

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](mailto: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](mailto: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 the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015

Sub: Compliance Report on Corporate Governance for the quarter/year ended 31<sup>st</sup>  
March, 2019

Dear Sir/Madam,

Enclosed herewith please find Compliance Report on Corporate Governance in prescribed  
format as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure  
Requirements) Regulations, 2015 for the quarter/year ended 31<sup>st</sup> March, 2019.

Please receive the above in order, take on record and acknowledge.

Thanking you,

Yours faithfully,  
For Jain Irrigation Systems Limited,



A. V. Ghodgaonkar,  
Company Secretary

**Annexure I**

**Compliance Report on Corporate Governance**

1. Name of Listed Entity: **Jain Irrigation Systems Limited (L29120MH1986PLC042028)**  
**Code: 500219 (BSE) and JISLJALEQS (NSE)**
2. Quarter ending: **31<sup>st</sup> March, 2019**

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN & 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	AALPJ3437B 00053157	Whole Time Director/Executive	01.10.2018	Permanent	1	1 (NRC)	-
Mr	Anil B Jain	AALPJ3438Q 00053035	Vice Chairman/ Managing Director/Executive	01.10.2018	Permanent	1	-	-
Mr	Ajit B Jain	AALPJ3439R 00053299	Joint Managing Director/Executive	01.10.2018	5 Years	1	1 (SC)	-
Mr	Atul B Jain	AALPJ3440J 00053407	CFO/ Executive	01.10.2018	5 Years	1	1 (RMC)	-
Mr	R Swaminathan	ABJPS4831M 00060983	Executive Director	01.10.2018	5 Years	1	-	-
Mr	D R Mehta	ACCPM1326R 01067895	Independent	26.09.2014	5 Years	4	-	-
Mr	Ghanshyam Dass	AEMPD6631C 01807011	Independent	26.09.2014	5 Years	1	2 (Audit & RMC)	2
Ms	Radhika Pereira	AGBPP2249P 00016712	Independent	26.09.2014	5 Years	5	4 (Audit, NRC, SC & RMC)	1
Mr	V V Warty*	AAAPW5944R 00701010	Independent	26.09.2014	5 Years	1	3 (Audit, NRC, & SC)	1
Mr	H P Singh	AHIPS7011C 06387125	Independent	26.09.2014	5 Years	1	1 (NRC)	-

\*Resigned from the post of Independent Director on 31.03.2019, the casual vacancy is yet to be filled up.

**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/Non-Executive Director
	Mr V V Warty*	Independent/Non-Executive Director
	Ms Radhika Pereira	Independent/Non-Executive Director

\*Resigned from the post of Independent Director on 31.03.2019, the casual vacancy is yet to be filled up.

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non Executive /Independent/ Nominee)
2. Nomination & Remuneration Committee	Mr V V Warty*	Chairperson/Independent/Non-Executive Director
	Ms Radhika Pereira	Independent/Non-Executive Director
	Mr Ashok B Jain	Whole Time Director



	Mr H P Singh	Independent/Non-Executive Director
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\*Resigned from the post of Independent Director on 31.03.2019, the casual vacancy is yet to be filled up.

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non Executive /Independent/ Nominee)
3. Risk Management Committee	Mr Ghanshyam Dass	Chairperson /Non-Executive Director
	Ms Radhika Pereira	Independent/Non-Executive Director
	Mr Atul B Jain	CFO/Executive Director

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non Executive /Independent/ Nominee)
4. Stakeholders Relationship Committee	Ms Radhika Pereira	Chairperson/Independent
	Mr V V Warty*	Independent/Non-Executive Director
	Mr Ajit B Jain	Whole Time Director/Executive Director

\*Resigned from the post of Independent Director on 31.03.2019, the casual vacancy is yet to be filled up.

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non Executive /Independent/ Nominee)
5. Corporate Social Responsibility Committee	Mr. Ashok B Jain	Whole Time Director/Executive Director
	Mr D R Mehta	Independent/Non-Executive Director
	Ms Radhika Pereira	Independent/Non-Executive 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)
12.11.2018	12.02.2019	91 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	12.02.2019	Yes: All three Members were present	12.11.2018	91 days
2. Nomination & Remuneration Committee	12.02.2019	Yes: All the 4 Members were present	12.11.2018	91 days
3. Risk Management Committee	12.02.2019	Yes: All 3 Members were present	-*	-
4. Stakeholders Relationship Committee	12.02.2019	Yes: All 3 Members were present	12.11.2018	91 days
5. Corporate Social Responsibility Committee	12.02.2019	Yes: All 3 Members were present	-#	

\* Held on 22.03.2018 # Held on 23.05.2018

### V. Related Party Transactions

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



## 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

For Jain Irrigation Systems Ltd

  
A V Ghodgaonkar  
Company Secretary



Date: 11.04.2019

Place: Jalgaon



## 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 31<sup>st</sup> March, 2019

### ANNEXURE II

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

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status</b> <i>(Yes/No/NA) refer note below</i>
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*
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

\*The Independent Directors were made familiar with the Company during their tenure as Independent Director

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> <i>(Yes/No/NA) refer note below</i>
<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 &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes



<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(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
<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
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes held on 12.02.2019
<i>Familiarization of independent directors</i>	25(7)	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

\*The Independent Directors were made familiar with the Company during their tenure as Independent Director

**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



Date: 11.04.2019

Place: Jalgaon