

# Corporate Governance Report

## I) Corporate Governance

Corporate Governance is the application of best management practices, compliance of laws, rules, regulations and adherence to standards to achieve the objects of the Company, enhance stakeholders value and also discharge of social responsibility at same time. The Corporate Governance Structure in the Company assigns responsibility and authority to Board of Directors, its committees and the executive management, senior management employees etc. as per various requirements.

## II) Company's Philosophy on Corporate Governance

The Company acknowledges its responsibilities to its Stakeholders and society at large as any corporate citizen should. The Company believes that Corporate Governance helps to achieve commitment and goals to enhance stakeholder value by focusing towards all stakeholders including society from whom we seek so much but return to little. The core values of the Company are based on integrity, emphasis on product quality and transparency in its dealings with all stakeholders. Any good corporate governance provides an appropriate framework for the Board, its committees and the executive Management to carry out the objectives that are in the interest of the Company and the Stakeholders. The Company maintains highest levels of transparency, accountability and good management practices through the adoption and monitoring of corporate strategies, goals and procedures to comply with its legal and ethical responsibilities. The Company is committed to meeting the aspirations of all the stakeholders. The associate's satisfaction is reflected in the stability in all the levels of management.

The Company is in compliance with the requirements of the updated clause 49 on Corporate Governance stipulated under the Listing Agreement with the Stock Exchanges. A code of conduct is framed and adopted in and the pursuit of excellence in corporate governance.

The Company has three tiers of the governance pyramid:

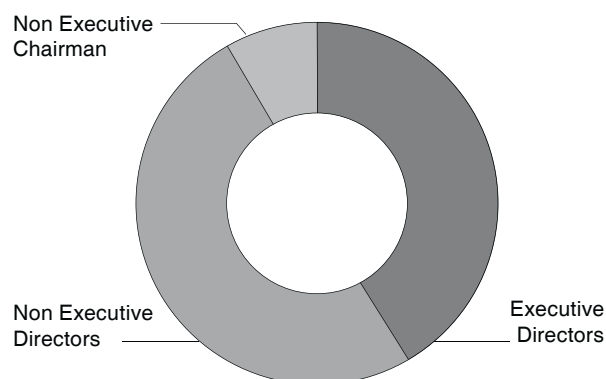
- Shareholders - Board of Directors
- Committees of the Board
- Executive Management

Each of the tier operates within the given parameters as per prevailing laws and regulations or the practices prevalent in the industry.

## A) Board of Directors

### a) Composition

The Board of Directors of Jain Irrigation comprises of Executive and Non-Executive Directors. Since the Chairman is from the Promoters Group but Non-Executive, the strength of independent Directors is mandated at half of the strength of the Board. The Board has 6 independent members in the total strength of 12 at present. The executive Directors are 5 in view of the diverse nature of business of the Company. The independent Directors are professionals in their field and possess background of financial, legal and agriculture fields. 3 independent Directors out of the 6 Directors are with the Company Board for less than 7 years at present. In terms of the Articles of Association the strength of the Board shall not be less than 3 and not more than 14 at present.



The following is the composition of the Board on 31st March, 2014:

As on	Executive Directors	Non-Executive Directors	Non-Executive Chairman	Total Strength
31-Mar-14	5	6	1	12

Shri Bhavarlal H. Jain, the Founder is the Chairman (non-executive) of the Board.

The table below gives the composition of Jain Irrigation's Board and the number of other Directorships and Committee Memberships as on 31<sup>st</sup> March, 2014.

Sr. No.	Name of Directors	Other Directorship in Ltd. Co.	Other Directorship in Pvt. Ltd. Co.	Membership in Committees of Companies (other than JISL)	Membership in Committees at JISL
1	Mr. Bhavarlal H. Jain	3	Nil	Nil	Nil
2	Mr. Ashok B. Jain	3	8	Nil	2
3	Mr. Anil B. Jain	20*	4	Nil	1
4	Mr. Ajit B. Jain	7*	6	Nil	3
5	Mr. Atul B. Jain	13*	10	Nil	1
6	Mr. D. R. Mehta	6	4	Nil	Nil
7	Mr. R. Swaminathan	2*	Nil	Nil	1
8	Mr. Ghanshyam Dass	4	3	Nil	1
9	Mrs. Radhika Pereira	2	1	Nil	2
10	Mr. Ramesh C. A. Jain	Nil	Nil	Nil	3
11	Mr. V. V. Warty	Nil	1	Nil	3
12	Dr. Arun Kumar Jain	Nil	Nil	Nil	NIL

\* Including foreign Subsidiary Companies in group.

**b) The Shareholding of Directors in the Company is as under as on 31.03.2014**

Sr. No.	Name of Director	No. of Ordinary Equity Shares	% of Total Ordinary Equity Capital	No. of DVR Equity Shares	% of Total DVR Equity Capital
1	Mr. Bhavarlal H. Jain	2,655,240	0.60	132,762	0.69
2	Mr. Ashok B. Jain	1,857,485	0.42	92,873	0.48
3	Mr. Anil B. Jain	113,690	0.03	5,684	0.03
4	Mr. Ajit B. Jain	9,340,205	2.11	467,010	2.42
5	Mr. Atul B. Jain	108,730	0.02	5,436	0.03
6	Mr. D. R. Mehta	25,000	0.01	1,250	0.01
7	Mr. R. Swaminathan	177,260	0.04	8,863	0.05
8	Mr. Ghanshyam Dass	NIL	NIL	NIL	NIL
9	Mrs. Radhika Pereira	25,000	0.01	1,250	0.01
10	Mr. Ramesh C. A. Jain	25,000	0.01	1,250	0.01
11	Mr. V. V. Warty	NIL	NIL	NIL	NIL
12	Dr. Arun Kumar Jain	NIL	NIL	NIL	NIL
	<b>Total</b>	<b>14,327,610</b>	<b>3.23</b>	<b>716,378</b>	<b>3.73</b>

**c) Meetings of Board and its Committees**

Meetings of Board and its Committees are held as and when necessary. The meetings of the Board and Audit Committee normally last for a day and in some cases are held over two days. The Board of Directors met 4 times and AGM was held on 27<sup>th</sup> September, 2013 during the year under review. The attendance details are as follows:

Sr. No.	Name of Directors	Designation	Category	BOD	AGM
1	Mr. Bhavarlal H. Jain	Chairman	Promoter Director	4	Yes
2	Mr. Ashok B. Jain	Vice Chairman	Promoter Director	4	Yes
3	Mr. Anil B. Jain	Managing Director	Promoter Director	4	Yes
4	Mr. Ajit B. Jain	Joint Managing Director	Promoter Director	4	Yes
5	Mr. Atul B. Jain	Joint Managing Director	Promoter Director	3	Yes
6	Mr. D. R. Mehta	Director	Independent Director	3	No
7	Mr. R. Swaminathan	Director -Technical	Executive Director	3	Yes
8	Mr. Ghanshyam Dass	Director	Independent Director	4	Yes
9	Mrs. Radhika Pereira	Director	Independent Director	2	Yes
10	Mr. Ramesh C. A. Jain	Director	Independent Director	3	No
11	Mr. V. V. Warty	Director	SBI Nominee Director	4	Yes
12	Dr Arun Kumar Jain	Director	Independent Director	1	Yes

**d) Disclosure regarding appointment or re-appointment of Directors**

Sr. No.	Name, Designation and Qualification	Experience and Expertise in specific functional areas	Other Company Directorships, Committee Memberships, Trustee, Proprietor, Partner etc.
1	Shri Bhavarlal H. Jain Chairman B.Com., LLB	Founder of the Jain group of Companies and Chairman of the Company. He began his business in 1963 by trading in agricultural inputs and equipments. In 1978, he acquired a sick unit which he used to manufacture Papain. In 1980, he commenced PVC Pipe manufacturing operations. Post 1986, he pioneered the concept of micro irrigation in India. He has received many awards and accolades for outstanding work in agriculture including the prestigious Crawford Reid Memorial Award instituted by Irrigation Association, U.S.A. for "Significant Contribution to the Irrigation Industry outside the United States". 4 honorary doctorates have been conferred to him from different universities. Acknowledging path breaking work he has done for improvement of agriculture in India, on 5 <sup>th</sup> May 2008 he was conferred by <b>Padmashree</b> by the Govt. of India at the hands of Hon'ble President of India.	<b>Director of:</b> i) Kantabai Bhavarlal Jain Family Knowledge Institute (S. 25 Co.) ii) Gandhi Research Foundation (S. 25 Co.) iii) Sustainable Agro-Commercial Finance Limited. (NBFC Arm) <b>Trustee:</b> i) Bhavarlal and Kantabai Jain Multipurpose Foundation ii) Anubhuti Scholarship Foundation iii) Bahinabai Chaudhari Memorial Trust iv) Jain Family Holding Trust v) Jain Family Investment Trust vi) Jain Family Enterprises Trust vii) Jain Family Investment Management Trust viii) Jain Family Trust <b>Committee Membership:</b> None



Sr. No.	Name, Designation and Qualification	Experience and Expertise in specific functional areas	Other Company Directorships, Committee Memberships, Trustee, Proprietor, Partner etc.
2	Shri Ashok B. Jain Vice Chairman B.Com.	Joined the management team in 1982 and was in charge of marketing and extension services in Maharashtra and other States. In 1993 he became Director and was responsible for Corporate Administration, Corporate Image and Relationships, Events Management, Personnel/Human Resource Development, Communication, Public Relations, Art and Publicity. At present he also acts as Commercial Chief of the Food Processing Division and Green Energy Division.	<p><b>Director of:</b></p> <ul style="list-style-type: none"> <li>i) Atlaz Technology Pvt. Ltd.</li> <li>ii) Cosmos Investment &amp; Trading Pvt. Ltd.</li> <li>iii) Jain Vanguard Polybutylene Ltd.</li> <li>iv) JAF Products Pvt. Ltd.</li> <li>v) Jain Brothers Industries Pvt. Ltd.</li> <li>vi) Jain Eagro.Com India Pvt. Ltd.</li> <li>vii) Jalgaon Investments Pvt. Ltd.</li> <li>viii) Pixel Point Pvt. Ltd.</li> <li>ix) Timbron India Pvt. Ltd.</li> <li>x) Kantabai Bhavarlal Jain Family Knowledge Institute. (S. 25 Co.)</li> <li>xi) Gandhi Research Foundation (S. 25 Co.)</li> <li>xii) Shree Mahavir Sahakari Bank Ltd.</li> </ul> <p><b>Partner :</b></p> <ul style="list-style-type: none"> <li>i) Jain Computer &amp; Allied Services</li> <li>ii) Jalgaon Metal &amp; Bricks Mfg. Co.</li> </ul> <p><b>Proprietor :</b></p> <ul style="list-style-type: none"> <li>i) PVC Trading House</li> </ul> <p><b>Trustee :</b></p> <ul style="list-style-type: none"> <li>i) Anubhuti Scholarship Foundation</li> <li>ii) Jain Family Holding Trust</li> <li>iii) Jain Family Investment Trust</li> <li>iv) Jain Family Enterprises Trust</li> <li>v) Jain Family Investment Management Trust</li> <li>vi) Jain Family Trust</li> </ul> <p><b>Committee Membership:</b> None</p>
3	Shri Anil B. Jain Managing Director B.Com., LLB	Managing Director of the Company since 1992. He joined management team in 1984 and was in charge of US based marketing operations. He has an extensive background and experience in Finance, Banking, Mergers & Acquisitions, Strategic Planning, Restructuring Operations, Export Marketing, International Business Relations, Collaborations and Joint Ventures.	<p><b>Director of:</b></p> <p><b>A] Subsidiary Companies</b></p> <ul style="list-style-type: none"> <li>i) JISL Overseas Ltd.</li> <li>ii) Jain (Americas) Inc.</li> <li>iii) Cascade Specialties Inc.</li> <li>iv) Jain International Trading B V</li> <li>v) Jain Irrigation Holding Corporation</li> <li>vi) Jain Irrigation Inc.</li> <li>vii) Jain Sulama Sistemleri San Ve Tic A S</li> <li>viii) Jain (Europe) Ltd.</li> <li>ix) Naandan Jain Irrigation Ltd.</li> <li>x) Jain Investment &amp; Finance B V</li> <li>xi) Jain Overseas Investments Ltd.</li> <li>xii) Jain Overseas BV, Netherland</li> <li>xiii) Jain (Israel) BV, Netherland</li> <li>xiv) Sleaford Quality Foods Ltd.</li> <li>xv) Sleaford Food Group Ltd.</li> <li>xvi) Arnolds Quick Dried Foods Ltd.</li> <li>xvii) Point Source Irrigation, Inc</li> <li>xviii) SQF 2009 Ltd</li> <li>xix) Sustainable Agro-Commercial Finance Ltd. (NBFC Arm)</li> </ul> <p><b>B] Other Companies</b></p> <ul style="list-style-type: none"> <li>i) Cosmos Investment and Trading Pvt. Ltd</li> <li>ii) JAF Products Pvt. Ltd.</li> <li>iii) Jain Brothers Industries Pvt. Ltd.</li> <li>iv) Jalgaon Investments Pvt. Ltd.</li> </ul> <p><b>Proprietor</b></p> <ul style="list-style-type: none"> <li>i) Drip &amp; Pipe Suppliers</li> </ul> <p><b>Partner</b></p> <ul style="list-style-type: none"> <li>i) Jalgaon Udyog</li> <li>ii) Jalgaon Metal &amp; Bricks Mfg. Co.</li> </ul> <p><b>Trustee:</b></p> <ul style="list-style-type: none"> <li>i) Anubhuti Scholarship Foundation</li> <li>ii) Jain Family Holding Trust</li> <li>iii) Jain Family Investment Trust</li> <li>iv) Jain Family Enterprises Trust</li> <li>v) Jain Family Investment</li> <li>vi) Jain Family Trust</li> </ul> <p><b>Committee Membership:</b> None</p>

Sr. No.	Name, Designation and Qualification	Experience and Expertise in specific functional areas	Other Company Directorships, Committee Memberships, Trustee, Proprietor, Partner etc.
4	Shri Ajit B. Jain Joint Managing Director BE.(Mech.)	Joint Managing Director of the Company since 1994 and is responsible for the pipe division as well as marketing of all plastic products, including drip irrigation, guidance for extension service and development of new applications and products. He joined in 1984 and started his training in production and maintenance in the pipe division. During the period from 1985-1990, he was in charge of establishing our new pipe production plant at Sendhwa (in the state of Madhya Pradesh in India). In 1991 he was appointed Director with the overall responsibility of the pipe manufacturing plant at Jalgaon, including production, maintenance and marketing.	<b>Director of:</b> <b>A] Subsidiary Companies</b> i) JISL Global S.A. ii) Naandan Jain Irrigation Ltd. iii) JISL Systems S.A. iv) Thomas Machines Ltd. v) Jain Sulama Sistemleri San Ve Tic A S vi) Pro Tool AG Switerlands vii) Sustainable Agro-Commercial Finance Ltd. (NBFC Arm) <b>B] Other Companies</b> i) Jain Extrusion & Moulding Pvt. Ltd. ii) Jain Rotfil Heaters Pvt. Ltd. iii) Cosmos Investment & Trading Pvt. Ltd. iv) JAF Products Pvt. Ltd. v) Jain Brothers Industries Pvt. Ltd. vi) Jalgaon Investments Pvt. Ltd. <b>Proprietor:</b> i) Plastic Enterprises <b>Partner:</b> i) Jalgaon Metal & Bricks Manufacturing Co. <b>Trustee:</b> i) Anubhuti Scholarship Foundation ii) Jain Family Holding Trust iii) Jain Family Investment Trust iv) Jain Family Enterprises Trust v) Jain Family Investment Management Trust vi) Jain Family Trust <b>Committee Membership: None</b>
5	Shri Atul B. Jain B Com	He is a Commerce Graduate. He joined the management team in 1992. He was posted in London office and developed the Food Processing distribution business in Europe and helped the Company maintain the plastic exports to Europe. He was appointed CMO of the Company w.e.f. 20th August, 2002. Besides overall marketing management responsibility he has also handled all India marketing function of Drip Irrigation and PVC pipe products, PE and other specialty pipes and fittings all over the world. He has been involved with development of new applications & products in overseas markets for food and plastic sheet divisions.	<b>Director of:</b> <b>A] Subsidiary Companies</b> i) JISL Overseas Ltd. ii) Cascade Specialities Inc. iii) Jain (Americas) Inc iv) Jain (Europe) Ltd. v) Jain Overseas Investments Ltd. vi) Jain Investment & Finance BV vii) Jain Sulama Sistemleri San Ve Tic A S viii) Sleaford Quality Foods Ltd. ix) Sleaford Food Group Ltd. x) Arnolds Quick Dried Foods Ltd. xi) SQF 2009 Ltd xii) Ex-cel Plastics Ltd <b>B] Other Companies</b> i) Atlaz Technology Pvt. Ltd. ii) Cosmos Investment & Trading Pvt. Ltd. iii) JAF Products Pvt. Ltd. iv) Jain Brothers Industries Pvt. Ltd. v) Jain Eagro.Com India Pvt. Ltd. vi) Jain Extrusion & Moulding Pvt. Ltd. vii) Jain Rotfil Heaters Pvt. Ltd. viii) Jain Vanguard Polybutylene Ltd. ix) Jalgaon Investments Pvt. Ltd. x) Pixel Point Pvt. Ltd. xi) Timbron India Pvt. Ltd. <b>Proprietor:</b> i) Jain Sons Investments Corporation <b>Partner:</b> i) Jalgaon Udhyog ii) Jain Computer & Allied Services iii) Jalgaon Metal & Bricks Manufacturing Co. <b>Trustee:</b> i) Anubhuti Scholarship Foundation ii) Bahinabai Chaudhary Memorial Trust iii) Jain Family Holding Trust iv) Jain Family Investment Trust v) Jain Family Enterprises Trust vi) Jain Family Investment Management Trust vii) Jain Family Trust <b>Committee Membership: None</b>





Sr. No.	Name, Designation and Qualification	Experience and Expertise in specific functional areas	Other Company Directorships, Committee Memberships, Trustee, Proprietor, Partner etc.
6	Shri D. R. Mehta	<p>Shri D. R. Mehta was appointed on 26.12.2007. He joined Indian Administrative Service in 1961 and held important positions in the Govt. of Rajasthan and later in Govt. of India. He was the Chairman of Securities and Exchange Board of India (SEBI), an apex regulatory body that deals with the regulation and development of the capital market in India. He has been credited with transforming the Capital Market in India into a modern, efficient, safe, vibrant and a very investor friendly one. His prior prestigious postings include the Deputy Governor of Reserve Bank of India, Director General of Foreign Trade, Ministry of Commerce, and Additional Secretary, Banking, Ministry of Finance.</p> <p>Born in 1937, he is a graduate of Arts and Law from Rajasthan University. He also studied at Royal Institute of Public Administration, London and Alfred Sloan School of Management, MIT, Boston. There is another side to this sterling personality-humane side. A man of compassion, he set up the Bhagwan Mahavir Viklang Sahayata Samiti in 1975, famous for Jaipur Foot.</p>	<p><b>Director of:</b></p> <ul style="list-style-type: none"> <li>i) Polymedicare Ltd.</li> <li>ii) JMC Projects (India) Ltd.</li> <li>iii) Glenmark Generics Ltd.</li> <li>iv) Atul Rajasthan Date Palms Pvt. Ltd.</li> <li>v) Glenmark Pharmaceuticals Ltd.</li> <li>vi) Gandhi Research Foundation (S. 25 Co.)</li> <li>vii) M.M. Auto Industries Ltd.</li> <li>viii) Smart Global Ventures Pvt. Ltd.</li> <li>ix) Smart Value Venture Pvt. Ltd.</li> <li>x) Saket City Hospital Pvt. Ltd.</li> </ul> <p><b>Committee Membership:</b> None</p>
7	Shri R. Swaminathan Director – Technical B.Tech. (Chemical)	<p>He is Chemical Engineer responsible for manufacturing operations in our Poly-tube, Sprinkler, PVC &amp; PC Sheets and PVC &amp; PE Pipe units. He has 34 years of experience in operation and maintenance activities of plants handling such things as Solvent Extraction, Plastics Extrusion and Injection Moulding. He joined the Jain Group in 1982 and was appointed a full-time Director in 1996.</p>	<p><b>Director of:</b></p> <ul style="list-style-type: none"> <li>i) Thomas Machines Ltd.</li> <li>ii) Pro Tool AG, Switzerland</li> </ul> <p><b>Committee Membership:</b> None</p>
8	Shri Ramesh C. A. Jain Director B.A., LLB  Since deceased on 25 <sup>th</sup> May 2014	<p>He held a Bachelor of Arts Degree from the University of Rajasthan, a Bachelor of Law Degree from the University of Bombay and a Post-graduate Diploma in Development Administration from the University of Manchester in the United Kingdom. He had 11 years of experience in the industrial development and financial sectors. In 2003 he was Secretary of the Department of Agriculture and Cooperation in the Ministry of Agriculture in New Delhi and was responsible for the formulation and implementation of national policies and programmes for agricultural development. In 2004, before joining the Food and Agriculture Organization of the United Nations as its Country Representative in the Philippines, he held the post of Member Secretary, National Commission on Farmers, established by the Government of India.</p>	<p><b>Directorship:</b> None <b>Committee Membership:</b> None</p>

Sr. No.	Name, Designation and Qualification	Experience and Expertise in specific functional areas	Other Company Directorships, Committee Memberships, Trustee, Proprietor, Partner etc.
9	Shri Ghanshyam Dass Bachelor's degree with Honours in Economics, Master in Linguistics.	<p>He has had an outstanding career in domestic, international banking and Capital Markets for over 34 years, during which he developed a firm understanding of the complexities of international markets. He is thoroughly familiar with the regulatory and business environment in USA, European Union, South East Asia, The Middle East, India and other major world financial locations.</p> <ol style="list-style-type: none"> <li>1) Mr. Dass has been associated with Intel Capital, NASDAQ, CII National Council, ICSI, Dhanlaxmi Bank, Biopure Healthcare, Carbon Clean solutions and Brickwork ratings.</li> <li>2) He is member of Academic Council of Union Bank School of management. He is Senior Advisor KPMG, Special Advisor STJ Advisors Ltd.</li> <li>3) He is Founder Member of Association of outsourcing professionals, Vice President-Karnataka athletics association.</li> </ol>	<p><b>Director of:</b></p> <ol style="list-style-type: none"> <li>i) Jubilant Industries Ltd.</li> <li>ii) Powerica Ltd.</li> <li>iii) Estel Technologies Pvt. Ltd.</li> <li>iv) Online Recharge Service Pvt. Ltd.</li> <li>v) Jubilant Agri &amp; Consumer Products Ltd.</li> <li>vi) Mayar Infrastructure Development Pvt Ltd</li> <li>vii) Avighna India Ltd</li> </ol> <p><b>Shareholder:</b> Carbon Clean Solutions Pvt. Ltd</p> <p><b>Chairman:</b> FIG Consultants</p>
10	Smt. Radhika Pereira Director B.Sc., LLB, LLM (Cambridge) LLM (Harvard)	<p>She is a graduate of Mumbai University concentrating in science and law, and holds an LLM from Cambridge (England) and Harvard (USA). Currently, she is a Proprietor of Dudhat, Periera and Associates, Advocates, Mumbai. Over the years she worked with Mulla &amp; Mulla, Cragie, Blunt &amp; Caroe, Advocates and Solicitors, Mumbai, Arthur Anderson &amp; Co, Mumbai, and as a Partner in Udadia &amp; Udeshi, Advocates, Mumbai.</p>	<p><b>Director of:</b></p> <ol style="list-style-type: none"> <li>i) Tips Industries Ltd.</li> <li>ii) Sethi Funds Management Pvt. Ltd.</li> <li>iii) India SME Asset Reconstruction Co. Ltd (ISARC)</li> </ol> <p><b>Proprietor:</b> Dudhat Pereira &amp; Associates</p>
11	Shri Vasant V. Warty Director Nominee – SBI B.A., LLB	<p>He was appointed as Nominee Director on May 13, 2004 by State Bank of India, the lead bank for our consortium of working capital bankers. He is a graduate in Arts and Law and holds a diploma in Managerial Accounting from Jamnalal Bajaj Institute, in addition to having passed CAIIB. Mr. Warty joined State Bank of India as a Probationary Officer in October 1966 and has held various positions within the field of Branch Management, including International Banking faculty member of State Bank staff college, Zonal Office in Mumbai, GM Commercial Banking and CGM Orissa State.</p>	<p><b>Other Directorship :</b> Director of Ratnagiri Gas &amp; Power Pvt Ltd</p> <p><b>Committee Membership:</b> None</p>



Sr. No.	Name, Designation and Qualification	Experience and Expertise in specific functional areas	Other Company Directorships, Committee Memberships, Trustee, Proprietor, Partner etc.
12	Dr Arun Kumar Jain Director Gold-medalist Mechanical Engineer Ph.D. from IIM-Ahmedabad	Dr. Jain is a gold-medalist mechanical engineer (having received the 'All-Round Best Student' award), Ph.D. from Indian Institute of Management-Ahmedabad (having received IFCI Outstanding Doctoral Research Award), and an alumnus of IFC-World Bank. He is one of India's best known strategy scholars and author. Widely traveled, he has taught at leading Universities in USA, UK, Greece, France, Germany, and Singapore. He holds honorary chairs as Distinguished Professor of Corporate Governance and Strategy at SP Jain Center for Management, Singapore & Dubai, and Affiliated Professor of Strategy, International Business and Corporate Governance at EM Strasbourg School of Business, Strasbourg (France's largest University) and previously Research Chair Professor at German Graduate School of Business and Law (Germany) and Chairman & President of Center for Accelerated Learning, Innovation, and Competitiveness (Germany). His research has been published in international journals including Harvard Business Review. All his books on general management, viz. Competitive Excellence; Corporate Excellence; and Managing Global Competition have received India's Best Book Awards. His two textbooks, Crafting and Executing Strategy (running in 16th edition) and International Business (in 6th edition) are standard MBA texts in India and abroad. Before joining full-time Indian Institute of Management-Lucknow (India), he was a faculty at IIM-Bangalore. Professor Jain has presented/ delivered keynotes at Council of Europe (Strasbourg), Global Corporate Governance Forum at Washington, World Bank/IFC, Bundesbank (Germany), Global Forum for International Investment (Paris), OECD at Paris and Copenhagen, UNCTAD, MITI (Japan), European Union (Brussels), Commonwealth Secretariat (UK), India-Germany Business Forum (Germany), etc.	<b>Other Directorship:</b> None  <b>Committee Membership:</b> None

#### e) Information provided to Board Members

The structured agenda for the Board Meetings together with appropriate supporting documents is circulated in advance of the meetings. Some bulky documents are placed at the meeting and Power Point presentations are made to explain the operational details to all the Directors. The Board of Directors decide certain urgent matters by circulation as was permitted under the Companies Act, 1956. The circular resolutions were then confirmed at the next Board Meeting. As a part of Agenda, the Company has circulated notices, circulars, and orders on material development, legal and regulatory environment affecting the Company, including the following:

- Quarterly/annual divisional performance vis a vis the Budget for the financial quarter/year adopted by Board and reasons and details for variations, if any.
- Treasury decisions both Domestic and Foreign exchange related as and when movement takes place but otherwise on a quarterly/semi-annual basis.
- Internal Audit findings and Statutory Auditors reports (thru the Audit Committee).
- Show cause, demand, prosecution notices, if any from revenue authorities which are materially important and that exceed financial threshold set by the Board.
- Default, if any, in payment of interest and redemption of principal on Debentures issued by Company and the dues to major creditors of the Company or Financial Institution, Bank.
- Constitution and Terms of reference of the Committees appointed by the Board.
- Significant write off's/disposals or incidents of fraud/theft etc.
- Information related to strike, lock outs, retrenchments and fatal accidents etc.
- Any information which could potentially alter/impact the business seriously or which could negatively impact the Company's image in general.

**f) Compensation to Directors**

The remuneration paid or payable to the Directors for services rendered during 2013-14 is given hereunder:

**i) Executive Directors**

Sr. No.	Name of Director	Position	Gross Remuneration (₹)		Total (₹)
			Remuneration & Perquisites	Commission	
1	Mr. Ashok B Jain	Vice Chairman	19,633,092	-	19,633,092
2	Mr. Anil B Jain	Managing Director	19,633,092	-	19,633,092
3	Mr. Ajit B Jain	Joint Managing Director	19,633,092	-	19,633,092
4	Mr. Atul B Jain	Joint Managing Director	19,633,092	-	19,633,092
5	Mr. R Swaminathan	Director- Technical	8,844,948	-	8,844,948
<b>Total</b>			<b>87,377,316</b>	<b>-</b>	<b>87,377,316</b>

**ii) Non-Executive Directors**

Sr. No.	Name of Director	Commission (₹)	Perquisites (₹)	Sitting Fees (₹)			Total (₹)
				Board Meeting	Committee Meetings	Total	
1	Mr. Ramesh CA Jain	-	-	30,000	90,000	120,000	120,000
2	Mr. V V Warty	-	-	40,000	110,000	150,000	150,000
3	Mrs. Radhika Pereira	-	-	20,000	80,000	100,000	100,000
4	Mr. D R Mehta	-	-	30,000	-	30,000	30,000
5	Mr. Ghanshyam Dass	-	-	40,000	80,000	120,000	120,000
6	Dr. Arun Kumar Jain	-	-	10,000	-	10,000	10,000
<b>Total</b>		<b>-</b>	<b>-</b>	<b>170,000</b>	<b>360,000</b>	<b>530,000</b>	<b>530,000</b>

**III. Audit Committee**

The Audit Committee meetings are generally organized just before the Board Meeting. The terms of the reference of the Audit Committee includes following items:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor/internal auditor and the fixation of audit fees.
- Review Internal Audit Reports and discussion with internal auditors regarding any significant findings and follow up there on.
- Reviewing with the management the annual financial statements before submission to the Board for approval, with particular reference to:
  - Change, if any, in accounting policies and practices and reasons for the same.
  - Compliance with listing and other legal requirement relating to financial statements.
  - Qualifications in the draft audit report.
  - Disclosure of any related party transactions.
  - Statutory liabilities (Direct/indirect taxes) of the Company.
- Financial reporting to all Stakeholders

The management is responsible for financial reporting and internal control in the Company. The Statutory Auditors are responsible for performing audit of the Company's financial statements in accordance with the generally accepted audit practices and issue reports based on such audits. The Audit Committee is responsible for supervising the financial reports, Statutory Audit and Internal Audit to ensure accurate and appropriate disclosures that maintain and enhance quality of financial reporting. The following are the members of the Audit Committee as on 31<sup>st</sup> March 2014:

Sr. No.	Name of Director	Designation
a)	Mr. Ghanshyam Dass	Chairman
b)	Mr. Ramesh C A Jain	Member
c)	Mr. V V Warty	Member
d)	Mrs. Radhika Pereira	Member

Mr. Anil B Jain, Managing Director is permanent invitee and the Company Secretary is the Secretary and Convener of the Committee.

The Statutory Auditors were present in all 4 Audit Committee Meetings held during the year 2013.14.

f) Presence at Audit Committee Meetings:

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Mr. Ghanshyam Dass	Chairman	Independent Director	4	4
Mr. Ramesh C. A Jain	Member	Independent Director	4	3
Mr. V. V. Warty	Member	Independent Director	4	4
Mrs. Radhika Pereira	Member	Independent Director	4	2

#### IV. Subsidiary Companies

The Company has the following direct wholly owned subsidiaries:

- JISL Overseas Ltd, Mauritius
- Jain International Trading BV, Netherlands

The audit committee reviews the financial statements and investment made by these subsidiary companies annually.

#### V. Compensation Committee

The Compensation Committee considers and recommends the compensation of Executive, Directors, selected Executives at the senior level in the Company, the allotment/devolution of ESOP's under approved ESOP Scheme 2005 and 2011 and remuneration to Non-Executive Directors. Three meetings were held on during the year 2013-14.

Committee consists of following persons as on 31<sup>st</sup> March, 2014:

Sr.No.	Name of Director	Designation
a)	Shri. Ramesh C A Jain	Chairman
b)	Shri. Ashok B. Jain	Member
c)	Shri. Ajit B. Jain	Member
d)	Shri. V V Warty	Member
e)	Smt. Radhika Pereira	Member

The Company Secretary is the Convener of the Committee.

#### Presence at Compensation Committee Meeting:

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Shri. Ramesh C A Jain	Chairman	Independent Director	3	2
Shri. Ashok B. Jain	Member	Executive Director	3	3
Shri. Ajit B. Jain	Member	Executive Director	3	3
Mr. V. V. Warty	Member	Independent Director	3	3
Mrs. Radhika Pereira	Member	Independent Director	3	2

#### VI. Shareholders Grievances Committee

Committee's scope of work is to look into the shareholders complaints and to redress the same expeditiously like transfer of shares, non- receipt of new Ordinary Equity Shares/DVR Equity shares, non- receipt of Annual Report, non-receipt of declared dividend etc. The committee also review the issuance of duplicate share certificates, issue of certificate after split/consolidation/transmission of shares, done by the Share Transfer Sub-Committee.

Shareholders Grievances Committee (SGC) is chaired by the Independent and Non-Executive Director and comprises of following as on 31<sup>st</sup> March, 2014:

Sr.No.	Name of Directors	Designation
a)	Shri. V V Warty	Chairman
b)	Shri. Ajit B. Jain	Member
c)	Shri. R C A Jain	Member

The Company Secretary is the Secretary and convenor of this Committee.

The scope of the committee is as follows:

- \* To review Investor complaints,
- \* To review Corporate action related work,
- \* Overview of outsource & investor services like Registrar and Transfer Agents, etc.

Four meetings of SGC were held on 28.05.2013, 14.08.2013, 10.11.2013 and 07.02.2014 during the year 2013-14. However, the transfer sub-committee has met 102 times to approve the requests for transfer, transmission, duplicate, split, demat of Shares etc.

Presence at Shareholders Grievances Committee meeting:

Name of Directors	Designation	Category	Total meetings	Meetings Attended
Shri V V Warty	Chairman	Independent Director	4	4
Shri Ajit B Jain	Member	Executive Director	4	4
Shri. Ramesh C A Jain	Member	Independent Director	4	3



## VII. Operations Review Committee:

The Board on in the year 2010 constituted Operations Review Committee which undertakes work of approving (within the borrowing powers approved by Board) the individual sanction letters and delegates authority for completing documentation related to such borrowing, review the operational areas, delegation of authority for some more areas in view of increase in the size and scale of operations, timely decisions for operational efficiency and effectiveness. The Committee also approves opening and closing of Bank accounts and delegates' authority for security creation or related action for documentation.

The Committee consists of the following persons as on 31st March, 2014.

Sr.No.	Name of Directors	Designation
a)	Shri Ashok B. Jain	Chairman
b)	Shri Anil B. Jain	Member
c)	Shri Ajit B. Jain	Member
d)	Shri Atul B. Jain	Member
e)	Shri R. Swaminathan	Member

The Operations Review Committee has met 26 times during the FY 2013-14.

## VIII. Disclosures

### a. Management Discussion and Analysis:

Annual Report has a detailed portion on Management Discussion and Analysis.

### b. Basis of Related Party transaction:

All related party transactions are placed before Audit Committee for approval or information if already approved. The details of related party transactions are given in detail in Note No 34 of the Audited Accounts of the Company for the year ended 31st March, 2014.

### c. Accounting Treatment:

The Company has followed accounting treatment as prescribed in Accounting Standard applicable to the Company as per applicable statutes.

### d. Details of non-compliance by the Company:

- I) **Capital Market Compliance:** There were no cases of non-compliance during the year with Stock Exchange where the Shares of the Company are listed, SEBI regulations or any other statutory bodies nor any cases of penalties imposed by them for any non-compliance related to the capital market compliances during the last three years.
- II) **Compliance under Companies Act:** There were no cases of non-compliance of applicable provisions of Companies Act, 1956 or Companies Act, 2013 nor any cases of penalties imposed by Department of Corporate Affairs or the Registrar of Companies or any other Statutory Bodies for any non-compliance related to the Company Law provisions during the last three years.
- III) **Insider Trading:** In terms of provisions of SEBI (Prevention of Insider Trading) Regulations, 2002, as amended, the Company has formulated a 'Code of internal procedure & conduct for prevention of insider trading' in shares of the Company. The code of conduct has been explained and circulated to the employees and is implemented by Compliance Officer who reports to the Managing Director.

## IX. Shareholders Information

### A) General Information:

1	Annual General Meeting Day, Date, Time & Venue	26th September, 2014 11:00 AM Registered Office at Jain Plastic Park, N H No. 6, Bambhori, Jalgaon 425001
2	Book Closure Dates	15th to 26 <sup>th</sup> September, 2014 (Both days inclusive)
3	Financial calendar 2013-2014 Audited results of 2012-2013 First quarter results declared Second quarter results declared Third quarter results declared Fourth quarter, and Audited results of 2013-2014	on 28 <sup>th</sup> May, 2013 on 14th August, 2013 on 10th November, 2013 on 7th February, 2014 on 22 <sup>nd</sup> May, 2014
4	Financial calendar 2014-2015 First quarter results Second quarter results Third quarter results Fourth quarter & audited Annual Accounts	11 <sup>th</sup> August, 2014 During fifth week followed by end of the quarter During fifth week followed by end of the quarter During fifth week followed by end of the quarter
5	Corporate Identification Number (CIN)	L29120MH1986PLC042028



6	Registered Office	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon - 425001	
7	Listing of Shares on Stock Exchanges	The Stock Exchange, Mumbai National Stock Exchange of India Ltd., Mumbai Bourse De Luxembourg (for EDRs)	
8	De-listing of shares on Stock Exchanges	Not Applicable	
9	Listing Fees	Paid to BSE and NSE Stock Exchanges up to the year 2014-2015.	
10	Index Component	Component of BSE 200 and CNX NIFTY JUNIOR	
11	Stock Codes	Ordinary Equity Shares	DVR Equity Shares
	The Stock Exchange, Mumbai	500219	570004
	National Stock Exchange of India Ltd., Mumbai	JISLJALEQS	JISLDVREQS
12	ISIN No.	INE175A01038	INE175A01010
13	Depositories	National Securities Depository Ltd. Central Depository Services (India) Ltd.	
14	Depository Charges	Paid to NSDL and CDSL up to the year 2014-15	
15	Evoting arrangements		

## B) General Body Meetings

The details of the location, date and time for last three Annual Meetings are given as below:

Year	Location	Date	Time
2010-11	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001	30.09.2011	11.00 AM
2011-12	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001	21.09.2012	11.00 AM
2012-13	Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001	27.09.2013	11.00 AM

## C) Postal Ballot

Resolution under Section 293(1)(a) of the Companies Act 1956 as passed through Postal Ballot on 13.05.2013 and also 16.08.2013 as per provisions of Section 192(A) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

## D) Registrar and Transfer Agents

The Company has appointed Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai 400 072 as Registrar and Transfer Agent and delegated authority to deal with physical transfers as well as dematerialisation / rematerialisation of Equity Shares of the Company with effect from 30.01.2003.

## E) Distribution of Shareholding: As at 31.03.2014

### i) Ordinary Equity Shares

SHAREHOLDING OF NOMINAL VALUE (₹)	NO OF SHAREHOLDERS	% TO TOTAL NUMBERS	NUMBER OF SHARES	VALUE (₹)	% OF TOTAL ₹
UPTO 5000	95,315	97.80	22,020,343	44,040,686	4.97
5,001-10,000	1056	1.08	3,851,457	7,702,914	0.87
10,001-20,000	444	0.46	3,250,972	6,501,944	0.73
20,001-30,000	129	0.13	1,619,501	3,239,002	0.37
30,001-40,000	79	0.08	1,438,590	2,877,180	0.32
40,001-50,000	52	0.05	1,186,525	2,373,050	0.27
50,001-10,0000	109	0.11	4,056,191	8,112,382	0.92
100,001 AND ABOVE	280	0.29	405,696,399	811,392,798	91.55
<b>TOTAL</b>	<b>97,464</b>	<b>100.00</b>	<b>443,119,978</b>	<b>886,239,956</b>	<b>100.00</b>

### ii) DVR Equity Shares

SHAREHOLDING OF NOMINAL VALUE (₹)	NO OF SHAREHOLDERS	% TO TOTAL NUMBERS	NUMBER OF SHARES	VALUE (₹)	% OF TOTAL ₹
UPTO 5000	56,320	99.00	2,947,517	5,895,034	15.28
5,001-10,000	262	0.46	1,000,855	2,001,710	5.19
10,001-20,000	144	0.25	1,106,882	2,213,764	5.74
20,001-30,000	59	0.10	729,442	1,458,884	3.78
30,001-40,000	23	0.04	410,020	820,040	2.12
40,001-50,000	22	0.04	510,762	1,021,524	2.65
50,001-100,000	31	0.05	1,187,012	2,374,024	6.15
100,001 AND ABOVE	35	0.06	11,401,814	22,803,628	59.09
<b>TOTAL</b>	<b>56,896</b>	<b>100.00</b>	<b>19,294,304</b>	<b>38,588,608</b>	<b>100.00</b>

**F) Shareholding Pattern as on 31.03.2014**
**i) Ordinary Equity Shares**

Category code	Category of Shareholders	Number of Shareholders	Total Number of Shares	Number of Shares held in dematerialised form	Total Shareholding as a % of total number of Shares		Shares Pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	No. of Shares	As a % of (IX)=(VIII) / (IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
<b>(A)</b>	<b>Shareholding of promoter and promoter Group</b>							
(1)	<b>Indian</b>							
(a)	Individuals/Hindu Undivided Family	31	20,520,575	20,520,575	4.65	4.63	6,396,605	31.17
(b)	Central/State Governments	–	–	–	–	–	–	–
(c)	Bodies Corporate	7	106,593,836	99,093,836	24.14	24.06	20,740,000	19.46
(d)	Financial Institutions/Banks	–	–	–	–	–	–	–
(e)	Any Other	–	–	–	–	–	–	–
	<b>Sub Total (A)(1)</b>	<b>38</b>	<b>127,114,411</b>	<b>119,614,411</b>	<b>28.79</b>	<b>28.69</b>	<b>27,136,605</b>	<b>21.35</b>
(2)	<b>Foreign</b>							
(a)	Individuals(NRI/Foreign Individual).	–	–	–	–	–	–	–
(b)	Bodies Corporate	–	–	–	–	–	–	–
(c)	Institutions	–	–	–	–	–	–	–
(d)	Any others	–	–	–	–	–	–	–
	<b>Sub Total (A)(2)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
	<b>Total Shareholding of Promoters and Promoters Group (A)=(A)(1)+(A)(2)</b>	<b>38</b>	<b>127,114,411</b>	<b>119,614,411</b>	<b>28.79</b>	<b>28.69</b>	<b>27,136,605</b>	<b>21.35</b>
<b>(B)</b>	<b>Public Shareholding</b>						NA	NA
(1)	<b>Institutions</b>						NA	NA
(a)	Mutual Funds/UTI	40	9,207,589	9,196,744	2.09	2.08	–	–
(b)	Financial Institutions/Banks	10	583,193	579,768	0.13	0.13	–	–
(c)	Central Govt./State Govt.	–	–	–	–	–	–	–
(d)	Venture Capital Funds	–	–	–	–	–	–	–
(e)	Insurance Companies	–	–	–	–	–	–	–
(f)	Foreign Institutional Investors	153	173,425,770	173,417,270	39.28	39.14	–	–
(g)	Foreign Venture Capital Investors	–	–	–	–	–	–	–
(h)	Qualified Foreign Investors*	4	49,733,893	49,733,893	11.26	11.22	–	–
(i)	Foreign Financial Institutions / Banks	1	1,000	1,000	0.00	0.00	–	–
	<b>Sub Total (B)(1)</b>	<b>208</b>	<b>232,951,445</b>	<b>232,928,675</b>	<b>52.76</b>	<b>52.57</b>	<b>–</b>	<b>–</b>
(2)	<b>Non Institutions</b>						NA	NA
(a)	Bodies Corporate	1,181	22,578,536	22,524,906	5.11	5.10	–	–
(b)	i. Individuals-shareholders holding nominal Share Capital up to ₹ 1 Lakh	92,560	28,092,350	25,766,790	6.36	6.34	–	–
	ii. Individuals-shareholders holding nominal Share Capital in excess of ₹ 1 Lakh	45	4,750,373	4,599,833	1.08	1.07	–	–
(c)	Qualified Foreign Investor	1	30,000	30,000	0.01	0.01	–	–
(d)	Any other	–	–	–	–	–	–	–
	i) Employees	1,696	2,563,682	2,322,557	0.58	0.58	–	–
	ii) NRI	1,259	1,574,994	1,531,429	0.36	0.36	–	–
	iii) Non Domestic Company*	4	14,293,876	14,293,876	3.24	3.23	–	–
	iv) Clearing Members	466	7,554,597	7,554,597	1.71	1.70	–	–
	v) Trust	4	25,060	25,060	0.01	0.01	–	–
	<b>Sub Total B(2)</b>	<b>97,216</b>	<b>81,463,468</b>	<b>78,649,048</b>	<b>18.45</b>	<b>18.38</b>	<b>–</b>	<b>–</b>
	<b>Total Public Shareholding B(1)+ B(2)</b>	<b>97,424</b>	<b>314,414,913</b>	<b>311,577,723</b>	<b>71.21</b>	<b>70.95</b>	<b>–</b>	<b>–</b>
	<b>Total (A) + (B)</b>	<b>97,462</b>	<b>441,529,324</b>	<b>431,192,134</b>	<b>100.00</b>	<b>99.64</b>	<b>27,136,605</b>	<b>21.35</b>
<b>(C)</b>	Shares held by Custodians and against which Depository Receipts have been issued						NA	NA
(1)	Promoter and promoters Group	–	–	–	–	–	–	–
(2)	Public	2	1,590,654	1,587,904	xxx	0.36	–	–
	<b>Grand Total (A) + (B) + (C)</b>	<b>97,464</b>	<b>443,119,978</b>	<b>432,780,038</b>	<b>xxx</b>	<b>100.00</b>	<b>27,136,605</b>	<b>6.12</b>

## ii) DVR Equity Shares

Category code	Category of Shareholders	Number of Shareholders	Total Number of Shares	Number of Shares held in dematerialised form	Total Shareholding as a % of total number of Shares		Shares Pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	No. of Shares	As a % of (IX)=(VIII) / (IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
<b>(A)</b>	<b>Shareholding of promoter and promoter Group</b>							
(1)	<b>Indian</b>							
(a)	Individuals/Hindu Undivided Family	30	1,026,024	1,026,024	5.32	5.32	559,830	54.56
(b)	Central/State Governments	-	-	-	-	-	-	-
(c)	Bodies Corporate	2	4,830,250	4,830,250	25.03	25.03	110,000	2.28
(d)	Financial Institutions/Banks	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-
	<b>Sub Total (A)(1)</b>	<b>32</b>	<b>5,856,274</b>	<b>5,856,274</b>	<b>30.35</b>	<b>30.35</b>	<b>669,830</b>	<b>11.44</b>
(2)	<b>Foreign</b>							
(a)	Individuals(NRI/Foreign Individual).	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-
(d)	Any others	-	-	-	-	-	-	-
	<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoters and Promoters Group (A)=(A)(1)+(A)(2)</b>	<b>32</b>	<b>5,856,274</b>	<b>5,856,274</b>	<b>30.35</b>	<b>30.35</b>	<b>669,830</b>	<b>11.44</b>
<b>(B)</b>	<b>Public Shareholding</b>							
(1)	<b>Institutions</b>						NA	NA
(a)	Mutual Funds/UTI	18	634	99	0.00	0.00	-	-
(b)	Financial Institutions/Banks	7	1,844	1,675	0.01	0.01	-	-
(c)	Central Govt./State Govt.	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	46	2,707,284	2,706,861	14.03	14.03	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Qualified Foreign Investors	-	-	-	-	-	-	-
(i)	Foreign Financial Institutions/Banks	1	50	50	0.00	0.00	-	-
	<b>Sub Total (B)(1)</b>	<b>72</b>	<b>2,709,812</b>	<b>2,708,685</b>	<b>14.04</b>	<b>14.04</b>	<b>-</b>	<b>-</b>
(2)	<b>Non Institutions</b>						NA	NA
(a)	Bodies Corporate	753	1,205,599	1,202,787	6.25	6.25	-	-
(b)	i. Individuals-shareholders holding nominal Share Capital up to Rs. 1 Lakh	53,450	6,011,076	5,889,904	31.15	31.16	-	-
	ii. Individuals-shareholders holding nominal Share Capital in excess of Rs. 1 Lakh	14	1,885,953	1,885,953	9.77	9.77	-	-
(c)	Qualified Foreign Investor	-	-	-	-	-	-	-
(d)	Any other	-	-	-	-	-	-	-
	i) Employees	1,691	127,990	115,333	0.66	0.66	-	-
	ii) NRI	789	192,388	190,247	1.00	1.00	-	-
	iii) Non Domestic Company	2	766,945	766,945	3.98	3.97	-	-
	iv) Clearing Members	88	536,878	536,878	2.78	2.78	-	-
	v) Trust	4	1,252	1,252	0.01	0.01	-	-
	<b>Sub Total B(2)</b>	<b>56,791</b>	<b>10,728,081</b>	<b>10,589,299</b>	<b>55.60</b>	<b>55.61</b>	<b>-</b>	<b>-</b>
	<b>Total Public Shareholding B(1)+ B(2)</b>	<b>56,863</b>	<b>13,437,893</b>	<b>13,297,984</b>	<b>69.64</b>	<b>69.65</b>	<b>-</b>	<b>-</b>
	<b>Total (A) + (B)</b>	<b>56,895</b>	<b>19,294,167</b>	<b>19,154,258</b>	<b>100.00</b>	<b>100.00</b>	<b>669,830</b>	<b>11.44</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>							
(1)	Promoter and promoters Group	-	-	-	-	-	-	-
(2)	Public	1	137	-	xxx	0.00	-	-
	<b>Grand Total (A) + (B) + (C)</b>	<b>56,896</b>	<b>19,294,304</b>	<b>19,154,258</b>	<b>xxx</b>	<b>100.00</b>	<b>669,830</b>	<b>3.47</b>

### G) Evolution of Capital – Ordinary Equity Shares

Sr. No.	Particulars	Allotment Date	No. of Shares	Cumulative (No. of Shares)
1	Subscribers to Memorandum	Dec-86	70	70
2	Maiden Public Issue	Dec-88	3,018,050	3,018,120
3	Right Issue	Dec-92	7,243,488	10,261,608
4	Euro Issue	Mar-94	2,696,600	12,958,208
5	Shareholders of Jain Plastics & Chemicals Ltd, Jain Rahan Biotech Ltd and Jain Kemira Fertilizers Ltd (Merged with the Company)	July 2, 1998	7,285,952	202,244,160
	<b>Total</b>		<b>20,244,160</b>	

#### Post Reduction:

1	Reduction of Capital	1-Jan-01	10,122,080	10,122,080
2	Conversion of Optionally Fully Convertible Debentures	Oct-01	12,676,055	22,798,135
3	Conversion of Optionally Fully Convertible Debentures	July-02	1,432,334	24,230,469
4	Preferential Allotment	20 -Aug-02	23,655,834	47,886,303
5	Preferential Allotment to Promoters	Dec-03	2,500,000	50,386,303
6	Preferential Allotment	Dec-03	1,987,281	52,373,584
7	Preferential Allotment to Promoters	Jan-04	630,500	53,004,084
8	Conversion of Fully Convertible Debentures	Apr-04	1,349,144	54,353,228
9	Preferential Allotment	Jan-05	4,000,000	58,353,228
10	Shareholders of Terra Agro Technologies Ltd (Merged with the Company)	7-Jul-06	57,292	58,410,520
11	Conversion of Zero Coupon Convertible Bonds	21- May-07	577,620	58,988,140
12	Conversion of Zero Coupon Convertible Bonds	26-May-07	468,514	59,456,654
13	Conversion of Zero Coupon Convertible Bonds	1-Jun-07	667,472	60,124,126
14	Conversion of Zero Coupon Convertible Bonds	14-Jun-07	513,440	60,637,566
15	Conversion of Zero Coupon Convertible Bonds,,	27-Jun-07	1,411,961	62,049,527
16	Conversion of Zero Coupon Convertible Bonds	6-July-07	160,450	62,209,977
17	Shareholders of Eurisko Agro Ltd (Merged with the Company)	30-July-07	270,615	62,480,592
18	Conversion of Zero Coupon Convertible Bonds	20-July-07	128,360	62,608,952
19	Conversion of Zero Coupon Convertible Bonds	27-July-07	282,392	62,891,344
20	Conversion of Zero Coupon Convertible Bonds	13-Aug-07	57,762	62,949,106
21	Conversion of Zero Coupon Convertible Bonds	22-Aug-07	224,630	63,173,736
22	Preferential Allotment to Promoters	9-Mar-07	3,070,000	66,243,736
23	Conversion of Zero Coupon Convertible Bonds	23-Oct-07	436,424	66,680,160
24	Conversion of Zero Coupon Convertible Bonds	2-Nov-07	256,720	66,936,880
25	Shareholders of Orient Vegetexo Ltd (Merged with the Company)	7-Dec-07	713,316	67,650,196
26	Conversion of Zero Coupon Convertible Bonds	24-Jan-08	417,170	68,067,366
27	Conversion of Zero Coupon Convertible Bonds	7-Mar-08	385,080	68,452,446
28	Preferential Allotment to Promoters	28-Mar-08	2,500,000	70,952,446
29	Preferential Allotment to Promoters	29-Mar-08	1,102,600	72,055,046
30	Conversion of Zero Coupon Convertible Bonds	21-Apr-08	64,180	72,119,226
31	Conversion of Zero Coupon Convertible Bonds	8-May-08	64,180	72,183,406
32	Conversion of Zero Coupon Convertible Bonds	14July-08	192,540	72,375,946
33	Preferential Allotment to IFC	9-Apr-09	1,997,780	74,373,726
34	Conversion of Zero Coupon Convertible Bonds	23-May-09	128,360	74,502,086
35	Conversion of Zero Coupon Convertible Bonds	12-June-09	385,080	74,887,166
36	Conversion of Zero Coupon Convertible Bonds	30-July-09	430,006	75,317,172
37	Conversion of Zero Coupon Convertible Bonds	28-Aug-09	125,151	75,442,323
38	Conversion of Zero Coupon Convertible Bonds	1-Oct-09	67,389	75,509,712
39	Conversion of Zero Coupon Convertible Bonds	1-Jan-2010	64,180	75,573,892
40	ESOP- Allotment	23-Jan-10	437,670	76,011,562
41	ESOP Allotment	31-Mar-10	19,120	76,030,682
42	Conversion of Zero Coupon Convertible Bonds	1-May-10	128,360	76,159,042
43	Conversion of Zero Coupon Convertible Bonds	2-June-10	64,180	76,223,222
44	ESOP Allotment	10-Sept-10	14,070	76,237,292
	<b>Total</b>		<b>76,237,292</b>	

#### Post-Split

1	Split (Face value from ₹10 to ₹ 2 each)	1-Nov-10	381,186,460	381,186,460
2	ESOP Allotment	25-Mar-11	3,865,500	385,051,960
3	ESOP Allotment	31-Mar-11	672,500	385,724,460
4	ESOP Allotment	22-July-2011	161,625	385,886,085
5	Preferential Allotment	15-Oct-2012	49,733,893	435,619,978
6	Conversion of Equity Warrants	20-Mar-2014	7,500,000	443,119,978
	<b>Total Equity Shares as on 31-Mar-2014</b>		<b>443,119,978</b>	



## Evolution of Capital – DVR Equity Shares

Sr No.	Particulars	Allotment Date	No. of Shares
1	Equity Shareholders as Bonus	November 10, 2011	19,294,304

## H) Share Transfer/ Demat data for year ended 31-Mar-2014 (other than electronic)

### i) Ordinary Equity Shares

Month	Physical		Demat (NSDL)		Demat (CDSL)	
	No. of Transfers	No. of Shares	No. of Requests	No. of Shares	No. of Requests	No. of Shares
Apr-13	7	1280	17	4840	5	765
May-13	4	315	17	2665	12	3145
Jun-13	6	8360	18	4410	12	30770
Jul-13	5	445	17	3285	3	455
Aug-13	12	1300	11	2535	10	2805
Sep-13	2	15	12	7840	7	1400
Oct-13	1	175	13	25590	4	5215
Nov-13	0	0	4	1260	3	525
Dec-13	3	25	6	1245	3	190
Jan-14	4	330	5	9055	6	860
Feb-14	2	350	5	750	2	750
Mar-14	6	960	2	500	3	1775
<b>Total</b>	<b>52</b>	<b>13555</b>	<b>127</b>	<b>63975</b>	<b>70</b>	<b>48655</b>

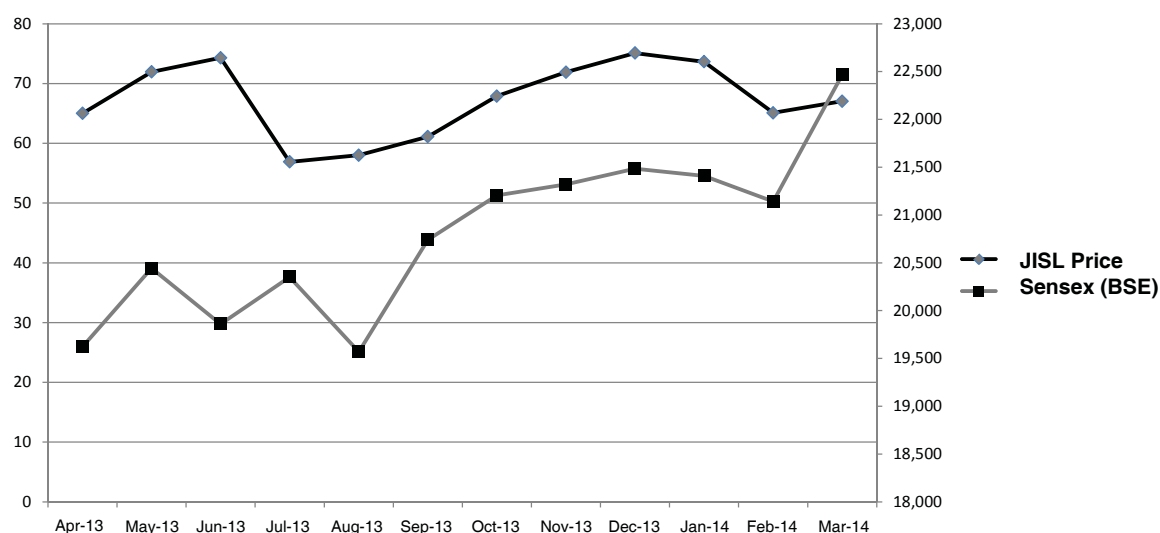
### ii) DVR Equity Shares

Month	Physical		Demat (NSDL)		Demat (CDSL)	
	No. of Transfers	No. of Shares	No. of Requests	No. of Shares	No. of Requests	No. of Shares
Apr-13	6	56	9	209	2	24
May-13	2	2	9	85	11	161
Jun-13	2	33	14	135	5	35
Jul-13	2	20	8	83	1	8
Aug-13	8	48	7	77	7	118
Sep-13	1	8	7	314	6	75
Oct-13	1	8	5	1209	2	251
Nov-13	0	0	2	50	1	16
Dec-13	0	0	7	93	2	20
Jan-14	2	15	6	126	4	18
Feb-14	2	16	4	36	2	37
Mar-14	1	17	3	26	1	8
<b>Total</b>	<b>27</b>	<b>223</b>	<b>81</b>	<b>2443</b>	<b>44</b>	<b>771</b>

### I) Physical & Dematerialisation Shares as on 31.03.2014

Particulars	No. of Ordinary Equity Shares	%	No. of DVR Equity Shares	%
Physical	10,339,940	2.33	140,046	0.73
<b>Demat</b>				0.00
NSDL	403,579,949	91.08	15,271,799	79.15
CDSL	29,200,089	6.59	3,882,459	20.12
<b>Total Demat</b>	<b>432,780,038</b>	<b>97.67</b>	<b>19,154,258</b>	<b>99.27</b>
<b>Total Equity</b>	<b>443,119,978</b>	<b>100.00</b>	<b>19,294,304</b>	<b>100.00</b>

### J) Market Price Data (in ₹) During FY 2014



## i) Price Movement – Ordinary Equity Shares

Month	Stock Exchange, Mumbai				National Stock Exchange			
	Date	High	Date	Low	Date	High	Date	Low
Apr-13	30.04.2013	65.00	09.04.2013	55.50	30.04.2013	65.00	09.04.2013	55.50
May-13	29.05.2013	71.95	03.05.2013	61.90	29.05.2013	71.95	03.05.2013	61.85
Jun-13	03.06.2013	74.30	26.06.2013	49.50	03.06.2013	74.35	26.06.2013	49.45
Jul-13	22.07.2013	56.90	08.07.2013	47.30	22.07.2013	56.75	08.07.2013	47.30
Aug-13	26.08.2013	58.00	01.08.2013	46.10	26.08.2013	58.15	01.08.2013	45.85
Sep-13	20.09.2013	61.10	02.09.2013	49.85	27.09.2013	61.40	02.09.2013	49.80
Oct-13	31.10.2013	67.90	5.10.2013	57.40	31.10.2013	68.40	5.10.2013	57.30
Nov-13	29.11.2013	71.90	11.11.2013	60.70	29.11.2013	71.95	11.11.2013	60.60
Dec-13	27.12.2013	75.10	16.12.2013	65.00	27.12.2013	75.20	16.12.2013	64.90
Jan-14	13.01.2014	73.65	30.01.2014	60.05	13.01.2014	73.95	30.01.2014	60.00
Feb-14	10.02.2014	65.10	26.02.2014	56.45	10.02.2014	65.20	26.02.2014	56.40
Mar-14	31.03.2014	67.05	14.03.2014	57.25	31.03.2014	67.25	14.03.2014	57.10

## ii) Price Movement –DVR Equity Shares

Month	Stock Exchange, Mumbai				National Stock Exchange			
	Date	High	Date	Low	Date	High	Date	Low
Apr-13	03.04.2013	31.65	10.04.2013	27.50	03.04.2013	31.70	09.04.2013	27.45
May-13	07.05.2013	35.00	03.05.2013	30.00	07.05.2013	35.10	03.05.2013	29.30
Jun-13	03.06.2013	35.90	28.06.2013	24.35	03.06.2013	35.60	28.06.2013	24.25
Jul-13	29.07.2013	29.50	05.07.2013	24.00	22.07.2013	29.00	04.07.2013	23.55
Aug-13	01.08.2013	29.90	12.08.2013	22.80	26.08.2013	28.70	19.08.2013	22.55
Sep-13	30.09.2013	28.45	23.09.2013	24.00	20.09.2013	27.70	11.09.2013	24.00
Oct-13	1.10.2013	29.50	01.10.2013	25.35	31.10.2013	29.70	01.10.2013	25.00
Nov-13	6.11.2013	35.00	13.11.2013	27.15	06.11.2013	35.00	01.11.2013	27.15
Dec-13	1.12.2013	33.50	20.12.2013	26.60	31.12.2013	33.50	20.12.2013	28.30
Jan-14	02.01.2014	34.10	30.01.2014	27.90	30.01.2014	34.50	30.01.2014	27.85
Feb-14	06.02.2014	30.40	04.02.2014	27.05	17.02.2014	33.50	26.02.2014	27.50
Mar-14	31.03.2014	33.85	14.03.2014	27.10	31.03.2014	33.50	13.03.2014	27.05

## iii) Sensex and Nifty Movement

Month	Sensex		Nifty	
	High	Low	High	Low
Apr-13	19,622.68	18,144.22	5,962.30	5,477.20
May-13	20,443.62	19,451.26	6,229.45	5,910.95
Jun-13	19,860.19	18,467.16	6,011.00	5,566.25
Jul-13	20,351.06	19,126.82	6,093.35	5,675.75
Aug-13	19,569.20	17,448.71	5,808.50	5,118.85
Sep-13	20,739.69	18,166.17	6,142.50	5,318.90
Oct-13	21,205.44	19,264.72	6,309.50	5,700.95
Nov-13	21,321.53	20,137.67	6,332.60	5,972.45
Dec-13	21,483.74	20,568.70	6,415.25	6,129.95
Jan-14	21,409.66	20,343.78	6,358.30	6,027.25
Feb-14	21,140.51	19,963.12	6,282.70	5,933.30
Mar-14	22,467.21	20,920.98	6,730.05	6,212.25

## K) Trading of Shares (₹ in Lacs)

### i) Ordinary Equity shares – Financial Year 2014

Month	Stock Exchange, Mumbai			National Stock Exchange	
	No. of Transactions	No. of Shares	₹ in Lacs	No. of Shares	₹ in Lacs
Apr-13	54,985	11,007,512	6,641.57	49,090,556	29,317.30
May-13	73,437	10,311,136	7,007.43	43,071,045	29,245.82
Jun-13	80,706	10,610,183	6,278.34	54,963,888	32,216.10
Jul-13	78,573	9,664,659	4,983.58	44,605,958	23,036.26
Aug-13	75,267	11,578,363	5,863.12	48,196,136	24,633.79
Sep-13	45,812	7,604,624	4,104.04	27,626,017	15,362.10
Oct-13	57,619	6,356,990	3,956.42	30,591,274	19,047.34
Nov-13	55,173	5,803,243	3,905.86	21,608,760	14,538.66
Dec-13	58,555	6,176,077	4,367.37	31,686,391	22,316.39
Jan-14	64,092	5,986,584	4,110.52	24,778,158	16,991.84
Feb-14	47,155	4,705,624	2,877.30	32,098,386	19,510.30
Mar-14	63,097	10,482,271	6,372.78	61,060,915	37,299.53
<b>Total</b>	<b>754,471</b>	<b>100,287,266</b>	<b>60,468.33</b>	<b>469,377,484</b>	<b>283,515.43</b>

## ii) DVR Equity Shares – Financial Year 2014

Month	Stock Exchange, Mumbai			National Stock Exchange	
	No. of Transactions	No. of Shares	₹ in Lacs	No. of Shares	₹ in Lacs
Apr-13	810	168,583	50.26	729,658	213.27
May-13	997	162,465	53.50	790,248	262.64
Jun-13	1,118	123,905	37.48	634,862	187.51
Jul-13	1,281	114,360	29.81	416,048	108.69
Aug-13	1,089	75,052	18.97	411,712	104.41
Sep-13	769	45,617	11.62	813,811	207.07
Oct-13	1,010	75,041	20.58	455,623	124.38
Nov-13	3,234	301,747	97.00	1,284,415	411.64
Dec-13	1,333	102,654	32.68	406,042	127.71
Jan-14	1,391	119,074	37.50	346,778	110.68
Feb-14	613	117,009	33.12	239,778	69.59
Mar-14	2049	777,800	221.80	1,314,672	391.04
<b>Total</b>	<b>15,694</b>	<b>2,183,307</b>	<b>645.33</b>	<b>7,843,647</b>	<b>2318.63</b>

### L. Outstanding GDR's/ ADR's /Convertible instruments, conversion date and impact on Equity

- a) Out of a total of 13,48,300 (post-Split 67,42,500) European Depositary Receipts (EDR's) issued by the Company in 1994, represented by underlying Equity Shares all except 1,590,654 EDR's, represented by underlying Equity Shares have been cancelled and converted into underlying Equity Shares of ₹ 2 each as on 31.03.2014. However, the conversion into underlying Equity Shares does not impact the Share capital in any manner whatsoever.

The ratio is 2 EDRs = 1 Equity Share - This has changed post split.

- b) In terms of EGM resolution dated 01.10.2012 u/s 81(1A) of the Companies Act, 1956 the Company has issued US\$ 55 million Zero Coupon Convertible Bonds due on October 2017 and May 2018. The Bonds are convertible at any time and after 16.10.2012 up to the close of business on 16.09.2017/ 30.03.2018 by holders into fully paid Equity Shares at par value of ₹ 2 each at an initial conversion price of ₹ 115 per Share. The Company has ability to force conversion if certain price parameters are met.
- c) In terms of the AGM resolution dated 30.09.2005 Company has issued 1,53,56,000 (pre Split 30,71,200) ESOP's entitling the ESOP holders upon vesting to exercise the right to convert ESOP into Equity Share of ₹ 2 each on payment of the exercise price. The Company has issued and allotted Shares as per details given below out of 1,53,56,000 (pre-split 31,71,200) ESOP's as at 31-03-2014.

Particulars	ESOP 1	ESOP 2	ESOP 3	ESOP 4	Total
No. of ESOPs	25,00,000	25,00,000	25,00,000	25,00,000	1,00,00,000
Allotted on 23.01.10	21,88,350	0	0	0	21,88,350
Allotted on 31.03.10	95,600	0	0	0	95,600
Allotted on 10.09.10	70,350	0	0	0	70,350
Allotted on 25.03.11	2,250	17,52,400	21,10,850	0	38,65,500
Allotted on 31.03.11	0	3,38,025	3,34,475	0	6,72,500
Allotted on 22.07.11	1,500	134,200	25,925	0	161,625
<b>Total Allotment</b>	<b>23,58,050</b>	<b>22,24,625</b>	<b>24,71,250</b>	<b>0</b>	<b>70,53,925</b>
<b>Balance yet to be exercised</b>	<b>141,950</b>	<b>275,375</b>	<b>28,750</b>	<b>25,00,000</b>	<b>29,46,075</b>

- d) The Shareholders of the Company approved in the 24th AGM held on 30th September, 2011 a new Employees Stock Option Plan as per the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the 'SEBI Guidelines'), the Companies Act, 1956 (the 'Act') and other applicable law and in order to issue options and Ordinary Equity Shares to whole-time directors and permanent employees of the Company and its subsidiaries (in India and abroad) 'Eligible Employees' so as to ensure commitment, retain and attract good talent through ownership and financial motivation.
- i) The total number of options that may in the aggregate be granted to the Eligible Employees of the Company shall be 43,56,000 Ordinary Equity Shares of face value ₹ 2 each.
- ii) The total number of options that may in the aggregate be granted to the Eligible Employees of the subsidiaries of the Company shall be 10,00,000 Ordinary Equity Shares of face value ₹ 2 each.
- e) The Company had issued 75,00,000 Equity Warrants of ₹ 86.30 each on 21.09.2012 aggregating to ₹ 647.25 mn as per AGM resolution dated 21.09.2012. A sum of 25% of the exercise price (i.e. ₹ 21.575 per Warrant) aggregating to ₹ 161.81 mn were deposited by the Allottees at the time of allotment of the Equity Warrants. The holders of the said Equity Warrants have deposited the balance 75% amount and the Company has issued and allotted 75,00,000 Ordinary Equity Shares on 20.03.2014 to them during the year under review.

**M) Shareholders queries received and replied during the year ended 31st March, 2014**

Sr.No.	Nature of Complaint	Balance at beginning	Received	Resolved	Balance at end
1	Transfer/Transmission of Shares related	-	2	2	-
2	Non - receipt of dividend	-	13	13	-
3	Demat of Shares	-	-	-	-
4	Issue of Duplicate Shares	-	-	-	-
5	Non receipt of new Shares	-	4	4	-
6	Non-receipt of Annual Report	-	2	2	-
7	Others	-	-	-	-
<b>Total</b>		-	<b>21</b>	<b>21</b>	-

**N) Compliance**

The Company has regularly submitted its quarterly compliance report to the Stock Exchanges for compliances of requirements of corporate governance under para VI (ii) of Clause 49 of the Listing Agreement.

The Company has complied with the applicable mandatory requirements of Clause 49 of the Listing Agreement.

**O) Means of Communication:**

a) **Financial Results** : All financial results of your Company are forthwith communicated to stock exchanges (where Company's equity shares are listed) as soon as they are approved and taken on record by the Board of Directors of the Company. Further the results are published in leading Marathi newspaper circulated over Jalgaon District and leading financial newspapers published on an all India basis. These results are simultaneously posted on the website of Company, the website address of Company is <http://www.jains.com>.

b) **Website** : The website of the Company [www.jains.com](http://www.jains.com) is regularly updated with the financial results, shareholding patterns and other corporate information.

**P) Additional Information**

i) Review of business of 26<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2013:

**a) Ordinary Business**

Sr.No.	Resolution No.	Particulars of Resolution	Review
1	1	Adoption of Audited Accounts for the year ended 31 <sup>st</sup> March, 2013	Resolution passed unanimously
2	2	Declare dividend on Ordinary Equity and DVR Equity Shares of the Company	Resolution passed unanimously
3	3	Appoint a Director in place of Mr. R Swaminathan who retire by rotation	Reappointed
4	4	Appoint a Director in place of Smt. Radhika Pereira who retire by rotation	Reappointed
5	5	Appointment of M/s Haribhakti and Company as Statutory Auditors of the Company.	Reappointed

**b) Special Business**

Sr.No.	Resolution No.	Particulars of Resolution	Review
1	6	ESOP Variation/ amendments	Resolution passed as Special resolution

**Q) Nomination facility**

The Shareholder of the Company who wants to make a nomination may do so by submitting duly filled form No.2B for nomination .The nomination can be made by individuals only applying/holding Shares on their own behalf singly or jointly. A holder of Shares can nominate a minor and in that event the name and address of the guardian shall be given by the holder. The nomination stand cancelled upon transfer of shares.

The intimation regarding nomination/nomination form shall be filed with Company or R & T Agent of the Company i.e. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East) Mumbai – 400072.

**R) Unclaimed Dividend amount**

a) **Unclaimed Dividend: The details of unclaimed yearwise dividend are as follows**

Sr. No.	Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2014 (₹)	Due date for transfer to IE&PF (on or before)
1	2006-07	27.09.2007	26.09.2014	423,328.00	25.10.2014
2	2007-08	30.09.2008	29.09.2015	572,082.40	28.10.2015
3	2008-09	30.09.2009	29.09.2016	632,067.50	28.10.2016
4	2009-10	29.09.2010	28.09.2017	1,175,877.00	27.10.2017
5	2010-11	30.09.2011	29.09.2018	1,839,828.00	28.10.2018
6	2011-12	21.09.2012	20.09.2019	2,219,452.00	19.10.2019
7	2012-13	27.09.2013	26.09.2020	1,269,372.50	25.10.2020
<b>Total</b>				<b>81,32,007.40</b>	

Members who have not yet encashed their dividend warrant(s) are requested to lodge their claims to the Company immediately. The unclaimed/unpaid dividend data are also uploaded on the web site of the Company.



JAIN

**X) Auditors' Certificate on Corporate Governance**

As required by Clause 49 of the Listing Agreement, the Auditors' Certificate is given as an annexure to this Report.

**XI) Plant Locations in India**

<b>Jalgaon</b>	Jain Plastic Park, N.H.No. 6, P.O. Box 72, Bambhori, Dharangaon, Dist. Jalgaon - 425001 Maharashtra.
<b>Jain Agri Park</b>	Jain Agri Park, Jain Hills, Shirsoli Road, Jalgaon, Dist. Jalgaon - 425001, Maharashtra.
<b>Jain Food Park</b>	Jain Food Park, Jain Valley, Shirsoli Road, Jalgaon, Dist. Jalgaon - 425001, Maharashtra.
<b>Jain Energy Park</b>	Jain Energy Park, Jain Hills, Shirsoli Road, Jalgaon, Dist. Jalgaon - 425001, Maharashtra.
<b>Bhavnagar</b>	Survey No. 215, JIDC4, At Post Ghangali, Taluka Sihor, Dist. Bhavnagar - 364 240.
<b>Chittoor</b>	Food Plant - Unit No. 01, 100, Gollapali, Gangadhara Village, Nellore (Mandal), Dist. Chittoor- 517 125.
<b>Food Plant</b>	Unit No. 02, Avalkonda Road, Gangadhara Village, Nellore (Mandal), Dist. Chittoor- 517 125.
<b>Kondamadgu</b>	S.No.587 & 588, Kondamadgu (Village), Bibi Nagar (Mandal), Nalgonda Dist. (A.P)- 508 126.
<b>Udumalpet</b>	S.F. No 248/2, 3, Ellayamuthur village, Udumalpet, Tirupur district, Tamilnadu – 642154 India
<b>Vadodara</b>	Jain Food Park, Village - Dhobikuva, Post: Muvad, Tal. Padra, Dist.:Vadodra.
<b>Alwar</b>	Plot No. SP-1, Matsya Industrial Area Alwar- 301001 (Rajasthan)

**XII) Demo and Research & Development Farms**

<b>Jain Agri Park,</b>	Jain Agri Park, Jain Hills, Shirsoli Road, Jalgaon, Dist. Jalgaon - 425001, Maharashtra.
<b>Jain Tissue Culture Park</b>	At. Takarkheda, Post. Kadholi, Tal. Erandol, Dist.Jalgaon- 425001
<b>Kulu</b>	Angora Breeding Farm, Village Pirdi, Tal. Mahol, Dist. Kulu (H.P.)
<b>Udumalpet</b>	Site No. 258-90, Ellaymuthur Village, Udumalpet-642 154, Dist. Coimbatore, Tamilnadu.
<b>Wardha</b>	"Aarogyadham"Kasturba Nisarga Upchar Kendra, Varud Road, Kasturba Health Society, Sevagram, Wardha.

**XIII) Plants Location - Overseas****Jain Irrigation Inc.** [Drip Irrigation System]

- 2851, East, Florence Avenue, Fresno, California CA.93721, USA.
- 3777, State Road, 544, East Haines City, Florida 33844, USA.
- 2060, East Francis Street, Ontario, CA 91761, USA.

**Chapin Watermatics, Inc.** [Drip Irrigation System]

740, Water street, Water town, NY 13601.

**Cascade Specialities Inc.** [Onion Dehydration]

P.O. Box 583, 1 Cascade Way, Boardman, Oregon 97818, USA

**NuCedar Mills, Inc.** – [Plastic Building Products]

1000 Sheridan St. Chicopee, MA 01022.

**Sleaford Quality Foods Ltd. (UK)** [Canned & Dehydrated Food]

Woodbridge Road, East Road Industrial Estate, Sleaford, Lincolnshire NG3471X - UK.

**Jain Sulama Sistemleri Sanayi Ve Ticaret [Turkey – Adana Plant]** [Drip & Sprinkler Irrigation]

Sabancı organize sanayi bolgesi, Ataturk, Bulvari, No. 48, Adana.

**THE Machines SA [Switzerland]** - [Driptube and Pipe Manufacturing Equipment]

Rue de l'industries 5, CH-1462 YVONAND, Switzerland.

**Protool, Switzerland** [HiTec Injection Molds & Hortunner Systems]

Bernstrasse 52CH-4923 Wynau, Switzerland.

**NaanDanJain Irrigation System Ltd. [Israel]** [Drip & Sprinkler Irrigation]

- Post Naan 7682900, Israel.
- Post Dan, 1224500 Israel.

**NaanDanJain Irrigation System Ltd. [Brazil]** [Drip & Sprinkler Irrigation]

NaanDanJain Brasil Industria E Comercio DE Equipamentos Para Irrigacao Ltda  
CNPJ 60.991.965/0001-15, Av.Ferdinando Marchi,1000-Distrito Industrial, LEME-SP, CEP-1 - 410 Brazil

**NaanDanJain Irrigation System Ltd. [Spain]** [Drip & Sprinkler Irrigation]

Naandan Jain Iberria S.L.U - P.I LA Redonda, C/XIV , NO. 26, SANTA MARIA DEL AGUILA, EL EDIJO - ALMERIA 04710, Spain. TEL - 950-582121 FAX - 950-582099,

**Dansystems S.A. [Chile]**

Carretera Gral San Martin 16.500 Sitio 31, Loteo Los Libertadores Colina, Santiago Chile

**XIV) Address for correspondence**

Jain Plastic Park, N H No. 6, Bambhori, P.O.Box No. 72 Taluka- Dharangaon, District- Jalgaon-425001, (Maharashtra) India.





# Declaration from the Managing Director (Under Clause 49(D) (II) of the Listing Agreement)

To,

The Members of Jain Irrigation Systems Ltd.

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's code of conduct for the year ended 31<sup>st</sup> March, 2014.

For Jain Irrigation Systems Ltd.

Date **11<sup>th</sup> August, 2014**  
Place **Jalgaon**

Sd/-  
Anil B. Jain  
**Managing Director**



# Auditor's Certificate on Corporate Governance

**To The Members of**

**Jain Irrigation Systems Limited**

We have examined the compliance of conditions of Corporate Governance by Jain Irrigation Systems Limited, for the year ended on March 31, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of

**Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 103523W

Sd/-

Rakesh Rathi

Membership No. 45228

Place **Mumbai**

Place **11<sup>th</sup> August, 2014**