

Compliance Report on Corporate Governance

- Name of Listed Entity: **Jain Irrigation Systems Limited (L29120MH1986PLC042028)**
Code: 500219 (BSE) and JISLJALEQS (NSE)
- Quarter ending: **31st March, 2020**

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN and DIN	Category (Chairperson /Executive/ Non Executive/ independent/ Nominee)	Initial Date of Appointment	Date of Appointment in the current term /cessation	Tenure	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Ashok B Jain	AALPJ3437B 00053157	Whole Time Director/ Executive	02.06.92	01.10.18	-	10.02.62	-	1 (NRC)	-
Mr	Anil B Jain	AALPJ3438Q 00053035	Vice Chairman/ Managing Director/ Executive	30.12.86	01.10.18	-	10.03.65	-	-	-
Mr	Ajit B Jain	AALPJ3439R 00053299	Joint Managing Director/ Executive	01.03.98	01.10.18	24 months	05.07.66	-	1(SRC)	-
Mr	Atul B Jain	AALPJ3440J 00053407	CFO/ Executive	30.09.05	01.10.18	24 months	06.01.69	-	1 (RMC)	-
Mr	R Swaminathan	ABJPS4831M 00060983	Executive Director	09.05.96	01.10.18	24 months	09.06.51	-	-	-
Mr	D R Mehta*	ACCPM1326R 01067895	Independent	26.12.07	01.04.19	60 Months	25.06.37	4	1(NRC)	-
Mr	Ghanshyam Dass	AEMPD6631C 01807011	Independent	25.08.09	30.09.19	60 Months	11.07.52	1	2 (Audit & RMC)	2
Ms	Radhika	AGBPP2249P	Independent	29.12.05	30.09.19	60	29.06.70	4	4(Audit,	2

	Pereira	00016712	ent			Months			NRC SRC)	
Mr	H P Singh	AHIPS7011C 06387125	Independent	11.08.14	30.09.19	60 Months	02.07.50	1	4(Audit, NRC, SC & RMC)	-
Mr	Johannes Bastiaan Boudewijn Mohrmann	PAN: NA 08574511	Independent	30.09.19	30.09.19	60 Months	17.09.59	1	-	-

Whether regular Chairperson is appointed: NO

Whether Chairperson is related to Managing Director or CEO: NA

* Shri D R Mehta Age 83 years) is appointed as Independent Director by a Special Resolution passed by Postal Ballot on 29.03.2019 w.e.f. 1st April, 2019 for 5 years.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Executive /Independent/ Nominee)	Non	Date of Appointment	Date of Cessation
1. Audit Committee	Mr Ghanshyam Dass	Chairperson Independent-Non Executive Director	-	11.08.2014	-
	Mr. H P Singh	Independent-Non Executive Director		30.05.2019	-
	Ms Radhika Pereira	Independent-Non Executive Director		11.08.2014	-

Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non Executive /Independent/ Nominee)	Date of Appointment	Date of Cessation
2. Nomination & Remuneration Committee	Yes	Ms Radhika Pereira	Chairperson- Independent Director	11.08.2014	-
		Mr Ashok B Jain	Whole Time Director	15.05.2015	-
		Mr D R Mehta	Independent-Non Executive Director	30.05.2019	-
		Mr H P Singh	Independent-Non Executive Director	15.05.2015	-

Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non Executive /Independent/ Nominee)	Date of Appointment	Date of Cessation
3. Risk Management Committee	Yes	Mr Ghanshyam Dass	Chairperson Independent-Non Executive Director	10.08.2015	-
		Ms Radhika Pereira	Independent-Non Executive Director	10.08.2015	-
		Mr Atul B Jain	CFO/Executive Director	10.08.2015	-

Name of	Whether	Name of	Category	Date of	Date of
---------	---------	---------	----------	---------	---------

Committee	regular Chairperson appointed	Committee members	(Chairperson/ Executive/ Non Executive /independent/ Nominee)	Appointment	Cessation
4. Stakeholders Relationship Committee	Yes	Ms Radhika Pereira	Chairperson – Independent-Non Executive Director	11.08.2014	-
		Mr H P Singh	Independent-Non Executive Director	30.05.2019	-
		Mr Ajit B Jain	Joint Managing Director	11.08.2014	-
5. Corporate Social Responsibility Committee	Yes	Mr. Ashok B Jain	–Whole Time Director- Executive Director	27.02.2016	-
		Mr D R Mehta	Chairperson Independent-Non Executive Director	11.08.2014	-
		Ms Radhika Pereira	Independent-Non Executive Director	11.08.2014	-

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	No of Directors Present	No of Independent Directors Present	Maximum gap between any two consecutive (in number of days)
14.11.2019	14.02.2020	Yes	10	5	91

IV. Meeting of Committees

Meetings	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details) and number of Directors present	No of Independent Directors Present	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
1. Audit Committee	14.02.2020	Yes: All the 3 Members were Present	3	14.11.2019	91
2. Nomination & Remuneration Committee	14.02.2020	Yes: All the 4 Members were Present	3	14.11.2019	91
3. Risk Management Committee	*	*	*	*	*
4. Stakeholders Relationship Committee	14.02.2020	Yes: All the 3 Members were Present	2	14.11.2019	91
5. Corporate Social Responsibility Committee	14.02.2020	Yes: All 3 members present	2	**	**
6. Independent Directors Meeting	***	***	***	***	***

* No meeting of Risk Management Committee was held in the current and previous quarter.

** No meeting of Corporate Social Responsibility Committee was held in the previous quarter.

*** No meeting of Independent Directors was held in the current and previous quarter.

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audt Committee obtained	Yes, omnibus approval
Whether shareholder approval obtained for material RPT	No material RPT
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes, each Audit Committee

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) e) Corporate Social Responsibility Committee	Yes Yes Yes Yes Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/advice of Board of Directors may be mentioned here:	Yes No comments/ observations/ advice of Board of Directors

Name	A V Ghodgaonkar
Designation	Company Secretary

For Jain Irrigation Systems Ltd.



A V Ghodgaonkar
Company Secretary



Regd. Office: Jain Plastic Park, N.H.No. 6, Bambhori, Jalgaon – 425 001. India.
 Tel: +91-257-2258011; Fax: +91-257-2258111; E-mail: jisl@jains.com; Visit us at: www.jains.com
 CIN: L29120MH1986PLC042028

Compliance Report on Corporate Governance

1. Name of Listed Entity: **Jain Irrigation Systems Limited (L29120MH1986PLC042028)**
Code: 500219 (BSE) and JISLJALEQS (NSE)
2. Period: **Year ended 31st March, 2020**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes -Completed for FY 2020
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	Not Applicable
Advertisements as per regulation 47 (1)	Not Applicable
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes

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

<i>Meeting of Board of directors</i>	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes at Board Level
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of directorship	17(A)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2) and 20(2A)	Yes
Meeting of stakeholder relationship committee	20(3A)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes, NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes held on 30-09-2019
<i>Familiarization of independent directors</i>	25(7)	Yes
Declaration from Independent Director	25(8)&(9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated

by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation

Shri A V Ghodgaonkar, Company Secretary / Compliance Officer

For Jain Irrigation Systems Ltd.



A V Ghodgaonkar
Company Secretary