeting the non mandatory requirements as under

a) The Company has no executive/non 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 and unmodified.

d) The Company has separate post of Chairman and Managing Director/Chief Executive Officer.

e) The internal auditor reported directly to the Audit Committee.

15) The disclosure of compliance with corporate governance requirements

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1) 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

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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
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)	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 28th January, 2022
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

16) 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

17) PCS's Certificate on Corporate Governance

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

18) 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, Shirsoli Road, District- Jalgaon- 425001 Maharashtra.
- iii) **Jain Food Park**, Jain Valley, Shirsoli Road, District- Jalgaon 425001 Maharashtra.
- iv) **Jain Energy Park**, Jain Hills, Shirsoli Road, Jalgaon Dist. Jalgaon - 425001 Maharashtra.
- v) **Chittoor Food Plant - Unit No. 01**, 100 Gollapali Gangadhara Village, Nellore (Mandal), Dist. Chittoor- 517 125.
- vi) **Chittoor Food Plant Unit No. 02**, Avalkonda Road, Gangadhara Village, Nellore (Mandal), Dist. Chittoor- 517 125.
- vii) **Kondamadgu** S.No.587 & 588, Kondamadgu (Village), Bibi Nagar (Mandal), Nalgonda Dist. (A.P)- 508 126.

- viii) **Udumalpet** S.F. No 248/2, 3, Ellayamuthur village, Udumalpet, Tirupur District, Tamilnadu – 642154 India
- ix) **Vadodara** Jain Food Park, Village - Dhobikuva, Post: Muvad, Tal. Padra, Dist. Vadodra.
- x) **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.

19) Plants Location - Overseas

- i) **Jain America Inc. – [Plastic Building Products]**
1000 Sheridan Street , Chicopee MA 01022
- ii) **Jain Farm Fresh Food Inc.**
2525 Cooper Ave, Merced, CA 95348
- iii) **Sleaford Quality Foods Ltd. [UK] [Canned & Dehydrated Food]**
Woodbridge Road, Sleaford, UK, NG34 7JX
- iv) **Excel Plastics Ltd.**
Kingscourt Road, Carrickmacross, Co. Monaghan, Ireland
- v) **Innovafood NV -**
Westpoort 64, 2070 Zwijndrecht, Belgium.
- vi) **Northern Ireland Plastics Ltd.**
39 Shrigley Road, Killyleagh, Killyleagh.
- vii) **Jain Farm Fresh Gida Sanayi Ve Ticaret Anonim Sirketi**
JAIN FARM FRESH GIDA SAN. VE TİC. A.Ş., Zafer SB Mahallesi Zeytin Sokak No:3, Ege Serbest Bölgesi Gaziemir / İZMİR

DECLARATION FROM THE MANAGING DIRECTOR

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

To,

The Members of
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 2023. The Company has also complied with the provisions of the SEBI(LODR) Regulations, 2015 as applicable to it during the year ended 31st March 2023.

For Jain Irrigation Systems Limited

Date : **8th, August, 2023**
Place : **Jalgaon**

Anil B. Jain
Vice Chairman and Managing Director

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

To,
The Members,
Jain Irrigation Systems Limited
N.H.No.6, Bambhori, Jalgaon MH 425001

I have examined all relevant records of Jain Irrigation Systems Limited (hereinafter referred to as "the Company") for the purpose of certifying compliance of the disclosure requirements and corporate governance norms as specified for the listed companies under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Schedule V of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended 31st March, 2023. I have obtained all the information and explanations to the best of our knowledge and belief, which were necessary for the purpose of this certification.

I state that the compliance of conditions of corporate governance is the responsibility of the management, my examination was limited to 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.

In my opinion and to the best of our information and according to the explanations given to me, I certify that the Company has complied with the conditions of corporate governance as specified for a listed company.

I 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.

For **Amrita Nautiyal & Associates**
PR No. 1332/2021

CS Amrita Nautiyal
Proprietor

FCS No. 5079 / CP No. 7989
UDIN: **F005079E000766367**

Place: **Mumbai**
Date: **8th, August, 2023**