

# ANNEXURE III

## CORPORATE GOVERNANCE REPORT

### 1) Corporate Governance

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

#### Company's Philosophy on code of Corporate Governance

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

The Company has three tiers of the governance pyramid:

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

Each of the tier operates within the given parameters as per prevailing laws and regulations or the practices prevalent in the industry.

### 2) Board of Directors

#### a) Board Composition

The Board of Directors of the Company comprises of Executive and Non-Executive Directors. The Founder of the diversified Company Jalgaon, Padma Shri Dr. Bhavarlal H. Jain, passed away on 25.02.2016. Dr. Bhavarlal Jain was the Non-Executive Chairman of the Company Shri Ashok B. Jain Vice- Chairman of the Company appointed as Chairman of the Board of Directors and the Company with effect from 27<sup>th</sup> February, 2016.

Since Shri. Ashok B. Jain is Executive Chairman, the strength of Independent Directors is mandated at half of the strength of the Board. The Board has 5 independent members in the total strength of 10 Members. The Executive Directors are 5 in view of the diverse nature of business of the Company. The Independent Directors are professionals in their field and possess background of financial, legal and agriculture fields. 3 Independent Directors out of the 5 Directors are with the Company Board for less than 10 years at present. At present in terms of the Articles of Association the strength of the Board shall not be less than 3 and not more than 14.

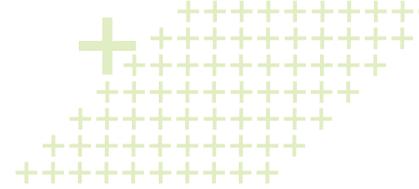
The composition of the Board and category of Directors are as follows:

Name of Director	Category
Shri. Ashok Bhavarlal Jain	Promoter Director- Executive
Shri. Anil Bhavarlal Jain	Promoter Director- Executive
Shri. Ajit Bhavarlal Jain	Promoter Director- Executive
Shri. Atul Bhavarlal Jain	Promoter Director- Executive
Shri. R. Swaminathan	Non-Promoter Director Executive
Shri. Devendra Raj Mehta	Non-Promoter – Independent Director
Shri. Ghanshyam Dass	Non-Promoter – Independent Director
Shri. Vasant V. Warty	Non-Promoter – Independent Director
Smt. Radhika C. Pereira	Non-Promoter – Independent Director
Dr. H. P. Singh	Non-Promoter – Independent Director

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

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

The following is the composition of the Board on 31<sup>st</sup> March, 2017:



As on	Executive Directors	NonExecutive Directors	Total Strength
31 <sup>st</sup> March, 2017	5	5	10
At present	5	5	10

#### b) Meetings of Independent Directors

The Independent Directors of the Company have met once on October 16, 2016 without the presence of Executive Directors or management personnel. Such meeting was conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the chairman of the meeting. The chairman of the meeting takes appropriate steps to present Independent Directors' views to the Chairman and Managing Director of the Company.

#### c) Code of Conduct

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

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

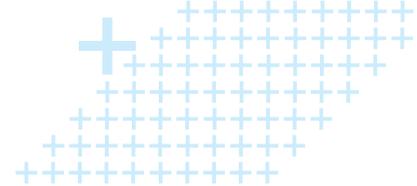
A minimum four of pre-scheduled Board meetings are held annually. Additional Board meetings depend on importance of matters. Additional Board Meetings convened by giving at least 7 days notice to address the Company's specific decision needs. Resolutions are passed by circulation in case of eligible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

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

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

- Appointment of Chairman, if the Chairman of the Company is not present at the Board meeting.
- Grant leave of absence, if any.
- Review and confirm the minutes of previous Board meeting and Committee decisions.
- Brief on statutory developments, changes in government policies, among others with impact thereof, Directors' responsibilities arising out of any such developments.
- Quarterly/annual divisional performance vis a vis the Budget for the financial quarter/year adopted by Board and reasons and details for variations, if any.
- Annual operating plans of businesses and budgets including capital budgets and any updates.
- Quarterly results of the Company and review performance of various Segments of Business.
- Company's Annual Financial Results, Financial Statements, Auditors' Report and Board's Report
- Show cause, demand, prosecution notices and penalty notices, which are materially important.

- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
  - Non-compliance of any regulatory, statutory or listing requirements, and shareholders' services.
  - Appointment, remuneration and resignation of Directors.
  - Formation/reconstitution of Board Committees.
  - Terms of reference of Board Committees, important Transactions by Board of unlisted subsidiary companies.
  - Declaration of Independent Directors at the time of appointment/annually.
  - Disclosure of Directors' interest and their shareholding.
  - Appointment or removal of the Key Managerial Personnel.
  - Appointment of Internal Auditors, Cost Auditor, Statutory Auditors and Secretarial Auditors (Audit Committee)
  - Quarterly / Annual Secretarial Audit reports submitted by Secretarial Auditors recommended by Audit Committee.
  - Dividend declaration.
  - Quarterly summary of all long-term borrowings made, bank guarantees issued and loans and investments made.
  - Significant changes in accounting policies and internal controls.
  - Takeover of a company or acquisition of a controlling or substantial stake in another company.
  - Statement of significant transactions, related party transactions and arrangements entered by unlisted subsidiary companies.
  - Issue of securities or fund raised generally.
  - Recommending appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee.
  - Internal Audit findings and External Audit Reports (through the Audit Committee).
  - Proposals for major investments, mergers, amalgamations and reconstructions.
  - Status of business risk exposures, its management and related action plans.
  - Making of loans and investment of surplus funds.
  - Borrowing of monies, giving guarantees or providing security in respect of loans (Through Operations Review Committee within Budget limits approved annually).
  - Significant write off's/disposals or incidents of fraud/theft etc.
  - Convene general meetings of shareholders.
  - Taking on record compliances certificates and minutes of Committees appointed by Board.
- The Chairman, Vice Chairman & Managing Director and Company Secretary in consultation with other concerned members of the senior management, finalise the agenda for Board/Committee meetings.



#### e) Board material distributed in advance

The agenda notes are circulated to Directors seven days in advance. The agenda papers are serially numbered with Index of contents. The documents which are not practicable to attach to the agenda are circulated at meeting. In special and exceptional circumstances, additional items on the agenda are permitted by the Chairman.

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

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

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

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

#### h) Compliance

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

#### i) The table below gives the composition of Jain Irrigation's Board and the number of other Directorships and Committee Memberships as on 31<sup>st</sup> March, 2017.

Sr. No.	Name of Directors	Other Directorship in Ltd. Co.	Other Directorship in Pvt. Ltd. Co.	Membership in Committees of Companies (other than JISL)	Membership in Committees at JISL
1)	Shri. Ashok B. Jain	5	9	Nil	3
2)	Shri. Anil B. Jain	25*	6	Nil	1
3)	Shri. Ajit B. Jain	7*	7	Nil	2
4)	Shri. Atul B. Jain	14*	10	Nil	2
5)	Shri. D. R. Mehta	5	1	Nil	1
6)	Shri. R. Swaminathan	2*	Nil	Nil	1
7)	Shri. Ghanshyam Dass	6	5	Nil	2
8)	Mrs. Radhika Pereira	3	1	Nil	5
9)	Shri. V. V. Warty	Nil	Nil	Nil	3
10)	Dr. H. P. Singh	Nil	Nil	Nil	1

\* Including foreign Subsidiary Companies in group.

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

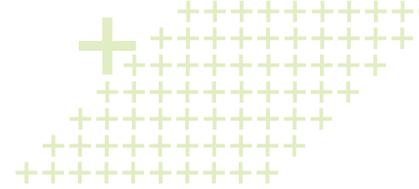
Meetings of Board and its Committees are held as and when required. The meetings of the Board and Audit Committee normally last for a day and in some cases are held over two days. The Board of Directors met seven times and AGM was held on 30<sup>th</sup> September, 2016 during the year.

##### Date of Board Meetings

Sr. No.	Date
1)	30 <sup>th</sup> May, 2016
2)	12 <sup>th</sup> August, 2016
3)	28 <sup>th</sup> August, 2016
4)	30 <sup>th</sup> September, 2016
5)	10 <sup>th</sup> November, 2016
6)	14 <sup>th</sup> January, 2017
7)	14 <sup>th</sup> February, 2017

##### The attendance details are as follows

Sr. No.	Name of Directors	Designation	Category	BOD	AGM
1)	Shri. Ashok B. Jain	Chairman	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	6*	Yes
4)	Shri. Atul B. Jain	Joint Managing Director	Promoter Director	6*	Yes
5)	Shri. D. R. Mehta	Director	Independent Director	6	No
6)	Shri. R. Swaminathan	Executive Director	Executive Director	5*	Yes
7)	Shri. Ghanshyam Dass	Director	Independent Director	7	Yes



Sr. No.	Name of Directors	Designation	Category	BOD	AGM
8)	Mrs. Radhika Pereira	Director	Independent Director	4**	No
9)	Shri. V. V. Warty	Director	Independent Director	6	Yes
10)	Dr. H. P. Singh	Director	Independent Director	7	Yes

\*being abroad on Company's business \*\* not present due to pre occupation

**k) Disclosure for retiring Director**

Sr. No.	Name, Designation and Qualification	Experience and Expertise in specific functional areas	Other Company Directorships, Committee Memberships, Trustee, Proprietor, Partner etc.
1)	Shri. Ajit B. Jain Joint Managing Director BE.(Mechanical)	<p>1998 Director – Jain Irrigation Systems Ltd 2002 Chief Operating Officer – Jain Irrigation Systems Limited, India Since 2004 Jt. Managing Director, Jain Irrigation Systems Ltd., Jalgaon, India.</p> <ul style="list-style-type: none"> <li>● Business Unit Head of Micro Irrigation Division, Solar Pumping Division, Tissue Culture Division.</li> <li>● Head of product development &amp; new application</li> <li>● Micro Irrigation, piping and Solar Pumping Systems.</li> <li>● Development and Adaptation of drip technology for new crops and integration with major Irrigation.</li> <li>● Leading integration of acquired entities.</li> </ul> <p>Joined in 1984 and started his training in production and maintenance in the pipe division. During the period from 1985-1990, he was in charge of establishing our new pipe production plant at Sendhwa (in the state of Madhya Pradesh in India). In 1991 he was appointed Director with the overall responsibility of the pipe manufacturing plant at Jalgaon, including production, maintenance and marketing.</p>	<p><b>Director – Jain Irrigation Systems Ltd</b></p> <ul style="list-style-type: none"> <li>i) Cosmos Investment &amp; Trading Pvt. Ltd.</li> <li>ii) JAF Products Pvt. Ltd.</li> <li>iii) Jain Brothers Industries Pvt. Ltd.</li> <li>iv) Jain Extrusion &amp; Moulding Pvt. Ltd.</li> <li>v) Jain Rotfil Heaters Pvt. Ltd.</li> <li>vi) Jain Vanguard Polybutylene Ltd.</li> <li>vii) Jalgaon Investments Pvt. Ltd.</li> <li>viii) Jain Overseas Investments Ltd.</li> <li>ix) Jain Investment &amp; Finance BV</li> <li>x) Ex-cel Plastics Ltd</li> <li>xi) Jain Sulama Sistemleri Sanayive Ticaret A.S.</li> </ul> <p><b>Proprietor:</b></p> <ul style="list-style-type: none"> <li>i) Plastic Enterprises</li> </ul> <p><b>Partner:</b></p> <ul style="list-style-type: none"> <li>i) Jalgaon Metal &amp; Bricks Manufacturing Co.</li> </ul> <p><b>Trustee:</b></p> <ul style="list-style-type: none"> <li>i) Anubhuti Scholarship Foundation</li> <li>ii) Jain Family Holding Trust</li> <li>iii) Jain Family Investment Trust</li> <li>iv) Jain Family Enterprises Trust</li> <li>v) Jain Family Investment Management Trust</li> <li>vi) Jain Family Trust</li> </ul> <p><b>Committee Membership:</b></p> <ul style="list-style-type: none"> <li>Member –</li> <li>i) Stakeholders Relationship Committee</li> <li>ii) Operations Review Committee</li> </ul>

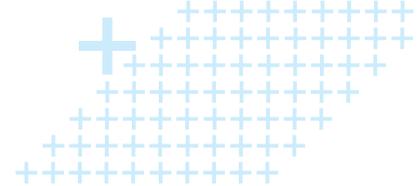
**3) Audit Committee**

**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

**Role of the Audit Committee**

- 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.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor/internal auditor/Cost Auditors and the fixation of audit fees.
- Review Internal Audit Reports and discussion with internal auditors regarding any significant findings and follow up there on.
- Reviewing with the management the annual financial statements before submission to the Board for approval, with particular reference to:
  - Change, if any, in accounting policies and practices and reasons for the same.



- ii) Compliance with listing and other legal requirement relating to financial statements.
  - iii) Qualifications in the draft audit report.
  - iv) Disclosure of any related party transactions.
  - v) Statutory liabilities (Direct/indirect taxes) of the Company.
- e) Financial reporting to all Stakeholders: The Management is responsible for financial reporting and internal control in the Company. The Statutory Auditors are responsible for performing audit of the Company's financial statements in accordance with the generally accepted audit practices and issue reports based on such audits. The Audit Committee is responsible for supervising the financial reports, Statutory Audit and Internal Audit to ensure accurate and appropriate disclosures that maintain and enhance quality of financial reporting.
- f) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
- g) Compliance with listing and other legal requirements relating to financial statements;
- h) Reviewing and monitoring the auditors independence and performance, and effectiveness of audit process Approval or any subsequent modification of transactions of the Company with related parties
- i) Scrutiny of inter-corporate loans and investments Valuation of undertakings or assets of the Company, wherever it is necessary
- j) Evaluation of internal financial controls and risk management systems
- k) The Management Discussion and Analysis of financial condition and results of operations;
- l) Formulating the scope, functioning, periodicity and methodology for conducting the internal audit, reviewing the adequacy of internal audit function, if any, reporting structure coverage and frequency of internal audit, discussion with internal auditors of any significant findings and follow-up thereon
- m) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- n) To review the functioning of the Vigil Mechanism and Whistle Blower mechanism
- o) Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 1996
- p) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- q) Compliance Certificate certifying compliance with all laws as applicable to the Company
- r) To Review Show cause, demand, prosecution notices and penalty notices, which are materially important
- s) To Review any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company

- t) To Review status of business risk exposures, its management and related action plans

#### ii) Composition of Audit Committee:

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

The following are the members of the Audit Committee, as on 31<sup>st</sup> March 2017:

Sr. No.	Name of Director	Designation
a)	Shri. Ghanshyam Dass	Chairman
b)	Shri. V. V. Warty	Member
c)	Mrs. Radhika Pereira	Member

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

The statutory auditors were present in four Audit Committee meetings out of five Audit Committee meetings held during the FY 2016-17. Audit Committee meeting held on 29<sup>th</sup> September, 2016 for considering remuneration of Executive Directors was not attended by auditors.

#### iii) Audit Committee meetings and attendance

Date of Audit Committee Meetings

Sr. No	Date
1)	30 <sup>th</sup> May, 2016
2)	12 <sup>th</sup> August, 2016
3)	29 <sup>th</sup> September, 2016
4)	10 <sup>th</sup> November, 2016
5)	14 <sup>th</sup> February, 2017

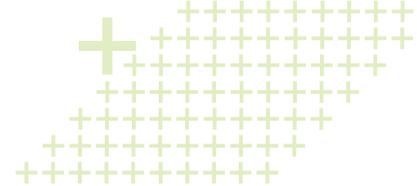
Presence at Audit Committee Meetings:

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Shri. Ghanshyam Dass	Chairman	Independent Director	5	5
Shri. V. V. Warty	Member	Independent Director	5	5
Ms. Radhika Pereira	Member	Independent Director	5	3

#### iv) General

The representatives of statutory auditors are permanent invitees to the Audit Committee meetings. The statutory auditors were present in four Audit Committee meetings out of five Audit Committee meetings held during the FY 2016-17. Executives of accounts department, finance department, corporate secretarial department and internal audit department, and representatives of internal auditors attend the Audit Committee meetings. The internal auditor reports directly to the Audit Committee.

The Chairman of the Audit Committee was present at the last Annual General Meeting, held on 30<sup>th</sup> September 2016.



**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) Jain Processed Foods Trading and Investments Pvt Ltd.,

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

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

- Financial statements, in particular investments made by the subsidiary companies, are reviewed quarterly by the Company's Audit Committee.
- A statement containing all significant transactions and arrangements entered into by subsidiary companies is placed before the Company's Board.

**4) Nomination and Remuneration Committee**

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

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

The Committee's composition meets with requirements of Section 178 of the Act, and the Regulations.

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 2005 & 2011. The following meetings held during the year 2016-17

Sr. No	Date
1)	30 <sup>th</sup> May, 2016
2)	29 <sup>th</sup> September, 2016
3)	25 <sup>th</sup> February, 2017

**ii) Composition:**

Committee consists of following persons as on 31<sup>st</sup> March, 2017:

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

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

**iii) Presence at Nomination and Remuneration Committee Meeting**

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Shri. V. V. Warty	Chairman	Independent Director	3	3
Ms. Radhika Pereira	Member	Independent Director	3	3
Dr. H.P. Singh	Member	Independent Director	3	3
Shri. Ashok B. Jain	Member	Chairman	2	3

**iv) Remuneration Policy**

**Appointment and Remuneration Policy**

In accordance with Section 178 of the Act, and the Regulations, Nomination and Remuneration Committee is constituted and the Board on its recommendation has framed Appointment and Remuneration Policy in FY 2015-16.

The policy aims to ensure that persons appointed as Directors and key managerial personnel ("KMPs") possess requisite qualification, experience, expertise and attributes commensurate to their position; and the remuneration to such personnel is fair and reasonable, and sufficient to attract, retain and motivate the personnel. NRC meets once in at least six months and minutes are submitted to the Board.

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

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

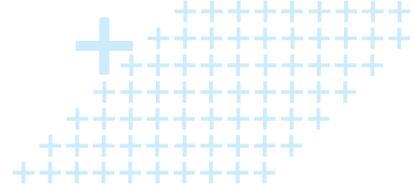
The overall limits shall be as laid down in the Act.

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

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

ID's' would be entitled to sitting fees and commission, as a percentage of net profit, depending upon profits of the Company and regulatory provisions of the Act.

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



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

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

#### v) Remuneration to Directors

The remuneration paid or payable to the Directors for services rendered during FY 2016-17 is given hereunder:

##### A) Executive Directors

(Amount in `)

Sr. No.	Name	Designation	Remuneration	Perquisites	Total	Commission	Sitting Fees	Total
1)	Shri. Ashok B. Jain	Chairman	2,32,33,524	1,07,53,477	3,39,87,001	1,10,00,000	-	4,49,87,001
2)	Shri. Anil B. Jain	Vice Chairman & Managing Director	2,32,33,524	1,09,03,480	3,41,37,004	1,10,00,000	-	4,51,37,004
3)	Shri Ajit B. Jain	Jt. Managing Director	2,32,33,524	1,07,53,480	3,39,87,004	1,10,00,000	-	4,49,87,004
4)	Shri Atul B. Jain	Jt. Managing Director	2,32,33,524	1,07,53,480	3,39,87,004	1,10,00,000	-	4,49,87,004
5)	Shri R. Swaminathan	Executive Director	41,62,560	17,34,072	58,96,632	-	-	58,96,632
	<b>Total</b>		<b>9,70,96,656</b>	<b>4,48,97,989</b>	<b>14,19,94,635</b>	<b>4,40,00,000</b>	<b>-</b>	<b>18,59,94,645</b>

##### B) Non-Executive Directors

(Amount in `)

Sr. No.	Name	Designation	Remuneration	Perquisites	Total	Commission	Sitting Fees	Total
1)	Smt. Radhika C. Periera	Independent Director	-	-	-	15,00,000	7,50,000	22,50,000
2)	Shri. Ghan-shyam Dass	Independent Director	-	-	-	15,00,000	7,00,000	22,00,000
3)	Shri. V. V. Warty	Independent Director	-	-	-	15,00,000	9,50,000	24,50,000
4)	Shri. D. R. Mehta	Independent Director	-	-	-	15,00,000	3,50,000	18,50,000
5)	Shri. H. P. Singh	Independent Director	-	-	-	15,00,000	5,00,000	20,00,000
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>75,00,000</b>	<b>32,50,000</b>	<b>107,50,000</b>
	<b>Grand Total</b>		<b>9,70,96,656</b>	<b>4,48,97,989</b>	<b>14,19,94,635</b>	<b>5,15,00,000</b>	<b>32,50,000</b>	<b>19,67,44,645</b>

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

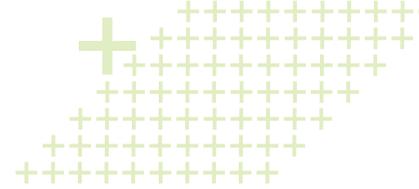
Sr. No.	Name	Period	Remuneration Per Month ( ` )	Remuneration Per Month ( ` )	Commission
			Up to 30 <sup>th</sup> September 2016	From 1 <sup>st</sup> October, 2016	
1)	Shri. Ashok B. Jain	1 <sup>st</sup> October, 2015 to 30 <sup>th</sup> September, 2018	1,583,333	24,38,921	1% of net Profit
2)	Shri. Anil B. Jain		1,583,333	24,38,921	
3)	Shri. Ajit B. Jain		1,583,333	24,38,921	
4)	Shri. Atul B. Jain		1,583,333	24,38,921	
5)	Shri. R. Swaminathan		520,320	5,20,320	

Perquisites: (Common to all above)

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

#### 5) Stakeholders Relationship Committee

The 'Stakeholders' Relationship Committee' ("SRC") was constituted by the Board on 11<sup>th</sup> August, 2014 by change of name of Shareholders Grievances Committee. The SRC is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of



Insider Trading. The SRC's composition and the terms of reference meet with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 178 of the Act.

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

- Oversee and review all matters connected with the transfer of the Company's Ordinary Equity/DVR Equity Shares
- Approve issue of the Company's duplicate share certificates.
- Consider, resolve and monitor redressal of investors'/ shareholders' grievances related to transfer of Shares non-receipt of Annual Report, non-receipt of declared dividend etc.
- Oversee the performance of the Company's Registrars and Transfer Agents
- Recommend methods to upgrade the standard of services to investors
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable
- Perform such other functions as may be necessary or appropriate for the performance of its duties

Four meetings of SRC were held on 30<sup>th</sup> May, 2016, 12<sup>th</sup> August, 2016, 10<sup>th</sup> November, 2016 and 14<sup>th</sup> February, 2017 during the year FY 2016-17. However, the transfer sub-committee has met 19 times to approve the requests for transfer, transmission, duplicate, split, demat of Shares etc.

**i) Stakeholders Relationship Committee (SRC) comprises of the following as on 31<sup>st</sup> March, 2017:**

Sr.No.	Name of Member	Designation
1)	Ms. Radhika Pereira	Chairman
2)	Shri. V. V. Warty	Member
3)	Shri. Ajit B. Jain	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 meet-ings	Meetings Attended
Ms. Radhika Pereira	Chairman	Independent Director	4	3
Shri. V. V. Warty	Member	Independent Director	4	4
Shri. Ajit B. Jain	Member	Executive Director	4	3

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

**iii) Shareholders queries received, solved and pending during the year ended 31<sup>st</sup> March 2017**

Nature of Complaints	Op. Balance	Re-ceived	Re-solved	Bal-ance
Non-receipt of new reduced/ split/DVR Bo-nus Shares	-	5	5	-
Transfer/ Transmission of Shares related	-	5	5	-
Non-receipt of dividend	-	10	10	-
Non-receipt of Annual Report	-	3	3	-
Demat/Remat of Shares	-	2	2	-
<b>Total</b>	<b>-</b>	<b>25</b>	<b>25</b>	<b>-</b>

**SEBI Complaints Redressal System (SCORES):** The investor complaints are processed in a centralised web-based complaints redressal system. The salient features of this system are: centralised 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.

**6) Risk Management Committee**

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

The Risk Management Committee was constituted by the Board of Directors of the Company as on 10<sup>th</sup> August, 2015, as per the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Risk Management Committee dwells upon the potential risks associated with the business and their possible mitigation plans. The Risk Management Committee met once in the FY 2016-17 on 25<sup>th</sup> February, 2017, all the members of the Committee were present at the meeting.

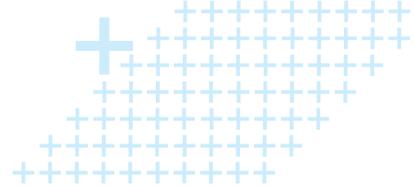
**ii) Composition**

The composition of the Committee meets the legal requirements. Committee consists of following persons as on 31<sup>st</sup> March, 2017.

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

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

- To assess the Company's risk profile and key areas of risk in particular.
- To recommend the Board and adoption of risk assessment and rating procedures.
- To articulate the Company's policy for the oversight and management of business risks.
- To examine and determine the sufficiency of the Company's internal processes for reporting on and managing key risk areas.
- To assess and recommend the Board acceptable levels of risk.



- To develop and implement a risk management framework and internal control system.
- To review the nature and level of insurance coverage.
- To have special investigations into areas of corporate risk and break-downs in internal control.
- To review management's response to the Company's auditors' recommendations those are adopted.
- To report the trends on the Company's risk profile, reports on specific risks and the status of the risk management process.

## 7) Operations Review Committee:

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

The Committee consists of the following persons as on 31<sup>st</sup> March, 2017.

Sr. No	Name	Designation	Meetings held	Meetings Attended
a)	Shri. Ashok B. Jain	Chairman*	27	2
b)	Shri. Anil B. Jain	Chairman**	27	27
c)	Shri. Ajit B. Jain	Member	27	27
d)	Shri. Atul B. Jain	Member	27	27
e)	Shri. R. Swaminathan	Member	27	21

\* Resigned with effect from May 30, 2016, hence attended two meetings only

\*\* appointed Chairman of the Committee with effect from May 30, 2016

The Operations Review Committee has met 27 times during the FY 2016-17.

## 8) General Meetings

### a) Annual General Meeting

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

Year	Location	Date	Time
2013-14	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001	26.09.2014	11.00 AM
2014-15	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001	30.09.2015	11.00 AM
2015-16	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001	30.09.2016	11.00 AM

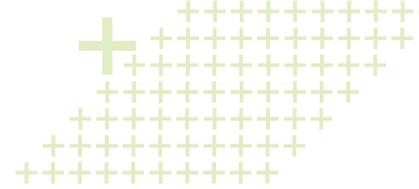
ii) Special Resolutions passed:

Date of Meeting	Matter of Special Resolution
27 <sup>th</sup> AGM held on 26 <sup>th</sup> September, 2014	None
28 <sup>th</sup> AGM held on 30 <sup>th</sup> September, 2015	Limits on the Borrowing Powers of the Board of Directors
29 <sup>th</sup> AGM held on 30 <sup>th</sup> September, 2016	Re-appointment, remuneration & perquisites of Shri. Ashok B. Jain as Executive Vice-Chairman of the Company
	Re-appointment, remuneration & perquisites of Shri. Anil B. Jain as Chief Executive Officer/Managing Director of the Company
	Re-appointment, remuneration & perquisites of Shri. Ajit B. Jain as Chief Operating Officer/Joint Managing Director of the Company
	Re-appointment, remuneration & perquisites of Shri. Atul B. Jain as Chief Marketing Officer/Joint Managing Director of the Company
	Re-appointment, remuneration & perquisites of Shri. R. Swaminathan as Executive Director of the Company
	Ratification of the Cost Auditor of the Company for the year 2016-17
	Alteration of selected clauses of Articles of Association of the Company
	Ratification of disclosure under Regulations 73 (1) (E) of SEBI (ICDR), Regulations, 2009 in respect of already allotted 36.20 million CCD's to Mandala Rose Co Investment Limited, Mauritius

### b) Extra Ordinary General Meeting:

i) The details of the location, date, time and business passed in the Extra Ordinary General Meeting are given as below:

Location	Date	Time	Business
Subir Bose Hall, Jain Agri Park, Shirsol Road, Jalgaon-425001	24.03.2017	11.00 AM	Issue of Foreign Currency Convertible Bonds up to US\$ 75 million to Non-Promoter entities for redemption of FCCB's worth US\$ 50 million issued in 2012/2013 and balance US\$ 25 million fresh issue



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

The Company has not passed any resolution through Postal Ballot during the year ended 31<sup>st</sup> March 2017.

**iii) Whether any special resolution is proposed to be conducted through Postal Ballot:**

Resolution to be passed for Mortgage/ Charge on Movable/ Immovable Properties of the Company as per provisions of Section 180(1)(a) of the Act.

**iv) Procedure for Postal Ballot:**

- a) Shareholders holding Shares in Physical mode: Company has dispatched Postal Ballot Form and procedure for voting to all Shareholders holding Shares in physical mode and having no mail Id.
- b) Shareholders holding Shares in electronic mode: Company has appointed Central Depository Services (India) Limited for conducting e-Voting by the members of the Company.

**9) Disclosures**

**i) Management Discussion and Analysis:**

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

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

The Company has not entered into materially significant RPT that may have potential conflict with the interest of the Company at large. However, the RPT's do first get approval of the Audit Committee. The Company does have trading relations with some of its trading wholly-owned subsidiary entities. The Audit Committee and the Board of the Company approved on an omnibus basis on 12<sup>th</sup> August, 2016 RPT of ₹ 6,620 million under the provisions of Section 188 of the Act.

The details of related party transactions are given in detail in Note No 37 of the Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March 2017.

**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 nor 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.

**10) Modes of Communication**

**i) Quarterly Results**

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

**ii) Press Release**

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

**iii) Annual Report**

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

**Presentations to institutional investors/analysts**

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

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

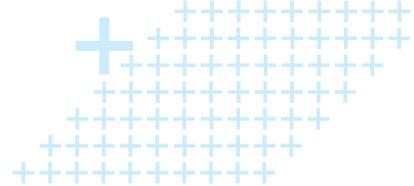
**NSE Electronic Application Processing System (NEAPS):**

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

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

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

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



## 11) General Shareholders Information

i)	Annual General Meeting: Day, Date, Time & Venue	30 <sup>th</sup> Annual General Meeting Thursday, 11.00 AM on 28 <sup>th</sup> September, 2017 Registered Office at Jain Plastic Park, N H No. 6, Bambhori, Jalgaon-425001	
ii)	Financial Year	1 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017	
iii)	Book Closure Dates	Monday, 18 <sup>th</sup> September 2017 to Saturday, 30 <sup>th</sup> September, 2017 (both days inclusive)	
iv)	Dividend payment date	6 <sup>th</sup> October, 2017	
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 JISLJALEQS	570004 JISLDVREQS
vii)	Corporate Identification Number (CIN)	L29120MH1986PLC042028	
viii)	Registered Office	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon - 425001	
ix)	ISIN No.	Ordinary Equity Shares: INE175A01038	DVR Equity shares: INE175A01010
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)	

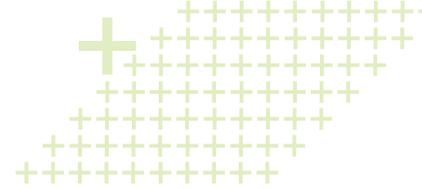
### ii) Market Price Data (in `) During FY 2016-17

#### a) Ordinary Equity Shares Quotations

Month	Bombay Stock Exchange				National Stock Exchange			
	Date	High	Date	Low	Date	High	Date	Low
Apr-16	21-Apr-16	67.30	05-Apr-16	57.70	21-Apr-16	67.25	05-Apr-16	57.65
May-16	10-May-16	72.00	02-May-16	60.00	10-May-16	72.00	02-May-16	60.40
Jun-16	30-Jun-16	74.95	01-Jun-16	63.55	30-Jun-16	74.90	01-Jun-16	63.50
Jul-16	04-Jul-16	76.00	19-Jul-16	68.80	07-Jul-16	74.95	19-Jul-16	68.70
Aug-16	26-Aug-16	86.70	01-Aug-16	69.55	26-Aug-16	86.70	01-Aug-16	69.45
Sep-16	16-Sep-16	101.45	01-Sep-16	83.85	16-Sep-16	101.40	29-Sep-16	82.65
Oct-16	30-Oct-16	109.25	03-Oct-16	90.35	30-Oct-16	108.60	03-Oct-16	90.20
Nov-16	01-Nov-16	107.40	24-Nov-16	82.70	01-Nov-16	107.50	24-Nov-16	82.55
Dec-16	09-Dec-16	91.55	22-Dec-16	79.80	09-Dec-16	91.20	22-Dec-16	79.70
Jan-17	12-Jan-17	96.50	20-Jan-17	87.40	11-Jan-17	96.45	02-Jan-17	87.50
Feb-17	09-Feb-17	99.20	27-Feb-17	92.25	09-Feb-17	99.00	27-Feb-17	92.25
Mar-17	21-Mar-17	96.50	03-Mar-17	88.55	21-Mar-17	96.65	03-Mar-17	88.30

#### b) DVR Shares Quotations

Months	Mumbai Stock Exchange				National Stock Exchange			
	Date	High	Date	Low	Date	High	Date	Low
Apr-16	21-Apr-16	42.95	05-Apr-16	38.00	21-Apr-16	42.85	06-Apr-16	38.25
May-16	10-May-16	49.55	05-May-16	39.30	10-May-16	49.35	03-May-16	39.10
Jun-16	28-Jun-16	48.75	02-Jun-16	41.20	23-Jun-16	49.00	02-Jun-16	41.25
Jul-16	04-Jul-16	49.35	27-Jul-16	44.65	01-Jul-16	48.90	27-Jul-16	44.75
Aug-16	29-Aug-16	53.75	01-Aug-16	45.05	22-Aug-16	53.60	01-Aug-16	45.20
Sep-16	14-Sep-16	61.50	30-Sep-16	50.60	14-Sep-16	61.35	01-Sep-16	50.55
Oct-16	24-Oct-16	63.00	03-Oct-16	52.75	24-Oct-16	62.85	03-Oct-16	54.05
Nov-16	01-Nov-16	62.50	15-Nov-16	50.00	01-Nov-16	62.45	09-Nov-16	49.10
Dec-16	30-Dec-16	59.05	27-Dec-16	50.20	29-Dec-16	59.50	22-Dec-16	50.80
Jan-17	27-Jan-17	67.00	02-Jan-17	58.20	11-Jan-17	66.90	03-Jan-17	58.50
Feb-17	10-Feb-17	66.90	16-Feb-17	57.85	01-Feb-17	65.00	15-Feb-17	57.00
Mar-17	24-Mar-17	62.00	03-Mar-17	58.25	27-Mar-17	61.80	03-Mar-17	58.15



### iii) Sensex and Nifty

Months	Sensex		Nifty	
	High	Low	High	Low
Apr-16	26,100.54	24,523.20	7,992.00	7,516.85
May-16	26,837.20	25,057.93	8,213.60	7,678.35
Jun-16	27,105.41	25,911.33	8,308.15	7,927.05
Jul-16	28,240.20	27,034.14	8,674.70	8,287.55
Aug-16	28,532.25	27,627.97	8,819.20	8,518.15
Sep-16	29,077.28	27,716.78	8,968.70	8,555.20
Oct-16	28,477.65	27,488.30	8,806.95	8,506.15
Nov-16	28,029.80	25,717.93	8,669.60	7,916.40
Dec-16	26,803.76	25,753.74	8,274.95	7,893.80
Jan-17	27,980.39	26,447.06	8,672.70	8,133.80
Feb-17	29,065.31	27,590.10	8,982.15	8,537.50
Mar-17	29,824.62	28,716.21	9,218.40	8,860.10

### iv) Registrar and Transfer Agents

#### The contact details of new RTA are as follows:

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

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

Web: www.linkintime.co.in

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

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

### v) Share Transfer System:

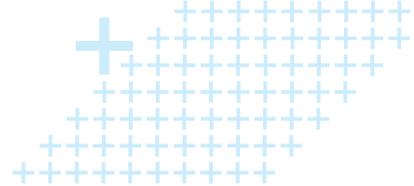
a) Electronic Transfer of Shares: Through National Securities Depository Ltd and Central Depository Services (India) Ltd

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

Share Transfer/ Demat data as on 31<sup>st</sup> March, 2017

#### Ordinary Equity Shares

Month	Physical		Demat (NSDL)		Demat (CDSL)	
	No. of Transfer	No. of Shares	No. of Re-quests	No. of Shares	No. of Re-quests	No. of Shares
Apr-16	1	175	11	4,315	8	2,650
May-16	2	505	11	2,635	5	2,000
Jun-16	2	465	8	2,165	7	2,285
Jul-16	1	175	9	3,120	11	3,965
Aug-16	1	250	24	8,535	9	1,740
Sep-16	3	230	8	3,350	6	1,105
Oct-16	1	250	16	2,570	3	1,005
Nov-16	2	800	16	10,830	10	3,520
Dec-16	0	0	33	125,905	16	6,690
Jan-17	1	175	27	40,915	19	6,230
Feb-17	1	250	22	12,080	12	4,350
Mar-17	1	500	17	6,405	14	3,445
<b>Total</b>	<b>16</b>	<b>3775</b>	<b>202</b>	<b>222,825</b>	<b>120</b>	<b>38,985</b>



### DVR Equity Shares

Month	Physical		Demat (NSDL)		Demat (CDSL)	
	No. of Transfer	No. of Shares	No. of Requests	No. of Shares	No. of Requests	No. of Shares
Apr-16	2	52	6	115	5	84
May-16	0	0	7	131	4	130
Jun-16	1	8	2	14	6	136
Jul-16	1	8	9	136	5	97
Aug-16	2	24	14	176	2	20
Sep-16	1	8	12	236	6	76
Oct-16	1	12	12	253	4	75
Nov-16	3	39	7	239	8	98
Dec-16	0	0	11	205	2	50
Jan-17	1	8	7	141	3	65
Feb-17	0	0	7	118	4	53
Mar-17	0	0	7	89	4	65
<b>Total</b>	<b>12</b>	<b>159</b>	<b>101</b>	<b>1,853</b>	<b>53</b>	<b>949</b>

### vi) Distribution of Shareholding: As at 31<sup>st</sup> March, 2017

#### a) Ordinary Equity Shares

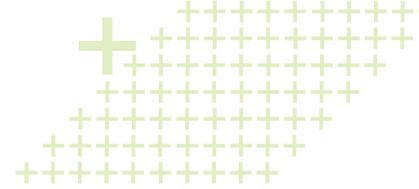
Shareholding of Shares Nominal Value (₹)	No of Shares holders	% of Total Shareholders	Number of Shares	Value in ₹	% of Total Share Capital
Upto 500	121,701	84.80	17,228,234	34,456,468	3.74
501-1000	11,022	7.68	8,954,707	17,909,414	1.95
1001 - 2000	5,197	3.62	7,936,650	15,873,300	1.72
2001 - 3000	1,944	1.35	5,041,939	10,083,878	1.10
3001 - 4000	820	0.57	2,942,532	5,885,064	0.64
4001 - 5000	712	0.50	3,370,060	6,740,120	0.73
5001 - 10000	1,030	0.72	7,627,055	15,254,110	1.66
10001 & Above	1097	0.76	407,064,876	814,129,752	88.46
<b>Total</b>	<b>143,523</b>	<b>100.00</b>	<b>460,166,053</b>	<b>920,332,106</b>	<b>100.00</b>

#### b) DVR Equity Shares

Shareholding of Nominal Value (₹)	No of Share-holders	% to Total Numbers	Number of Shares	Value in ₹	% of Total
Upto 500	47,981	95.20	1,979,040	3,958,080	10.26
501 - 1000	1,116	2.21	922,793	1,845,586	4.78
1001 - 2000	557	1.10	847,307	1,694,614	4.39
2001 - 3000	225	0.45	577,350	1,154,700	2.99
3001 - 4000	114	0.23	411,044	822,088	2.13
4001 - 5000	95	0.19	451,483	902,966	2.34
5001 - 10000	144	0.28	1,095,414	2,190,828	5.68
10001 & Above	170	0.34	13,009,873	26,019,746	67.43
<b>Total</b>	<b>50,402</b>	<b>100.00</b>	<b>19,294,304</b>	<b>38,588,608</b>	<b>100.00</b>

### vii) Physical & Dematerialisation Shares as on 31<sup>st</sup> March, 2017

Particulars	No. of Ordinary Equity Shares	%	No. of DVR Equity Shares	%
Physical	2,587,450	0.56	127,491	0.66
Demat				
NSDL	403,275,907	87.64	13712931	71.07
CDSL	54,302,696	11.80	5453882	28.27
<b>Total Demat</b>	<b>457,578,603</b>	<b>99.44</b>	<b>19,166,813</b>	<b>99.34</b>
<b>Total Equity</b>	<b>460,166,053</b>	<b>100.00</b>	<b>19,294,304</b>	<b>100.00</b>



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

## i) Ordinary Equity shares

Months	Stock Exchange, Mumbai			National Stock Exchange		
	No. of Transactions	No. of Shares	Turn Over (₹ in Lacs)	No. of Transactions	No. of Shares	Turnover (₹ in Lacs)
Apr-16	31,497	79,89,292	5,003.43	1,79,091	5,44,74,677	34135.87
May-16	39,895	1,07,68,316	7,122.76	2,37,295	6,32,08,023	41926.36
Jun-16	48,797	1,22,76,882	8,486.42	2,74,184	8,08,03,579	56213.45
Jul-16	35,507	1,07,93,634	7,836.08	2,42,833	7,19,35,531	52139.74
Aug-16	1,01,558	2,38,05,036	18,855.75	5,81,401	19,08,12,810	151626.05
Sep-16	1,21,492	2,41,26,937	22,528.01	5,82,027	16,81,85,630	157364.50
Oct-16	64,325	1,41,13,873	14,085.69	3,88,896	10,53,72,591	105020.38
Nov-16	75,806	1,82,77,389	16,861.35	4,92,797	12,51,05,837	116534.73
Dec-16	46,827	1,13,02,833	9,715.57	3,09,630	7,08,04,536	60839.40
Jan-17	55,603	1,23,82,922	11,544.09	4,14,941	9,22,31,317	85938.64
Feb-17	40,864	1,03,31,016	9,891.13	3,42,319	7,98,79,161	76352.55
Mar-17	30,024	65,44,059	6,096.03	2,13,519	6,30,48,881	58710.50

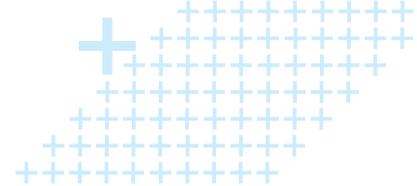
## ii) DVR Equity Shares

Month	Stock Exchange, Mumbai			National Stock Exchange		
	No. of Transactions	No. of Shares	₹ in Lacs	No. of Transactions	No. of Shares	₹ in Lacs
Apr-16	1,098	1,76,788	71.27	7,132	11,13,044	449.48
May-16	6,635	10,03,171	466.86	27,318	45,83,474	2121.8
Jun-16	2,740	3,77,088	169.28	10,972	19,07,959	860.58
Jul-16	1,517	2,08,486	98.99	6,596	11,56,297	547.36
Aug-16	3,638	4,75,967	237.81	14,690	25,57,285	1271.98
Sep-16	5,585	7,28,100	411.32	18,546	29,28,187	1655.72
Oct-16	2,676	3,00,681	178.97	10,629	16,56,653	986.62
Nov-16	2,821	4,83,175	265.52	11,606	23,49,205	1289.66
Dec-16	2,944	3,34,934	186.76	14,438	19,72,851	1101.57
Jan-17	6,330	6,70,173	425.88	25,312	31,66,206	2019.37
Feb-17	3,385	4,49,310	276.04	10,912	16,50,564	1008.74
Mar-17	1,157	1,61,898	97.10	5,365	7,60,721	456.81

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

- a) Out of a total of 13,48,300 (post-Split 67,42,500) European Depository Receipts (EDR's) issued by the Company in 1994, represented by underlying Equity Shares all except 7,14,641 EDR's, represented by underlying Equity Shares have been cancelled and converted into underlying Equity Shares of ₹ 2/- each as on 31<sup>st</sup> March, 2017. However, the conversion into underlying Equity Shares does not impact the Share capital in any manner whatsoever.
- b) In terms of EGM resolution dated 1<sup>st</sup> October, 2012 u/s 81(1A) of the Companies Act, 1956 the Company has issued US\$ 55 million Zero Coupon Convertible Bonds due on October 2017 and May 2018. The Bonds are convertible at any time and after 16<sup>th</sup> October, 2012 up to the close of business on 16<sup>th</sup> September, 2017/30<sup>th</sup> March, 2018 by holders into fully paid Equity Shares at par value of ₹ 2/- each at an initial conversion price of ₹ 115/- per Share.
- c) In terms of the AGM resolution dated 30<sup>th</sup> September, 2005 Company has issued 1,53,56,000 (pre Split 30,71,200) ESOP's entitling the ESOP holders upon vesting to exercise the right to convert ESOP into Equity Share of ₹ 2/- each on payment of the exercise price. The Company has issued and allotted Shares as per details given below out of 1,53,56,000 (pre-split 30,71,200) ESOP's as at 31<sup>st</sup> March, 2017.

Particulars	ESOP 1	ESOP 2	ESOP 3	ESOP 4	Total
No. of ESOPs	25,00,000	25,00,000	25,00,000	25,00,000	1,00,00,000
Allotted on 23.01.2010	21,88,350	0	0	0	21,88,350
Allotted on 31.03.2010	95,600	0	0	0	95,600
Allotted on 10.09.2010	70,350	0	0	0	70,350
Allotted on 25.03.2011	2,250	17,52,400	21,10,850	0	38,65,500
Allotted on 31.03.2011	0	3,38,025	3,34,475	0	6,72,500
Allotted on 22.07.2011	1,500	1,34,200	25,925	0	161,625
Allotted on 03.09.2016	1,41,950	2,75,375	28,750	25,00,000	29,46,075
<b>Total Allotment</b>	<b>25,00,000</b>	<b>25,00,000</b>	<b>25,00,000</b>	<b>25,00,000</b>	<b>1,00,00,000</b>
<b>Balance</b>	----- NIL -----				



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

## x) Additional Information

### a) Nomination facility

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

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

Link Intime India Private Limited,

C101, 247 Park, LBS Marg,

Vikhroli West, Mumbai-400083

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

### b) Unclaimed Dividend: The details of unclaimed dividend are as follows as on 31<sup>st</sup> March, 2017

Sr. No.	Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2017 ( ` )	Due date for transfer to IE&PF (on or before)
1)	2009-10	29.09.2010	28.09.2017	1,151,361	27.10.2017
2)	2010-11	30.09.2011	29.09.2018	1,792,044	28.10.2018
3)	2011-12	21.09.2012	20.09.2019	2,157,909	19.10.2019
4)	2012-13	27.09.2013	26.09.2020	1,207,055	25.10.2020
5)	2013-14	26.09.2014	25.09.2021	1,471,734	24.10.2021
6)	2014-15	29.09.2015	28.09.2022	1,583,371	27.10.2022
7)	2015-16	30.09.2016	29.09.2023	1,460,007	28.10.2023

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 10<sup>th</sup> 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 2008-09, as on the date of the 29<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2016 on the website of the IEPF viz. www.iepf.gov. in an under 'Investors Section' on the Company's website viz. www.jains.com.

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 for the financial year 2009-10 and on DVR Equity Shares for the financial year 2011-12 are requested to claim the said dividend(s) by making an application to Company or Registrar and Transfer Agent



(RTA) of the Company, M/s Link Intime India Private Limited, C101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083  
Phone: 02249186000 Fax: 02249186060 email id: iepf.shares@linkintime.co.in . Please provide following details in your application for claiming the dividend: 1. Name of the Company, 2. Folio no. or DP ID Client ID, 3. Name of Shareholder, 4. Contact no., and 5. Email ID. Also provide your self-attested KYC documents like PAN, cancelled cheque leaf and latest utility bill as address proof.

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

b) In case of shares held in electronic form: Your demat account will be debited for the shares liable for transfer as above.

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

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

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

For queries on Annual Report : investor.corr@jains.com

For queries in respect of shares in physical mode : investor.corr@jains.com

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

- The half yearly declaration of financial performance including summary of the significant events mailed to Shareholders.
- The financial statements of the Company are unqualified.
- The Company has separate post of Chairman and Managing Director/Chief Executive Officer.
- The internal auditor reported directly to the Audit Committee.

## 13) 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

## 14) Auditors' Certificate on Corporate Governance

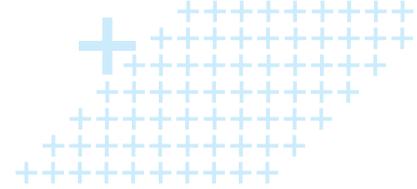
As required by Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors' Certificate is given as an annexure to this Report.

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

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

### Demo and Research & Development Farms

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



## 16) Plants Location - Overseas

- i) **Jain Irrigation Inc. [Drip Irrigation System]**
  - 2851, East, Florence Avenue, Fresno, California CA.93721, USA
  - 3777, State Road, 544, East Haines City, Florida 33844, USA
  - 2060, East Francis Street, Ontario, CA 91761, USA
- ii) **Chapin Watermatics, Inc. [Drip Irrigation System]**

740, Water street, Water town, NY 13601
- iii) **Cascade Specialities Inc. [Onion Dehydration]**

P.O. Box 583, 1 Cascade Way, Boardman, Oregon 97818, USA
- iv) **White Oaks Frozen Foods [Food Processing]**

2525 Cooper Ave, Merced, CA 95348, USA
- v) **NuCedar Mills, Inc. – [Plastic Building Products]**

1000 Sheridan St. Chicopee, MA 01022.
- vi) **Sleaford Quality Foods Ltd. [UK] [Canned & Dehydrated Food]**

Woodbridge Road, East Road Industrial Estate, Sleaford, Lincolnshire NG3471X – UK
- vii) **Jain Sulama Sistemleri Sanayi Ve Ticaret [Turkey – Adana Plant] [Drip & Sprinkler Irrigation]**

Sabancı organize sanayi bolgesi, Ataturk, Bulvari, No. 48, Adana
- viii) **THE Machines SA [Switzerland] - [Driptube and Pipe Manufacturing Equipment]**

Rue de l'industries 5, CH-1462 YVONAND, Switzerland
- ix) **Pro Tool AG [Switzerland] [HiTec Injection Molds & Hortunner Systems]**

Bernstrasse 52CH-4923 Wynau, Switzerland
- x) **Excel Plastics Ltd.**

Derrylavin, Kingscourt Road, (R-179), Carrickmacross, County Monaghan, Ireland
- xi) **NaanDanJain Irrigation System Ltd. [Israel] [Drip & Sprinkler Irrigation]**
  - Post Naan 7682900, Israel
  - Post Dan, 1224500 Israel
- xii) **NaanDan Do Brasil Participacoes Ltd. [Brazil] [Drip & Sprinkler Irrigation]**
  - NaanDanJain Brasil Industria E Comercio DE Equipamentos Para Irrigacao Ltda
  - CNPJ 60.991.965/0001-15, Av.Ferdinando Marchi,1000-Distrito Industrial, LEME-SP, CEP-1 - 410 Brazil
- xiii) **NaanDanJain Iberrica S.C. [Spain] [Drip & Sprinkler Irrigation]**

Naandan Jain Iberrica S.L.U - P.I LA Redonda, C/XIV, NO. 26, SANTA MARIA DEL AGUILA, EL EDIJO – ALMERIA 04710, Spain. TEL - 950-582121 FAX - 950-582099,
- xiv) **Gavish Control System**

Givat Brenner, 60948, Israel  
Tel: +972-8-9443961 Fax: +972-8-9443357 E-mail: info@gavish.org.il
- xv) **Dansystems S.A. [Chile]**

Carretera Gral San Martin 16.500 Sitio 31, Loteo Los Libertadores Colina, Santiago Chile

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## DECLARATION FROM THE MANAGING DIRECTOR

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

To,

The Members of Jain Irrigation Systems Ltd.,

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and the senior management personnel of the Company have affirmed compliance with the Company's code of conduct for the year ended 31<sup>st</sup> March 2017.

For Jain Irrigation Systems Limited

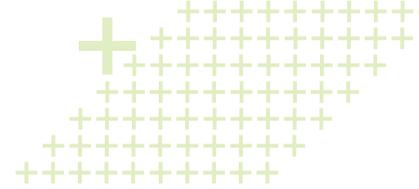
Sd/-

Anil B. Jain

Vice Chairman and Managing Director

Date : 14<sup>th</sup> August, 2017

Place : Mumbai



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

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

To The Members of

## Jain Irrigation Systems Limited

- 1) This Certificate is issued in accordance with the terms of our engagement letter dated October 01, 2016.
- 2) We have examined the compliance of conditions of Corporate Governance by Jain Irrigation Systems Limited (the Company), for the year ended on 31<sup>st</sup> March 2017, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

## Management's Responsibility

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

## Auditor's Responsibility

- 4) Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance.
- 5) We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
- 6) We conducted our examination in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this Certificate.
- 7) We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

## Opinion

- 8) Based on our examination, as above, and to the best of the information and explanations given to us and representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and Clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the Listing Regulations during the year ended 31<sup>st</sup> March 2017.
- 9) We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

## Restriction on Use

- 10) The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Haribhakti & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.103523W/W100048  
Sd/-  
**Snehal Shah**  
Partner  
Membership No. 048539

Date : 14<sup>th</sup> August, 2017  
Place : Mumbai