



Jain Irrigation Systems Ltd.

Small Ideas. Big Revolutions.®

"Leave this world better than you found it."

Founder - Bhavari H. Jain (1937 - 2016)

JISL/CS/B2/2018/04

05.04.2018

To
BSE Ltd.,
Corporate Relationship Department,
1st Floor, New Trading Wing
Rotunda Building, P. J. Tower,
Dalal Street,
Mumbai - 400 001.
Fax No. 022- 22722037/ 39/41/61 (Day)
022-22723121/3719 (Night)

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

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

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

**Sub : Compliance Report on Corporate Governance for the quarter/year ended
31st March, 2018**

Dear Sir,

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 31st March, 2018.

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

Thanking you,

Yours Faithfully,
For Jain Irrigation Systems Ltd.

**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, 2018

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	AALPJ3437B 00053157	Chairman/ Executive	01.10.2015	Permanent	1	1 (NRC)	-
Mr	Anil B Jain	AALPJ3438Q 00053035	Vice Chairman/ Managing Director/ Executive	01.10.2015	Permanent	1	-	-
Mr	Ajit B Jain	AALPJ3439R 00053299	Joint Managing Director/ Executive	01.10.2015	3 Years	1	1 (SC)	-
Mr	Atul B Jain	AALPJ3440J 00053407	Joint Managing Director/ CFO/ Executive	01.10.2015	3 Years	1	1 (RMC)	-
Mr	R Swanimathan	ABJPS4831M 00060983	Executive Director	01.10.2015	3 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	2	2 (Audit & RMC)	2
Ms	Radhika Pereira	AGBPP2249P 00016712	Independent	26.09.2014	5 Years	4	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)	-

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

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non Executive /Independent/ Nominee)
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



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

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
	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)
10.11.2017	30.01.2018	80 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	29.01.2018	Yes: All the 3 Members were Present	10.11.2017	79 days
2. Nomination & Remuneration Committee	30.01.2018	Yes: All the 4 Members were Present	10.11.2017	80 Days
3. Risk Management Committee	22.03.2018	Yes: All the 3 Members were Present	-*	-
4. Stakeholders Relationship Committee	30.01.2018	Yes: All the 3 Members were Present	10.11.2017	80 days

* Meeting held on 25.02.2017

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

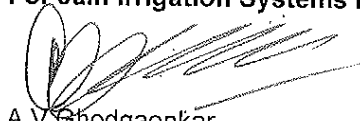
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	Yes
b. Nomination & 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 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



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, 2018**

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 2017
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>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes at Board Level
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes



Composition of Audit Committee	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 22.03.2018
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

