

**Annexure I**

**Compliance Report on Corporate Governance**

1. Name of Listed Entity: Jain Irrigation Systems Limited (L29120MH1986PLC042028)  
Code: 500219 (BSE) and JISLJALEQS (NSE) 570004  
(BSE) and JISLDVREQS (NSE)

2. Quarter ending: 31<sup>st</sup> March, 2023.

**1. Composition of Board of Directors**

Title of the Director (Mr./Ms.)	Name of the Director	PAN and DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Whether the director is disqualified? (Start Date of Disqualification, End Date of Disqualification, Details of Disqualification and Current Status)	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directors in listed entities including this listed entity [in reference to provision 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ashok B Jain	AALPJ3437B00053157	Whole Time Director/ Executive	No	02.06.1992	01.10.2018	-	-	10.02.1963	1	0	1 (CSR)	-
Mr.	Anil B Jain	AALPJ3438Q00053035	Vice Chairman/ Managing Director/ Executive	No	30.12.1986	01.10.2018	-	-	10.03.1965	1	0	1 (Audit)	-
Mr.	Ajit B Jain	AALPJ3439R00053299	Joint Managing Director/ Executive	No	01.03.1998	29.09.2022	-	60 months	05.07.1966	1	0	2 (SRC & RMC)	-
Mr.	Atul B Jain	AALPJ3440J00053407	Joint Managing Director/ Executive	No	30.09.2005	01.10.2018	-	60 Months	06.01.1969	1	0	2 (CSR & RMC)	-
Mr.	D R Mehta*	ACCPM1326R01067895	Non-Executive-Independent Director	No	26.12.2007	01.04.2019	-	60 months	25.06.1937	4	2	2(CSR & RMC)	1 (CSR)

Title (Mr./Ms.)	Name of the Director	PAN and DIN	Category (Chairperson /Executive/ Non - Executive/ Independent/ Nominee)	Whether the director is disqualified? (Start Date of Disqualification, End Date of Disqualification, Details of Disqualification and Current Status)	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to provision to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ghanshyam Dass	AEMPD6631C01807011	Non-Executive-Independent Director	No	25.08.2009	30.09.2019	-	60 months	11.07.1952	1	2	2 (Audit & RMC)	2 (Audit & RMC)
Ms.	Radhika Dudhat	AGBPP2249P00016712	Non-Executive-Independent Director	No	29.12.2005	30.09.2019	-	60 months	29.06.1970	3	2	2 (NRC & RMC)	1 (NRC)
Mr.	H P Singh	AHIPS7011C06387125	Non-Executive-Independent Director	No	11.08.2014	30.09.2019	-	60 months	02.07.1950	1	1	2 (NRC & SRC)	-
Mr.	Johannes Bastiaan Boudewijn Mohrman	PAN: NA08574511	Non-Executive-Independent Director	No	30.09.2019	30.09.2019	-	60 months	17.09.1959	1	1	2 (Audit & RMC)	-
Mr.	Narendra Jadhav	AEVPJ8190F02435444	Non-Executive-Independent Director	No	31.07.2020	31.07.2020	-	60 months	25.08.1953	3	2	2 (Audit & SRC)	1 (SRC)
Mr.	Mukul Sarkar	AKKPS2094L00893700	Non-Executive-Nominee Director	No	31.07.2020	31.07.2020	-	**	01.06.1967	2	1	-	-
Ms.	Nancy Marie Barry	PAN: NA08848632	Non-Executive-Independent Director	No	31.07.2020	31.07.2020	-	60 months	02.08.1949	1	1	2 (Audit & NRC)	-

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. 1<sup>st</sup> April, 2019 for 5 years.

\*\* Mr. Mukul Sarkar is a non-retiring director because of operation of EXIM Bank Act.



**\*\* Composition of Committees**

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee Director)	Date of Appointment on Committee	Date of Cessation
1. Audit Committee	Yes	Mr. Ghanshyam Dass	Chairperson Independent - Non Executive Director	11.08.2014	-
		Mr. Anil B. Jain	Member Vice Chairman/ Managing Director/ Executive	31.07.2020	-
		Dr. Narendra Jadhav	Member Independent- Non Executive Director	31.07.2020	-
		Mr. Johannes Bastiaan Boudewijin Mohrmann	Member Independent- Non Executive Director	31.07.2020	-
		Ms. Nancy Barry	Member Independent- Non Executive Director	31.07.2020	-

Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive /Independent/ Nominee)	Date of Appointment on Committee	Date of Cessation
2. Nomination & Remuneration Committee	Yes	Ms. Radhika Dudhat	Chairperson- Independent Director	11.08.2014	-
		Mr. H P Singh	Member Independent- Non Executive Director	15.05.2015	-
		Ms. Nancy Barry	Member Independent- Non Executive Director	31.07.2020	-

Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment on Committee	Date of Cessation
3. Risk Management Committee	Yes	Mr. Ghanshyam Dass	Chairperson – Independent-Non Executive Director	10.08.2015	-
		Ms. Radhika Dudhat	Member- Independent-Non Executive Director	10.08.2015	-
		Mr. Atul B Jain	Member - Executive Director	10.08.2015	-
		Mr. Ajit B Jain	Member – Joint Managing Director/Executive	31.07.2020	-
		Mr. D R Mehta	Member - Independent-Non Executive Director	31.07.2020	-
		Mr. Johannes Bastiaan Boudewijin Mohrmann	Member - Independent-Non Executive Director	31.07.2020	-



Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive /Independent/ Nominee)	Date of Appointment on Committee	Date of Cessation
4. Stakeholders Relationship Committee	Yes	Dr. Narendra Jadhav	Chairperson Independent- Non - Executive Director	31.07.2020	-
		Mr. Ajit B Jain	Member - Joint Managing Director	11.08.2014	-
		Mr. H P Singh	Member Independent- Non Executive Director	30.05.2019	-

Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive /Independent/ Nominee)	Date of Appointment on Committee	Date of Cessation
5. Corporate Social Responsibility Committee	Yes	Mr. D R Mehta	Chairperson Independent- Non-Executive Director	11.08.2014	-
		Mr. Ashok B Jain	Member - Whole Time Director- Executive Director	27.02.2016	-
		Mr. Atul B Jain	Member- Joint Managing Director	31.07.2020	-

Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive /Independent/ Nominee)	Date of Appointment on Committee	Date of Cessation
6. Other Committee Sub Committee (RP)	-	Mr. Anil B. Jain	Vice Chairman - Managing Director/Executive	-	-
		Mr. Ghanshyam Dass	Member- Independent Non-Executive Director	-	-
		Ms. Radhika Dudhat	Member- Independent Non-Executive Director	-	-

## 2. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met	Total number of Directors as on the date of meeting	No. of Directors Present (All Directors including Independent Directors)	No. of Independent Directors Present	Maximum gap between any two consecutive meetings (in number of days)
11.11.2022	Yes	12	12	7	
11.02.2023	Yes	12	12	7	91
29.03.2023	Yes	12	12	7	45



### 3. Meeting of Committees (Revised)

Meetings	Date(s) of Meeting (if any) in the previous quarter and in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met	Total number of Directors as on the date of meeting	No. of Directors (All directors including Independent Directors)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
Audit Committee*	10.11.2022		Yes	5	4	3	NIL
Audit Committee*	10.02.2023	91	Yes	5	5	4	1(Navindra Surana- Audit Engagement Team)
Nomination & Remuneration Committee*	10.11.2022		Yes	3	3	3	Nil
Nomination & Remuneration Committee*	10.02.2023	91	Yes	3	3	3	1(Mr. Anil B Jain-Invitee)
Stakeholders Relationship Committee*	10.11.2022		Yes	3	3	2	NIL
Stakeholders Relationship Committee	10.02.2023	91	Yes	3	3	2	NIL
Risk Management Committee	10.11.2022		Yes	6	6	4	NIL
Risk Management Committee	11.02.2023	92	Yes	6	6	4	NIL
Corporate Social Responsibility Committee	11.02.2023		Yes	3	3	1	NIL

\* Committee meetings were held through Video Conferencing/Other Audio Visual Means

The Company availed the relaxations of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) related for holding the committee meetings.

### 4. 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, Audit Committee.

### 5. Disclosure on website in terms of listing regulations (Annexure-2)

Sr	Item	Compliance status (Yes/No/NA)
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes



3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	Yes
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11	email address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	Yes
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
16	New name and the old name of the listed entity	NA
17	Advertisements as per regulation 47 (1)	Yes
18	Credit rating or revision in credit rating obtained	Yes
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
21	Materiality Policy as per Regulation 30	Yes
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
23	It is certified that these contents on the website of the listed entity are correct	Yes

## 5. Affirmations

Subject	Compliance Status (Yes/No)
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 1000 listed entities)	Yes
e. Corporate Social Responsibility Committee	Yes



Subject	Compliance Status (Yes/No)
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 and observations

#### 6. Annual Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	Yes
2	Board composition	Yes
3	Meeting of Board of directors	Yes
4	Quorum of Board meeting	Yes
5	Review of Compliance Reports	Yes
6	Plans for orderly succession for appointments	Yes
7	Code of Conduct	Yes
8	Fees/compensation	Yes
9	Minimum Information	Yes
10	Compliance Certificate	Yes
11	Risk Assessment & Management	Yes
12	Performance Evaluation of Independent Directors	Yes
13	Recommendation of Board	Yes
14	Maximum number of Directorships	Yes
15	Composition of Audit Committee	Yes
16	Meeting of Audit Committee	Yes
17	Composition of nomination & remuneration committee	Yes
18	Quorum of Nomination and Remuneration Committee meeting	Yes
19	Meeting of Nomination and Remuneration Committee	Yes
20	Composition of Stakeholder Relationship Committee	Yes
21	Meeting of Stakeholders Relationship Committee	Yes
22	Composition and role of risk management committee	Yes
23	Meeting of Risk Management Committee	Yes
24	Vigil Mechanism	Yes
25	Policy for related party Transaction	Yes



26	Prior or Omnibus approval of Audit Committee for all related party transactions	Yes
27	Approval for material related party transactions	Yes
28	Disclosure of related party transactions on consolidated basis	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	Yes
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	Yes
31	Annual Secretarial Compliance Report	Yes
32	Alternate Director to Independent Director	NA
33	Maximum Tenure	Yes
34	Meeting of independent directors	Yes
35	Familiarization of independent directors	Yes
36	Declaration from Independent Director	Yes
37	D & O Insurance for Independent Directors	Yes
38	Memberships in Committees	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	Yes
40	Disclosure of Shareholding by Non-Executive Directors	Yes
41	Policy with respect to Obligations of directors and senior management	Yes

#### 6. Signatory details

Signatory Details	
Name of Signatory	A.V. Ghodgaonkar
Designation of person	Company Secretary
Place	Jalgaon
Date	04.04.2023

For Jain Irrigation Systems Ltd.



A.V. Ghodgaonkar  
Company Secretary



Date: 04.04.2023

Place: Jalgaon