



Small Ideas. Big Revolutions.®

**Regd. Office:** Jain Plastic Park, P.O.Box: 72, N.H.No. 6, Jalgaon – 425 001. India.  
Tel: +91-257-2258011; Fax: +91-257-2258111; E-mail: [jisl@jains.com](mailto:jisl@jains.com); Visit us at: [www.jains.com](http://www.jains.com)  
CIN: L29120MH1986PLC042028

JISL/SEC/2024/07/B-2/B-6

24<sup>th</sup> July, 2024

To,  
BSE Ltd.,  
Corporate Relationship Department,  
1st Floor, New Trading Wing Rotunda Building,  
P. J. Tower, Dalal Street, Mumbai - 400 001.  
**FaxNo.022– 22723121/22722037(Day)**  
**022-22721072 (Night)**  
**Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)**

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

**Sub: Notice of 37<sup>th</sup> AGM along with Explanatory Statement under Section 102, E-voting instructions**

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

Dear Sir/Madam,

In continuation to our letter dated 23/07/2024, enclosed herewith are the following documents:

The Notice convening 37<sup>th</sup> Annual General Meeting (AGM) to be held on **Friday, 16<sup>th</sup> August, 2024 at 10.00 A.M, at Registered Office of the Company, physically and/or through Video Conferencing (VC)/Other Audio Visual Means (OAVM)**, along with Explanatory Statement u/s 102 (1) of the Companies Act, 2013 together with Proxy form and Attendance Sheet.

This is being sent electronically to the shareholders, whose names appear on the Register of Members as at 19<sup>th</sup> July, 2024.

Please take the above on record and acknowledge.

Thanking you,

Yours faithfully,  
**For Jain Irrigation Systems Ltd.**

A.V. Ghodgaonkar  
**Company Secretary**



**Jain Irrigation Systems Ltd.**  
*Small Ideas. Big Revolutions.®*  
**"Leave this world better than you found it."**  
Bhavarlal Jain - Founder (1937 - 2016)

**Dear Members,**

**Invitation to join the 37th Annual General Meeting to be held physically and / or virtually on Friday, 16th August, 2024.**

You are cordially invited to join the Thirty Seventh Annual General Meeting of the Company to be held on **Friday, 16th August, 2024** at **10:00 AM IST** (also through video conferencing) at the Registered Office. The Notice and Explanatory Statement convening the said 37th Annual General Meeting is attached herewith.

In order to enable ease of participation virtually also for the Members, we are providing below the key details regarding the meeting for your reference:

<b>Sr.</b>	<b>Particulars</b>	<b>Details</b>
1)	Link for live webcast of the AGM	<a href="http://www.jains.com/live/">http://www.jains.com/live/</a>
2)	Link for remote e-voting	<b>Members may refer to the instructions provided under "Procedure for E-Voting" section in the subsequent pages of this Notice</b>
3)	Helpline number for VC participation	<b>For any assistance or support before or during the AGM, Members may contact the Company at 0257- 2258011 or investor.corr@jains.com</b>
4)	Cut-off date for e-voting	<b>First Cut-off: Friday, 19th July, 2024 Second Cut-off: Friday, 9th August, 2024</b>
5)	Time period for remote e-voting	<b>Commences at 9.00 AM IST on Monday, 12th August, 2024 and ends at 05.00 PM IST on Thursday, 15th August, 2024.</b>
6)	Book closure dates	<b>Monday, 5th August, 2024 to Friday, 16 th August, 2024 (both days inclusive)</b>
7)	Last date for publishing results of the e-voting	<b>17th August, 2024</b>
8)	Registrar and Share Transfer Agent contact details	<b>Registrar M/s. Link Intime India Pvt.Ltd., C-101, 247 Park,LBS Marg, Vikhroli (W),Mumbai-40008 Email: rnt.helpdesk@linkintime.co.in</b>

We would like to invite queries on any aspect of FY-24 related to Company Operations, performance, Annual Report, Board Report, Management Discussion & Analysis, Corporate Governance Report etc. or any other area whatsoever at [investor.corr@jains.com](mailto:investor.corr@jains.com), in advance (at least 48 hours) of the meeting to enable response from the Company.

Thanking you.

Yours faithfully,  
For **Jain Irrigation Systems Ltd.**

Sd/-

**A. V. Ghodgaonkar**  
**Company Secretary**

**Date: 24th July 2024**

**Place: Jalgaon**

# 37TH AGM NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LIMITED SHALL BE HELD ON FRIDAY, 16TH AUGUST, 2024 AT 10:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT JAIN PLASTIC PARK, N.H. NO. 6, BAMBHORI, JALGAON – 425001, AND THROUGH AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS;**

## ORDINARY BUSINESS\*

- 1) To receive, consider, adopt and approve the Financial Statements for the year ended 31st March, 2024 (including the Standalone Balance Sheet as at 31st March, 2024 and the Standalone Profit and Loss Account, Standalone Cash Flow Statement for the year), as well as the (Consolidated Balance Sheet as at 31st March, 2024 and the Consolidated Profit and Loss Account, Consolidated Cash Flow Statements for the year ended on even date), together with Accounting Policies, Notes, Schedules and reports of the Director's and Auditor's thereon.
- 2) To appoint a Director in place of Shri Anil B. Jain (DIN: 00053035), who retires by rotation in terms of Section 152 (6) of the Companies Act 2013, and being eligible offers himself for re-appointment as Director, subject to retirement by rotation.

\* The Company has appointed M/s. Singhi and Co. Chartered Accountants as Statutory Auditors of the Company for a period of 5 years w.e.f 1st April 2020 in the AGM held in year 2020. Ministry of Corporate Affairs (MCA) vide its notification has notified the provisions of the Companies (Amendment) Act, 2017, pursuant to which the first proviso of Section 139(1) of the Companies Act, 2013, with respect to ratification of appointment of Statutory Auditors of the Company every year has been omitted with effect from 7th May, 2018.

## SPECIAL BUSINESS

### 3) Ratification of Remuneration of Cost Auditors for Financial Year ending 31st March 2024;

**To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an Ordinary Resolution:**

**"RESOLVED** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, **THAT** the members do hereby ratify the action of the Board of Directors of the Company in approving, (on recommendation of the Audit Committee), the remuneration of Rs. 700,000 of M/s D. C. Dave & Co, Cost Auditor(s) (FRN: 000611) to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending 31st March, 2024."

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

### 4) Re-appointment of Mr. Johannes Bastiaan Boudewijn Mohrmann (DIN: 08574511) as an Independent Director

**To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Johannes Bastiaan Boudewijn Mohrmann (DIN: 08574511), who was appointed as an Independent Director at the 32nd Annual General Meeting of the Company and who holds office up to conclusion of 37th Annual General meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules framed thereunder and Regulation 16 (1) (b) of Listing Regulations and, who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160 (1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company to hold office for a second term commencing with effect from the conclusion of 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029, not liable to retire by rotation."

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

### 5) Re-appointment of Ms. Nancy Marie Barry (DIN: 08848632), Independent Director, who has attained the age of 75 years

**To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of members of the Company be and is hereby accorded to reappoint Ms. Nancy Marie Barry (DIN: 08848632) (who has attained the age of 75 years), as an Independent Director of the Company for a period of 5 years with effect from the conclusion of 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting to be held in year 2029, not liable to retire by rotation. Ms. Nancy Marie Barry (DIN: 08848632) has submitted a declaration that she meets the criteria of independence specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution.”

**6) Appointment of Mr. Shishir Dalal (DIN: 00007008) as an Independent Director for a period of 5 years (First Term)**

**To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Rules made thereunder, pursuant to provision of Regulation 17, Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Shishir Dalal (DIN: 00007008), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from May 18, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from the conclusion of 37th Annual General Meeting till conclusion of

42nd Annual General Meeting to be held in year 2029.”

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution.”

**7) Appointment of Mr. Ashok Dalwai (DIN: 01945533) as an Independent Director for a period of 5 years (First Term)**

**To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Rules made thereunder, pursuant to provision of Regulation 17, Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ashok Dalwai (DIN: 01945533), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from 23rd July 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from the conclusion of 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029.”

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution.”

**8) Alteration to Articles of Association of the Company**

**To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as a Special Resolution.**

**“RESOLVED** pursuant to the provisions of Section 14 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re- enactment thereof, for the time being in force), **THAT** the consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company as under:

Clause Reference	Existing Provision	Proposed Provision	Remarks
2-(Definition)	"Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.	"Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and applicable and subsisting provisions of the Companies Act, 1956.	Change in definition to include both Acts 1956 & 2013.
2-(Definition)	"Board" shall mean the Board of Directors of the Company constituted in accordance with the provisions of the Act and These Articles.	"Board" shall mean the collective Board of Directors of the Company, as duly called and constituted from time to time, in accordance with the provisions of the Act, these Articles and Applicable laws.	Change in definition to include reference to AOA & applicable laws.
2-(Definition)	None	"Chairman" shall mean such persons as is nominated or appointed in accordance with Article 85 herein below.	New reference to Article 85 added.
2-(Definition)	None	"Companies Act, 1956" shall mean the Companies Act 1956 (Act I of 1956), to the extent that such provisions have not been repealed or superseded by the Companies Act, 2013 or denotified.	New definition added to include both Acts 1956 & 2013.
2-(Definition)	None	"Committees" shall have the meaning ascribed to such term in Article 145.	New reference to Article 145 added.
85-(Chairman of General Meeting)	Members present shall elect another Director as Chairman, and if no Director be present, the Members shall elect one of the Members to be the Chairman for the meeting.	Members present shall elect another Director as Chairman, and if no Director be present, the Members shall elect one of the Members to be the Chairman for the meeting on a show of hands.	Phrase "on a show of hands" is added at the end of Article.
111-(Number of Directors)	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 and 151 of the Act the number of Directors (including Additional Directors but excluding Alternate Directors) shall not be less than three (3) or more than Sixteen (16) or such additional number as may be decided by Board, subject nonetheless to the provisions of the Act. The Board of the Company shall include at least one woman director on its Board. Further the Board shall ensure that at least 50% of its total strength shall consist of Non-Executive Directors.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 and 151 of the Act the number of Directors (including Additional Directors but excluding Alternate Directors) shall not be less than three (3) or more than Fifteen (15) or such additional number as may be decided by Board, subject to passing of special resolution as per the provisions of the Act. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of SEBI Listing Regulations. The Board of the Company shall have a combination of executive, non-executive and Independent Directors with at least one woman director on its Board, as may be prescribed by Applicable Laws from time to time.	Reference added for Rules applicable.
116-(Directors power to fill casual vacancies)	Subject to the provisions of Section 161(4), and other applicable provisions of the Act, the Board shall have the power at any time and from time to time to appoint any qualified person to be a Director to fill any casual vacancy in the Board, provided such Person is nominated for appointment in accordance with Article 111 to 114. Any Person so appointed shall hold office, only up to the date which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Subject to the provisions of Section 161(4), and other applicable provisions of the Act, the Board shall have the power at any time and from time to time to appoint any qualified person to be a Director to fill any casual vacancy in the Board, which shall be subsequently approved by the members in the immediate next general meeting, provided such Person is nominated for appointment in accordance with Article 111 to 114. Any Person so appointed shall hold office, only up to the date which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Phrase added to clarify effect of Board appointment.
117-(Independent Directors)	None	dd) The independent directors of the listed entity shall hold at least one meeting in a financial year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.	New clause "(dd)" added to reflect present law and regulation.

Clause Reference	Existing Provision	Proposed Provision	Remarks
145B(b)- (Stakeholder Relationship Committee)	None	(vii) Resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. (viii) Review of measures taken for effective exercise of voting rights by shareholders. (ix) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent. (x) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.	Addition of (vii), (viii), (ix) and (x) clauses to reflect present law and regulation.
145C(a)(ii)- (Nomination and Remuneration Committee)	(ii) at least half of them shall be Independent Directors	(ii) at least two-third of them shall be Independent Directors	Amended to reflect new law and regulation.

**"RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorised to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required, with the Registrar of Companies and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the Order of the Board  
For **Jain Irrigation Systems Ltd.**

Place : **Jalgaon**  
Date: **24th July, 2024**

Sd/-  
A.V. Ghodgaonkar  
**Company Secretary**



## Notes

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF \* AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED HERewith. ALL PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, SIGNED, STAMPED AND RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE SCHEDULED COMMENCEMENT OF THE MEETING.

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

**\* IF ATTENDING PHYSICALLY**

- 2) The Register of Members and related transfer books of the Company shall be closed from **Monday, 5th August, 2024 to Friday, 16th August, 2024 (both days inclusive).**
- 3) Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed herewith.
- 4) The documents mentioned in the Notice & Explanatory Statement shall be available for inspection at Registered Office of the Company upto the date of the meeting on all working days, except Saturday, between 11:00 AM & 1:00 PM.
- 5) Members who have not claimed dividend declared by the Company are requested to write to the Company for obtaining demand draft before the balance in the respective account gets transferred to **Investor Education and Protection Fund** as per rules established by the Central Government under Section 124(5) of the Companies Act, 2013. The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2015-16, from time to time on due dates, to the Investor Education and Protection Fund. The unclaimed/unpaid dividend data are also uploaded on the web site of the Company [https://www.nseprimeir.com/z\\_JISLJALEQS/unclaim.aspx?value=3cYDU7170mvM600MSHCcMw==](https://www.nseprimeir.com/z_JISLJALEQS/unclaim.aspx?value=3cYDU7170mvM600MSHCcMw==).

The details of unclaimed dividend as on 31st March 2024 are as follows.

Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2024 (Rs.)	Due date for transfer to IE&PF (on or before)
2016-17	28.09.2017	27.09.2024	17,17,807.50	02.11.2024
2017-18	28.09.2018	27.09.2025	21,36,993.00	02.11.2025

- 6) Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083** for both physical and demat segments of Ordinary Equity and DVR Equity Shares of

the Company. Please quote on all such correspondence – **“Unit – Jain Irrigation Systems Limited”** For Shareholders queries– **Telephone No.** 022-49186000, **Fax:** 022-49186060, **E-mail ID:** [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), **Web:** [www.linkintime.co.in](http://www.linkintime.co.in) or **Company's E-mail ID:** [investor.corr@jains.com](mailto:investor.corr@jains.com).

- 7) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Link Intime India Private Limited for doing the needful.
- 8) Members are requested to notify change in address, if any, immediately to Link Intime India Private Limited quoting their folio numbers.
- 9) In terms of circular issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish self-certified copy of PAN card for all the above mentioned transactions.
- 10) It is observed that few members have still not surrendered their old Share Certificates for Equity Shares of Rs. 10/- each for exchange with the new Share Certificates for Equity Shares of Rs. 2/- each. They are once again requested to surrender the Share Certificates for Equity Shares of Rs. 10/- each at the Registered Office of the Company so as to enable the Company to do the needful.
- 11) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends.
- 12) Electronic copy of the Annual Report being sent to the members whose email ID's are registered with the Company/ Depository Participant(s) for communication purpose unless member has requested for a physical copy of the Annual Report.
- 13) Members may note that the Notice of the 37th Annual General Meeting and the Annual Report 2023-24 will be available on the Company's website [www.jains.com](http://www.jains.com) for being downloaded. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours (11 AM to 1 PM) on working days except Saturday till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making the request for the same, by post free of cost. For any communication, the Shareholders may also send requests to the Company's investor E-mail ID [investor.corr@jains.com](mailto:investor.corr@jains.com)
- 14) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 15) Non-Resident Indian Members are requested to inform RTA/ Company immediately the change in their residential status on return to India for permanent settlement and also inform

the particulars of their bank account maintained in India with complete name of bank, branch address, account type and account number, if not furnished earlier.

- 16) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice below. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members separately.
- 17) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote their behalf at the Meeting.
- 18) Information and other instructions relating to e-voting are as under:
  - a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - b) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - c) The Company has engaged the services of National Securities Depository Limited, Mumbai ("NSDL") as the Agency to provide e-voting facility.
  - d) The Board of Directors of the Company has appointed Ms.Amrita Nautiyal, Company Secretary, Mumbai, as Scrutinizer to scrutinize the Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
  - e) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-of date i.e. **Friday, 9th August, 2024.**
  - f) A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut-of date, i.e. **Friday, 9th August, 2024,** only shall be entitled to avail the facility of remote e-voting.
  - g) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-of date i.e. **Friday, 9th August, 2024,** may obtain the User ID and password in the manner as provided in instruction sheet.
  - h) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: **From 9.00 AM (IST) on 12th August, 2024.**

End of remote e-voting: **Up to 5:00 PM (IST) on 15th August, 2024.**

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

- i) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.jains.com](http://www.jains.com). The results shall simultaneously be communicated to the Stock Exchanges.
- j) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **16th August, 2024.**

## Instructions for AGM through VC/OAVM

- 1) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
- 2) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 3) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will also include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



- 5) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- 6) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at 24th July, 2024. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 7) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

**The remote e-voting period begins on 12th August, 2024 at 09:00 A.M. and ends on 15th August, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 9th August, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 9th August, 2024.**

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

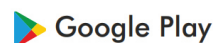
##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account,

last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

EVEN	ISIN	COMPANY NAME
129468	IN9175A01010	Jain Irrigation Systems Limited
129471	INE175A01038	Jain Irrigation Systems Limited

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF,

NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [amrita.nautial@gmail.com](mailto:amrita.nautial@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Rimpa Bagh at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor.corr@jains.com](mailto:investor.corr@jains.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor.corr@jains.com](mailto:investor.corr@jains.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in

the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor.corr@jains.com](mailto:investor.corr@jains.com). The same will be replied by the Company suitably.

- . -



# EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

## SPECIAL BUSINESS

### **Item No. 3 – To ratify remuneration of Cost Auditor for Financial Year ending 31st March, 2024.**

Audit Committee/Board of Directors of the Company has appointed M/s D. C. Dave & Co. as Cost Auditor of the Company for conducting audit of cost records maintained by the Company for the FY 2023-24. Board of Directors of the Company have approved on the recommendation of the Audit Committee of the Company to pay remuneration of Rs. 7,00,000 to M/s. D. C. Dave & Co. Authority of approving the remuneration of Cost Auditors lies with the Shareholders of the Company and, hence, the Board of Directors of the Company has placed this resolution for your consideration and ratification.

The Board of Directors of the Company recommends the Resolution as Ordinary Resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company are interested in the resolution placed before the meeting either directly or indirectly.

### **Item No. 4 – Re-appointment of Mr. Johannes Bastiaan Boudewijn Mohrmann (DIN: 08574511) as an Independent Director**

Mr. Johannes Bastiaan Boudewijn Mohrmann was appointed as an Independent Director of the Company at the 32nd Annual General Meeting held on 30th September, 2019 for a period of five years up-to the conclusion of ensuing 37th Annual General Meeting.

The Board on 23rd July, 2024 based on the recommendation of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Johannes Bastiaan Boudewijn Mohrmann as a Member of the Board and considering that the continued association of Mr. Johannes Bastiaan Boudewijn Mohrmann would be beneficial to the Company, proposed his re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term effective from the conclusion of this 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029. Further, the Company has, in terms of Section 160 (1) of the Companies Act, 2013 ('Act'), received a notice in writing from member proposing the candidature of Mr. Johannes Bastiaan Boudewijn Mohrmann for the office of Independent Director.

The Company has received from Mr. Johannes Bastiaan Boudewijn Mohrmann (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

(‘Listing Regulations’) and (iv) Declaration that, he has not debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority. (v) Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company. (vi) confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors’ databank.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Johannes Bastiaan Boudewijn Mohrmann as an Independent Director of the Company for a second term commencing from the conclusion of this 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029 is being placed before the Shareholders for their approval by way of a Special Resolution.

Mr. Johannes Bastiaan Boudewijn Mohrmann, once appointed, will not be liable to retire by rotation. In the opinion of the Board, Mr. Johannes Bastiaan Boudewijn Mohrmann is a person of integrity, fulfills the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company.

The disclosures pursuant to the Regulation 36 of Listing Regulations and Secretarial Standard on General Meeting (SS-2) are provided in “Annexure I” of this Explanatory Statement.

Except Mr. Johannes Bastiaan Boudewijn Mohrmann, to whom the resolution relates, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in this resolution.

**The Board recommends the Special Resolution set forth in Item No. 4 for the approval of the Members.**

### **Item No. 5 – Re-appointment of Ms. Nancy Marie Barry (DIN: 08848632), Independent Director, who has attained the age of 75 years**

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a Non- Executive Director who has attained the age of seventy five years unless a Special Resolution by Shareholders is passed to that effect.

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), it is proposed to reappoint Ms. Nancy Marie Barry, as an Independent Director of the Company for a term of 5 (five) consecutive years effective from the conclusion of



this 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029. Ms. Nancy Barry, is an Independent Director of the Company appointed on 30th December, 2020, for a term of 5 years till the conclusion of the Annual General Meeting to be held in 2025, as an Independent Director. However, she attained age of 75 years on 2nd August, 2024.

In normal course she would have retired and being eligible would have been reappointed as Independent Director in next AGM of the Company to be held in 2025. However, in view of regulation 17(1A) of SEBI (LODR), Regulations, 2015 Ms. Nancy Marie Barry cannot complete her tenure of 5 years as Independent Director as she has attained age of 75 years on 2nd August 2024.

In the opinion of the Board, she fulfils the conditions specified in Sections 149(6), 152, Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and she is an independent from the management/Promoters. It is therefore proposed that she may be reappointed for another term of 5 years as an Independent Director of the Company in compliance with the provisions of the Companies Act, 2013. Accordingly, her tenure of appointment for 5 (five) years commencing from the conclusion of this 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029 in accordance with applicable provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable provisions if any.

The Board of Directors at its meeting held on 23rd July 2024, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considered that given the background, experience and contributions made by her during her tenure, her association would be beneficial to the Company and the Board and it is desirable to reappoint her as an Independent Director of the Company, not liable to retire by rotation, and has recommended the resolution for approval of Shareholders as Special Resolution.

In terms of Section 149(10) of the Companies Act, 2013 the tenure of Independent Director on Board of any Corporate can be 10 years. In this case Ms. Nancy Marie Barry was appointed on 30th December, 2020 and she will complete her tenure of 10 years as an independent director in year 2030 and hence is eligible to be reappointed for another 5 years term.

Even though Ms. Nancy Marie Barry has attained 75 years, she is actively pursuing her social work in field of education through Association of Future Agriculture Leaders of India (FALI) which she is a founder member and travels extensively in India and USA for the cause. Hence, age in her case is just a number.

The disclosures pursuant to the Regulation 36 of Listing Regulations and Secretarial Standard on General Meeting (SS-2) are provided in **"Annexure I"** of this Explanatory Statement.

Except Ms. Nancy Marie Barry, to whom the resolution relates, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in this resolution.

**The Board recommends the Special Resolution set forth in Item No. 5 for the approval of the Members.**

**Item No. 6 – Appointment of Mr. Shishir Dalal (DIN: 00007008) as an Independent Director for a period of 5 years (First Term)**

The Board on 18th May, 2024 based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Shishir Dalal as an Additional (Independent) Director of the Company, liable to retire at the 37th AGM, but to be appointed as an Independent Director for a term effective from the conclusion of this 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029. Further, the Company has, in terms of Section 160 (1) of the Companies Act, 2013 ('Act'), received a notice in writing from member proposing the candidature of Mr. Shishir Dalal for the office of Independent Director.

The Company has received from Mr. Shishir Dalal (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) Intimation in Form DIR-8, in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act, read together with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations'), and (iv) Declaration that, he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India, or any other such authority. (v) Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company. (vi) confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act, and the Rules made thereunder, and in terms of the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, the appointment of Mr. Shishir Dalal as an Independent Director of the Company for a term commencing from the conclusion of 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029 is being placed before the Shareholders for their approval by way of Special Resolution. Mr. Shishir Dalal, once appointed, shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Shishir Dalal, is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder, read with the provisions of the SEBI (LODR) Regulations, 2015, each as amended, and is independent of the Management of the Company. The disclosures are being made pursuant to the Regulation 36 of SEBI(LODR) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) are provided in **"Annexure I"** of this Explanatory Statement.

Except Mr. Shishir Dalal, to whom the resolution relates, none of the other Directors or Key Managerial Personnel of the Company

or their relatives is, in any way, concerned or interested in this resolution.

**The Board recommends the Special Resolution set forth in Item No. 6 for the approval of the Members.**

**Item No. 7 – Appointment of Mr. Ashok Dalwai (DIN: 01945533) as an Independent Director for a period of 5 years (First Term)**

The Board on 23rd July, 2024 based on the recommendation of the Nomination and Remuneration Committee, proposed appointment of Mr. Ashok Dalwai as an Additional (Independent) Director of the Company, liable to retire at the 37th AGM, but to be appointed for a term effective from the conclusion of this 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029. Further, the Company has, in terms of Section 160 (1) of the Companies Act, 2013 ('Act'), received a notice in writing from member proposing the candidature of Mr. Ashok Dalwai for the office of Director.

The Company has received from Mr. Ashok Dalwai (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) Intimation in Form DIR-8, in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act, read together with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations'), and (iv) Declaration that, he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India, or any other such authority.(v) Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company. (vi) confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act, and the Rules made thereunder, and in terms of the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, the appointment of Mr. Ashok Dalwai as an Independent Director of the Company for a term commencing from the conclusion of 37th Annual General Meeting till conclusion of 42nd Annual General Meeting to be held in year 2029 is being placed before the Shareholders for their approval by way of Special Resolution. Mr. Ashok Dalwai, once appointed, shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Ashok Dalwai, is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder, read with the provisions of the SEBI (LODR) Regulations, 2015, each as amended, and is independent of the Management of the Company. The disclosures are being made pursuant to the Regulation 36 of SEBI(LODR) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) are provided in "Annexure I" of this Explanatory Statement.

Except Mr. Ashok Dalwai, to whom the resolution relates, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in this resolution.

**The Board recommends the Special Resolution set forth in Item No. 7 for the approval of the Members.**

**Item No. 8 – Alteration of Articles of Association of the Company**

In term of Section 14 of Companies Act, 2013, to amend the articles the approval of the Shareholders by way of Special Resolution is necessary.

Please refer to table in resolution no.09 for clarification on each of the proposed amendment(s). Basically the changes proposed are due to change in laws or regulations and also to correct anomalies in cross referencing of Articles.

The Board of Directors in their meeting held on July 23, 2024 has approved the amendment in the Article of Association of the Company as set out in resolution no. 09 of the Notice, subject to the approval of members of the Company.

A copy of the proposed amendments and the whole amended Articles of Association (AOA) are available for inspection in physical by the members at the Registered Office of the Company during (11.00 am to 1.00 pm) all working days from the date of dispatch of the Notice, up to the last date of voting i.e. August 15, 2024.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in this resolution.

**The Board recommends the Special Resolution set forth in Item No. 8 for the approval of the Members.**

By the Order of the Board  
For **Jain Irrigation Systems Ltd.**

Sd/-

Place : **Jalgaon**  
Date: **24th July, 2024**

A.V. Ghodgaonkar  
**Company Secretary**

# ANNEXURE - I TO THE NOTICE

**Disclosures pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).**

**Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Annual General Meeting referring to Item No. 2 of notice**

(1) Name	<b>Shri. Anil B Jain</b>
Director Identification Number	00053035
Age	59 years
Qualification	Shri. Anil B Jain have a degree in commerce from Pune University (1984) and a degree in law from Mumbai University (1986);
Experience	More than 30 years
Nature of Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Finance and Banking</li> <li>• Domestic and International marketing</li> <li>• Operations &amp; Management</li> <li>• M&amp;A, Strategy &amp; Investment Management</li> <li>• Corporate Strategy &amp; Planning</li> <li>• Corporate Governance, Risk &amp; Compliance</li> <li>• Leadership</li> <li>• Entrepreneurship</li> </ul>
Brief Resume of the Director	<p>Mr. Anil Jain has served as Managing Director of Jain Irrigation Systems Limited (JISL) since 1992. He has since steered the growth of the Company from INR 0.35 billion to INR 57 billion (approx. USD 0.72 billion in 2023). He joined the Company's management team in 1984 and worked in the New York office between 1987 and 1991, leading its international marketing from there. Thereafter, he returned to India and took charge of the Company's overall functioning as Managing Director and CEO.</p> <p>Mr. Jain has a degree in commerce from Pune University (1984) and a degree in law from Mumbai University (1986); He is a Director of Gandhi Research Foundation - Jalgaon &amp; PAPSAC HBS (Private &amp; Public Scientific, Academic &amp; Consumer Food Policy Group Harvard Business School), U.S.A. He is the Chairman of Steering Committee to Create Shared Value in Agribusiness – ACTION PLATFORM. He has been appointed as member of Food Processing Education Committee (FPEC), Government of India; Member of WBCSD CEO Council; Member of India-Israel CEO Forum; Member of Society &amp; Board of Governors of IIM - Sambalpur (Ministry of HRD-Delhi) &amp; Member of Board of Governor, IIT-Jodhpur, Member of WBCSD - Food, Land &amp; Water Program Board.</p> <p>Mr. Jain is a veteran professional with over 30 years of experience in core strategic areas such as finance and banking, domestic and international marketing, strategic planning, horizontal and vertical expansion, and change management. He, along with his three brothers, enabled JISL's successful global expansion to 126 countries. JISL has become the only Indian agricultural corporation with its origin and foundation in rural India to offer a richly integrated product and services basket that benefits the entire value chain of stakeholders.</p>
Date of first Appointment	December 30, 1986
Terms and conditions of Appointment / Reappointment	Terms and conditions of appointment are in accordance with the Appointment and Remuneration Policy of the Company.
Remuneration last drawn (FY24)	Rs. 5,13,39,600 P.A
Remuneration proposed to be given	The Director shall be entitled to receive remuneration as per existing terms and conditions of his appointment as Whole Time Director in 2023 Annual General Meeting (AGM).
Number of Board meetings of the Company attended during the year	6 (Six)
Listed Entities in which the person holds the Directorship and the Membership of Committees of the Board along with listed entities from which the person has Resigned in the past three years	1) <u>Sustainable Agro-Commercial Finance Limited</u> – Director, Chairman of Risk Management Committee and Member of Audit Committee.

Directorships held in other Companies/Branches	<ol style="list-style-type: none"> <li>1. Jain Farm Fresh Foods Limited</li> <li>2. Jalgaon Investments Pvt Ltd</li> <li>3. Cosmos Investment And Trading Pvt Ltd</li> <li>4. JAF Products Private Limited</li> <li>5. Stock and Securities India Private Limited</li> <li>6. Jain Brothers Industries Private Limited</li> <li>7. Jain Processed Foods Trading And Investments Private Limited</li> <li>8. Jain Investment &amp; Finance BV</li> <li>9. Jain Overseas Investment Limited</li> <li>10. Rivulis Pte Ltd</li> <li>11. Association For Future Agriculture Leaders of India</li> <li>12. Gandhi Research Foundation</li> </ol>
Memberships/Chairmanships of committees of other Companies	<u>Jain Farm Fresh Foods Limited:</u> Director and Member of Audit Committee and Nomination and remuneration Committee.
Number of shares held in the Company	777,500 Ordinary Equity Shares and 38,875 DVR Equity Shares
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Shri Ashok B. Jain, Shri Anil B. Jain, Shri Ajit B. Jain and Shri Atul B. Jain are brothers and related to each other.

**Details related to Re-appointment of Mr. Johannes Bastiaan Boudewijn Mohrmann (DIN: 08574511) as an Independent Director referring to Item No. 4 of notice**

(2) Name	<b>Mr. Johannes Bastiaan Boudewijn Mohrmann</b>
Director Identification Number	08574511
Age	64 years
Qualification	M.Sc. (Irrigation, Hydrology, Organizational Sciences) Wageningen University, The Netherlands MBA, INSEAD, France (cum laude) BSC (Land & Water use) Wageningen University, The Netherlands
Experience	More than 35 years
Nature of Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Environmental sustainability</li> <li>• SME development</li> <li>• Irrigation</li> <li>• Hydrology</li> <li>• Organizational Sciences</li> <li>• Operations &amp; Management</li> <li>• Leadership</li> <li>• Entrepreneurship</li> </ul>
Brief Resume of the Director	Mr. Johannes Bastiaan Boudewijn Mohrmann is a creative and entrepreneurial professional that connects vision with strategic focus and pragmatic solutions. He has over 35 years of multi-disciplinary experience across private sector, development, SME development, environmental sustainability and program management. Primary regional experience with extensive professional networks across South Asia (India, Bangladesh), Africa and Eastern Europe. Strong performance at the crossroad of public sector, private sector and civil society stakeholders. Charismatic transformative leader operating at the level of CEOs and senior government leaders.
Date of first Appointment	September 30, 2019
Terms and conditions of Appointment/ Reappointment	Re-appointment as an Independent Director for second term of 5 years. Terms and conditions of appointment are in accordance with the Appointment and Remuneration Policy of the Company.
Remuneration last drawn (including sitting fees, if any) (FY24)	Rs. 27,00,000 P.A
Remuneration proposed to be given	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings and also commission on an annual basis of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Number of Board meetings of the Company attended during the year	6 (Six)

Listed Entities in which the person holds the Directorship and the Membership of Committees of the Board along with listed entities from which the person has Resigned in the past three years	Nil
Directorships held in other Companies/Branches	<u>Foreign Companies</u> 1. Buitenplaats Hoogduin BV 2. Rufus-Rural Futures GmbH
Memberships/Chairmanships of committees of other Companies	Nil
Number of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Not related to any Director / Key Managerial Personnel.

**Details related to Re-appointment of Ms. Nancy Marie Barry (DIN – 08848632), Independent Director, who has attained the age of 75 years referring to Item No. 5 of notice**

(3) Name	<b>Ms. Nancy Marie Barry</b>
Director Identification Number	08848632
Age	75 years
Qualification	Ph.D. in Economics, MA in Economics, BSC in Statistics and Economics.
Experience	More than 35 years
Nature of Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Agri-business including Agri-finance</li> <li>• Microfinance</li> <li>• Retail distribution</li> <li>• Operations &amp; Management</li> <li>• Leadership</li> <li>• Entrepreneurship</li> </ul>
Brief Resume of the Director	<p>Ms. Nancy Barry has Strong emphasis on agribusiness and inclusive agri-finance. In India, with ten leading agribusinesses, built the Action Platform to Create Shared Value in Agribusiness in India. Over 70 leading companies and banks were engaged between 2012 and 2018 in Company actions, collaborations and joint initiatives geared to creating shared value with small farmers, through value chain development, inputs and advice, and financial services. She has Strong knowhow and engagement on retail distribution channels for consumer goods, insurance, and B2B products with Exito, Bimbo, FEMSA, P&amp;G in Latin America.</p> <p>Nancy joined the World bank as a Young Professional and became the global Division Chief for Industry globally. She has Held managerial positions in industry, trade, finance, and public sector management in Latin America and South Asia. She went on to become the CEO for Women’s world bank in 1990 where she led major expansion in performance, innovation, and impact expansion of microfinance by specialized institutions and banks in the WWB network, from 20,000 clients in 1990 to 23 million clients in 2006, in over 40 countries of Asia, Latin America, Africa, the Middle East, and Eastern Europe. The aggregate global portfolio of WWB network members grew to over USS\$8 billion, with loan sizes averaging USS400.</p>
Date of first Appointment	December 30, 2020
Terms and conditions of Appointment/ Reappointment	Re-appointment as an Independent Director after attaining age 75 years for term of 5 years. Terms and conditions of appointment are in accordance with the Appointment and Remuneration Policy of the Company.
Remuneration last drawn (including sitting fees, if any) (FY24)	Rs. 27,00,000 P.A
Remuneration proposed to be given	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings and also commission on an annual basis of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Number of Board meetings of the Company attended during the year	6 (Six)



Listed Entities in which the person holds the Directorship and the Membership of Committees of the Board along with listed entities from which the person has Resigned in the past three years	Nil
Directorships held in other Companies/Branches	1. Association For Future Agriculture Leaders of India
Memberships/Chairmanships of committees of other Companies	Nil
Number of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Not related to any Director / Key Managerial Personnel.

**Details related to Appointment of Mr. Shishir Dalal (DIN: 00007008) as an Independent Director for a period of 5 years referring to Item No. 6 of notice**

(4) Name	<b>Mr. Shishir Vasant Dalal</b>
Director Identification Number	00007008
Age	68 years
Qualification	Chartered Accountant by Qualification having rich experience of more than 30 years in the field of Corporate Finance, Audit & Tax, M&A, Strategy & Investment Management, Corporate Finance etc.
Experience	More than 30 years
Nature of Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• M&amp;A, Strategy &amp; Investment Management</li> <li>• Corporate Finance</li> <li>• Audit &amp; Tax</li> <li>• Operations &amp; Management</li> <li>• Corporate Advisory Services</li> <li>• Corporate Strategy &amp; Planning</li> <li>• Corporate Governance, Risk &amp; Compliance</li> <li>• Leadership</li> <li>• Entrepreneurship</li> </ul>
Brief Resume of the Director	<p>Mr. Shishir Dalal, is 68 years of age and has vast, rich experience of more than 30 years in the field of Corporate Finance, Audit &amp; Tax. During his practice, he was the Senior Partner of Dalal &amp; Shah, Chartered Accountant firm in India having multi office locations like Pune, Delhi and Ahmedabad. In 2008-2009 the firm became a member of PwC International, where he was the Senior Partner for 4 years as an Assurance Partner.</p> <p>During his tenure as a Partner at Dalal &amp; Shah and PwC &amp; Co he was signing partner for some of the largest listed Companies like Bajaj Auto, Bajaj Auto Finance which (later became Bajaj Finance Limited) Kirloskar Oil Engines, Bank of Maharashtra, Kirloskar Pneumatic, Bharat Bijlee Limited, Parle Bisleri Limited. He was the signing partner for the IPO of Bajaj Finance, Hubtown etc.</p> <p>He acted as an Advisor in following Companies:</p> <ul style="list-style-type: none"> <li>• Advisor to Parle Beverages in selling the Brand and Business to Coca cola USA along with McKinsey &amp; Co.</li> <li>• Sole advisor to OCB Oilfield Services FZCO for selling the offshore drilling Company to Gulf Capital sovereign fund of Abu Dhabi.</li> <li>• Advisor to BCJ Hospital (Asha Parekh Hospital, Mumbai) for Operations &amp; Management Contract with Shalby Hospitals Ahmedabad.</li> <li>• Advisor KYB Japan for acquiring majority stake in Conmat Vadodara.</li> <li>• Advisor to Overseas Infrastructure Alliance specialises as an EPC in Africa as far as 3 years.</li> <li>• Advisor to Media.Net a US 1 billion Conglomerate which has operations in Dubai ,India &amp; USA.</li> <li>• Advisor to S.H. Kelkar for selling partial stake to Blackstone which is one of the largest Private Equity Funds in the World.</li> <li>• Present Corporate Advisor specialising in Mergers &amp; Acquisitions Corporate Affairs to some of the Indian Corporates.</li> </ul>
Date of first Appointment	Appointed as an Additional (Independent) Director as on 18th May, 2024.

Terms and conditions of Appointment	It is proposed to appoint Mr. Shishir Dalal as a Non-Executive (Independent) Director of the Company, not liable to retire by rotation, for a first term of 5 (five) years, commencing with effect from the conclusion of 37th Annual General Meeting. Terms and conditions of appointment are in accordance with the Appointment and Remuneration Policy of the Company.
Remuneration last drawn	Not Applicable
Remuneration proposed to be given	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings and also commission on an annual basis of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Number of Board meetings of the Company attended during the year	Not Applicable
Listed Entities in which the person holds the Directorship and the Membership of Committees of the Board along with listed entities from which the person has Resigned in the past three years	<ol style="list-style-type: none"> <li>1. <u>Themis Medicare Limited</u> – Director and Chairman of Audit and Nomination and remuneration Committee.</li> <li>2. <u>Remsons Industries Limited</u> – Director and Member of Audit and Stakeholder Relationship Committee.</li> <li>3. <u>Sustainable Agro-Commercial Finance Limited</u> – Director and Chairman of Audit Committee and Member of Nomination and remuneration Committee &amp; Risk Management Committee.</li> <li>4. <u>Windsor Machines Limited</u> - Director and Chairman of Audit, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.</li> <li>5. <u>Keynote Financial Services Limited</u> - Director and Chairman of Audit Committee and Member of Nomination &amp; Remuneration Committee.</li> <li>6. <u>Transwarranty Finance Limited</u>- Ceased to be a Director from 29.01.2024</li> </ol>
Directorships held in other Companies/Branches	<ol style="list-style-type: none"> <li>1. Rcube Energy Storage Systems Private Limited</li> <li>2. Eurus First Financial Partners Private Limited</li> <li>3. Eurus Management Services Private Limited</li> <li>4. Star Chemicals (Bombay) Private Limited</li> <li>5. Hbits Property Management Private Limited</li> <li>6. Hbits Proptech Private Limited</li> </ol>
Memberships/Chairmanships of committees of other Companies	Nil
Number of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Not related to any Director / Key Managerial Personnel.

**Details related to Appointment of Mr. Ashok Dalwai (DIN: 01945533) as an Independent Director for a period of 5 years referring to Item No. 7 of notice**

(5)	Name	Mr. Ashok Dalwai
	Director Identification Number	01945533
	Age	66 years
	Qualification	<ul style="list-style-type: none"> <li>• Ph.D. in Economics with specialisation in agricultural production and marketing.</li> <li>• M.Sc. (Agril.) in Agricultural Economics with specialisation in Agricultural Marketing.</li> <li>• B.Sc. (Agril.)</li> </ul>
	Experience	More than 30 years
	Nature of Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Agricultural Production and Marketing</li> <li>• Agricultural Sciences &amp; Technology</li> <li>• Environmental sustainability</li> <li>• Irrigation Management</li> <li>• Land &amp; Water Management</li> <li>• Leadership</li> <li>• Entrepreneurship</li> </ul>

Brief Resume of the Director	<p>Dr. Ashok Dalwai, as a member of the Indian Administrative Service of the 1984 batch was borne on the Odisha Cadre. He has served in different capacities at both field and policy formulation stages in the States of Odisha and Karnataka, as also Government of India. His grass root level experience gained from serving in different backward and tribal pockets of Odisha, besides as District Collector of Kalahandi (Odisha) &amp; Raichur (Karnataka); and in urban management, as Commissioner of Bangalore City Corporation bring him close understanding of peoples' issues in both rural &amp; urban settings. At the senior level, he has served as Secretary and Principal Secretary in the Departments of Industries, Steel, Mines and Textiles, besides holding various tenures as Chairman and Managing Director of Public Sector Undertakings, Research &amp; Academic Institutions including the Karnataka State Sericultural Research and Development Institute, Talaghatpur, Karnataka; and Government Medical College, Sambalpur. He is the Founder-Chairman of Karnataka Sugar Institute, Belgaum which has now been named after the former Chief Minister, Shri S. Nijalingappa.</p> <p>He has served Government of India from 2010 to 2024. He is one of the initial members of UIDAI team that rolled out bio-metric-based resident enrolment for Aadhaar. As Head of the Technology Centre of UIDAI, his role in building a robust technology platform has been well appreciated.</p> <p>Since 2015, he was with the Ministry of Agriculture &amp; Farmers' Welfare, Government of India. Having joined initially as Addnl. Secretary in the Ministry, on empanelment as Secretary to Govt. of India in the year 2017, he was posted as Chief Executive Officer, National Rainfed Area Authority in the rank of Union Secretary, which organisation he led in service of the rainfed regions of the country till 2023.</p> <p>Parallely, he served as the Chairman, Inter-Ministerial Committee on Doubling Farmers Income, and subsequently as Chairman, Empowered Body, Doubling Farmers' Income (DFI), till 2024.</p>
Date of first Appointment	Appointed as an Additional (Independent) Director as on 23rd July, 2024.
Terms and conditions of Appointment	It is proposed to appoint Mr. Ashok Dalwai as a Non-Executive (Independent) Director of the Company, not liable to retire by rotation, for a first term of 5 (five) years, commencing with effect from the conclusion of 37th Annual General Meeting. Terms and conditions of appointment are in accordance with the Appointment and Remuneration Policy of the Company.
Remuneration last drawn	Not Applicable
Remuneration proposed to be given	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings and also commission on an annual basis of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Number of Board meetings of the Company attended during the year	Not Applicable
Listed Entities in which the person holds the Directorship and the Membership of Committees of the Board along with listed entities from which the person has Resigned in the past three years	Nil
Directorships held in other Companies/Branches	Agrinnovate India Limited
Memberships/Chairmanships of committees of other Companies	Nil
Number of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Not related to any Director / Key Managerial Personnel.



# JAIN<sup>®</sup>

## Jain Irrigation Systems Ltd.

Regd. Office: Jain Plastic Park, N.H.No. 6, Bambhori, Jalgaon - 425 001 (M.S.)  
CIN: L29120MH1986PLC042028

Only for shareholders attending the AGM physically.

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

<b>CIN</b>	L29120MH1986PLC042028	<b>Name of the Company</b>	Jain Irrigation Systems Limited
<b>Registered Office</b>	Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon - 425 001.		

Name of the Member(s)			
Registered Address			
Email ID			
Folio No	Equity		DVR
Client ID	Equity		DVR
DP ID	Equity		DVR
No of Shares	Equity		DVR

I/ we, being the member(s) of the above mentioned Company, hereby appoint:

1.	Name		E-mail	
	Address		Signature	
or failing him				
2.	Name		E-mail	
	Address		Signature	
or failing him				
3.	Name		E-mail	
	Address		Signature	

as my/ our proxy to attend and vote (on a poll at the meeting) for me/ our behalf at the 37th Annual General Meeting of the Company, to be held on **Friday, the 16th August, 2024** at 10.00 AM at Registered Office of the Company at Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon 425001 and at any adjournment thereof in respect of resolutions below:

Resolution No.	Particulars of Resolutions
1	To receive , consider, adopt and approve the Financial Statements for the year ended 31st March, 2024 (including the Standalone Balance Sheet as at 31st March, 2024 and the Standalone Profit and Loss Account, Standalone Cash Flow Statement for the year), as well as the (Consolidated Balance Sheet as at 31st March, 2024 and the Consolidated Profit and Loss Account, Consolidated Cash Flow Statements for the year ended on even date), together with Accounting Policies, Notes, Schedules and reports of the Director's and Auditor's thereon.
2	To appoint a Director in place of Shri Anil B. Jain (DIN 00053035), who retires by rotation in terms of Section 152 (6) of the Companies Act 2013, and being eligible offers himself for reappointment as Director, subject to retirement by rotation.
3	Ratification of Remuneration of Cost Auditors for Financial Year ending 31st March 2024.
4	Re-appointment of Mr. Johannes Bastiaan Boudewijn Mohrmann (DIN: 08574511) as an Independent Director.
5	Re-appointment of Ms. Nancy Marie Barry (DIN: 08848632), Independent Director, who has attained the age of 75 years.
6	Appointment of Mr. Shishir Dalal (DIN: 00007008) as an Independent Director for a period of 5 years (First Term)
7	Appointment of Mr. Ashok Dalwai (DIN: 01945533) as an Independent Director for a period of 5 years (First Term)
8	Alteration to Articles of Association of the Company

Signed this day of \_\_\_ July / August, 2024

Signature of Shareholder: \_\_\_\_\_



Signature of Proxy holder(s) \_\_\_\_\_

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 37th Annual General Meeting.
- (3) Please complete all details including details of member(s) in above box before submission.







**ATTENDANCE SLIP**

**Only Shareholders or the Proxies will be allowed to attend the meeting.**

**Name of Shareholder:** \_\_\_\_\_

**a) Ordinary Equity Shares**

DPID		L.F. No.	
Client ID		No of Shares held	

**b) DVR Equity Shares**

DPID		L.F. No.	
Client ID		No of Shares held	

I/ we hereby record my/ our presence at the **37th Annual General Meeting** of the Company being held on **Friday, 16th August 2024** at 10:00 AM at Registered Office of the Company at Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon 425001.

Signature of Shareholder(s) 1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

Note: Shareholders attending the meeting in person or Proxy are requested to complete the attendance slip and hand over it at the entrance of the meeting venue.

# Route Map to Venue



Distance from Jalgaon Railway Station to Jain Irrigation Systems Ltd. =  
Approx. 11 km

