

JISL/SEC/2017/04/B-2/B-6

08th April, 2017

To,
Bombay Stock Exchange Ltd.,
Corporate Relationship Department,
1st Floor, New Trading Wing, Rotunda
Building, P. J. Tower, Dalal Street,
Mumbai - 400 001.
Fax No.022- 22723121/22722037(Day)
022-22721072 (Night)
Email: corp.relations@bseindia.com

To,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051.
Fax No. : 022-26598237/38
Email : cc@nse.co.in

Ref: Code No. 500219 (BSE) & JISLJALEQS (NSE) for Ordinary Equity shares
Code No. 570004 (BSE) & JISLDVREQS (NSE) for DVR Equity Shares

**Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements),
Regulations, 2015.**

**Sub: Compliance Report on Corporate Governance for the quarter/year ended on
31st March, 2017.**

Dear Sir/Madam,

Enclosed herewith please find Compliance Report on Corporate Governance in format as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the quarter/year ended on 31st March, 2017.

Please take the same on record and acknowledge.

Thanking you,
Yours faithfully,
For Jain Irrigation Systems Limited,



A. V. Ghodgaonkar,
Company Secretary

Compliance Report on Corporate Governance

1. Name of Listed Entity: **Jain Irrigation Systems Limited (L29120MH1986PLC042028)**
Code: 500219 (BSE) and JISLJALEQS (NSE)
2. Quarter ending: **31st March, 2017**

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN and DIN	Category (Chairperson /Executive/ Non Executive/ independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	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	AALPJ3437B00053157	Chairman/ Executive	01.10.2015	Permanent	1	1 (NRC)	-
Mr	Anil B Jain	AALPJ3438Q00053035	Vice Chairman & Managing Director/Executive	01.10.2015	Permanent	1	-	-
Mr	Ajit B Jain	AALPJ3439R00053299	Joint Managing Director/Executive	01.10.2015	3 Years	1	1(SC)	-
Mr	Atul B Jain	AALPJ3440J00053407	Joint Managing Director/Executive	01.10.2015	3 Years	1	1 (RMC)	-
Mr	R Swaminathan	ABJPS4831M00060983	Executive Director	01.10.2015	3 Years	1	-	-
Mr	D R Mehta	ACCPM1326R01067895	Independent	26.09.2014	30 Months 5-days	4	-	-
Mr	Ghanshyam Dass	AEMPD6631C01807011	Independent	26.09.2014	30 Months 5 days	2	2 (Audit & RMC)	2
Ms	Radhika Pereira	AGBPP2249P00016712	Independent	26.09.2014	30 Months 5 days	3	4(Audit, NRC, SC & RMC)	1
Mr	V V Warty	AAAPW5944R00701010	Independent	26.09.2014	30 Months 5 days	1	3 (Audit, NRC, & SC)	1
Mr	H P Singh	AHIPS7011C06387125	Independent	26.09.2014	30 Months 5 days	1	1 (NRC)	-

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non Executive /independent/ Nominee)
1. Audit Committee	Mr Ghanshyam Dass	Chairperson/ Independent
	Mr V V Warty	Independent
	Ms Radhika Pereira	Independent

2. Nomination & Remuneration Committee	Mr V V Warty	Chairperson/ /Independent
	Ms Radhika Pereira	Independent
	Mr Ashok B Jain	Chairman/Executive
	Mr H P Singh	Independent



3. Risk Management Committee	Mr Ghanshyam Dass	Chairperson/ Independent
	Ms Radhika Pereira	Independent
	Mr Atul B Jain	Joint Managing Director/Executive

4. Stakeholders Relationship Committee	Ms Radhika Pereira	Chairperson/ Independent
	Mr V V Warty	Independent
	Mr Ajit B Jain	Joint Managing Director

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	Maximum gap between any two consecutive (in number of days)
10.11.2016	14.02.2017	95 days

IV. Meeting of Committees

Meetings	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
1. Audit Committee	14.02.2017	Yes: All the 3 Members were Present	10.11.2016	95 days
2. Nomination & Remuneration Committee	25.02.2017	Yes: All the 4 Members were Present	-*	-
3. Risk Management Committee	25.02.2017	Yes: All the 3 Members were Present	-**	-
4. Stakeholders Relationship Committee	14.02.2017	Yes: All the 3 Members were Present	10.11.2016	95 days

* Meeting held on 29.09.2016

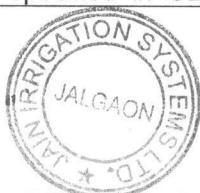
** Meeting held on 14.02.2016

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
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

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	Yes
b. Nomination & remuneration committee	Yes
c. Stakeholders relationship committee	Yes
d. Risk management committee (applicable to the top 100 listed entities)	Yes
e) Corporate Social Responsibility Committee	Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing	Yes



obligations and disclosure requirements) Regulations, 2015.	
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



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, 2017**

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 <small>(Yes/No/NA)refer note below</small>
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 2016
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

II Annual Affirmations		
Particulars	Regulation Number	Compliance status <small>(Yes/No/NA)refer note below</small>
<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)	Yes
<i>Meeting of Board of directors</i>	17(2)	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- 16.10.2016
<i>Composition of Audit Committee</i>	18(1)	Yes



Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes held on 16.10.2016
Familiarization of independent directors	25(7)	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

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

