



JISL/SEC/2019/08/B-2/B-6

31st August, 2019

To,
Bombay Stock Exchange 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

To,
The Manager
Listing Department,
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

Sub: Notice of 32nd AGM along with Explanatory Statement.

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

Dear Sir/Madam,

In continuation to our letter no. JISL/SEC/2019/08/B-2,B-6 dated 30.08.2019, enclosed herewith please find copy of Notice convening 32nd Annual General Meeting to be held on Monday 30th September, 2019 along with Explanatory Statement u/s 102 (1) of the Companies Act, 2013 together with Postal Ballot Form in lieu of e-voting, Proxy form and Attendance Sheet etc.

Please receive the above in order and acknowledge.

Thanking you,

Yours faithfully,
For Jain Irrigation Systems Limited,


A. V. Ghodgaonkar,
Company Secretary



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; CIN: L29120MH1986PLC042028
E-mail: jlsi@jains.com; Visit us at: www.jains.com

POSTAL BALLOT in lieu of e-voting For Business at the 32nd AGM

Serial No.:

- 1) Name(s) of Member(s):
(Including Joint-holders, if any)
- 2) Registered Address of the Sole/
First named Member :
- 3) Registered Folio No./
DP ID No.*/ Client ID No.*:
(*Applicable to investors holding
Shares in dematerialized form)
- 4) Number of Shares held: **Ordinary Equity** **DVR Equity**.....
(on 30th August, 2019)
- 5) I/We hereby exercise my/our vote through Postal Ballot in respect of the following Resolutions as stated in the Notice dated **30th August, 2019** convening the **32nd Annual General Meeting** of the Company to be held at **11.00 AM on Monday, 30th September, 2019** at Registered office of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below.

Item No.	Description	Type of Business/ Resolution	No. of Shares held		I/We assent to the Resolution		I/We dissent to the Resolution	
			Ordinary Equity	DVR Equity	Ordinary Equity	DVR Equity	Ordinary Equity	DVR Equity
1	Adoption of Audited Financial Statements for the Year Ended 31 st March, 2019	Ordinary Business						
2	Declaration of Dividend on Ordinary Equity Shares and DVR Equity Shares of ₹ 2 each	Ordinary Business						
3	Reappointment of Shri Atul B. Jain (DIN 00053407), who retires by rotation as a Director.	Ordinary Business						
4	Ratification of remuneration of Cost Auditor for Financial Year ending 31 st March, 2019.	Special Business/ Ordinary Resolution						
5	Re-appointment of Shri. Harish Chandra Prasad Singh (DIN: 06387125) as an Independent Director.	Special Business/ Special Resolution						
6	Re-appointment of Shri. Ghanshyam Dass (DIN: 01807011) as an Independent Director.	Special Business/ Special Resolution						
7	Re-appointment of Smt. Radhika C. Pereira (DIN: 00016712) as an Independent Director.	Special Business/ Special Resolution						
8	Appointment of Shri. Johannes Bastiaan Boudewijn Mohrmann (DIN: _____)* as an Independent Director	Special Business/ Ordinary Resolution						

* The appointment was made on 30th August, 2019, however being a foreigner, it will take a week or ten days to get DIN in place.

Place: _____

Date: _____



Signature

INSTRUCTIONS

- 1) A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached **prepaid Business Reply self-addressed envelope. Postage will be borne and paid by the Company.** Envelopes containing Postal Ballots, if deposited in Person at Registered Office of Company or if sent by courier at the expense of the Member, shall also be accepted.
- 2) The self-addressed envelopes bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
- 3) This form should be completed and signed by the Member. In case of joint shareholding, this form should be completed and signed [as per the specimen signature(s) registered with the Company / furnished by the Depositories] by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of Member may vote on the Postal Ballot mentioning the Registration No. of the POA or enclosing an attested copy of POA.
- 4) Unsigned, incomplete, improperly or incorrectly marked Postal Ballot forms will be summarily rejected at the discretion of scrutinizer.
- 5) The exercise of vote by Postal Ballot is not permitted through proxy. There will be only one Postal Ballot Form for every folio /client ID irrespective of the number of Joint Member(s).
- 6) Duly completed Postal Ballot forms should reach the Company not later than by the close of working hours on **Saturday, 28th September, 2019.** Postal Ballot forms received after this date will be strictly treated as if the reply from such Members has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before **Saturday, 28th September, 2019.** providing sufficient time for postal transit.
- 7) In the case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot form should be accompanied by a certified true copy of the relevant Board Resolution /Authorisation.
- 8) Voting rights shall be reckoned in proportion to a Member's share of the Paid-Up Share Capital of the Company as on **30th August, 2019** or as per terms of issue for DVR Equity.
- 9) Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed postage prepaid Business Reply envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 10) The result on resolutions shall be declared on or after the date of **32nd AGM i.e. 30th September, 2019** and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The result declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.jains.com) and would also be communicated to the BSE Ltd and the National Stock Exchange of India Ltd.
- 11) **As you have not registered your email id with Company or your Depositories or RTA agent of the Company i.e. Link Intime India Pvt. Ltd. and hence the option to cast the vote through e-voting system is not provided in terms of Companies (Management and Administration) Rules, 2014.**

- 1 -





NOTICE

NOTICE IS HEREBY GIVEN THAT 32nd ANNUAL GENERAL MEETING OF SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LIMITED WILL BE HELD ON MONDAY, 30TH SEPTEMBER, 2019 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT JAIN PLASTIC PARK, N.H. NO. 6, BAMBHORI, JALGAON 425001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item No. 1 – Adoption of Audited Standalone & Consolidated Financial Statements for the year ended 31st March, 2019

To receive, consider and adopt and approve the Financial Statements for the year ended 31st March, 2019 (including Standalone Balance Sheet as at 31st March, 2019, Standalone Profit & Loss Account, Standalone Cash Flow Statement and Consolidated Balance Sheet as at 31st March, 2019, Consolidated Profit & Loss Account and Consolidated Cash Flow Statement for the year ended on even date) together with Schedules, Notes thereon and the reports of Board of Director's and Auditor's thereon.

Item No. 2 – Declaration of Dividend

To declare a Dividend on Ordinary and DVR Equity Shares of ₹ 2 each as follows:-

Sr.	Particulars of Equity Shares	Amount (₹)
1	50% (₹ 1.00 per share) on 49,63,66,053 Ordinary Equity Shares of ₹ 2 each	49,63,66,053
2	50% (₹ 1.00 per share) on 1,92,94,304 DVR Equity Shares of ₹ 2 each	1,92,94,304
	Total (Excluding applicable Dividend Distribution Tax)	51,56,60,357

Item No. 3 – Re-appointment of a retiring Director

To appoint a Director in place of Shri. Atul B. Jain (DIN: 00053407), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS

Item No. 4 - Ratification of Remuneration of Cost Auditors for Financial Year ending 31st March, 2019.

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 THAT 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, the Company hereby ratifies the action of the Board of Directors of the Company of approving recommendation of Audit Committee for remuneration of ₹ 500,000 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, 2019."

Item No. 5 - Re-appointment of Shri Harish Chandra Prasad Singh (DIN: 06387125) 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, Shri Harish Chandra Prasad Singh (DIN: 06387125), who was appointed as an Independent Director at the 27th Annual General Meeting of the Company and who holds office up to 32nd 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 his 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, to hold office for a second term commencing with effect from the conclusion of this Annual General Meeting till conclusion of 37th Annual General Meeting to be held in year 2024, not liable to retire by rotation."

Item No. 6 - Re-appointment of Shri. Ghanshyam Dass (DIN: 01807011) 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, Shri Ghanshyam Dass (DIN: 01807011), who was appointed as an Independent Director at the 27th Annual General Meeting of the Company and who holds office up to 32nd 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 his 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, to hold office for a second term commencing with effect from the conclusion of this Annual General Meeting till conclusion of 37th Annual General Meeting to be held in year 2024, not liable to retire by rotation."



Item No. 7 - Re-appointment of Smt. Radhika C. Pereira (DIN: 00016712) 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, Smt. Radhika C. Pereira (DIN: 00016712), who was appointed as an Independent Director at the 27th Annual General Meeting of the Company and who holds office up to 32nd 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, to hold office for a second term commencing with effect from the conclusion of this Annual General Meeting till conclusion of 37th Annual General Meeting to be held in year 2024, not liable to retire by rotation."

Item No. 8 - Appointment of Shri. Johannes Bastiaan Boudewijn Mohrmann (DIN: _____)* 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 **Ordinary 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, Shri. Johannes Bastiaan Boudewijn Mohrmann (DIN: _____)*, who qualifies for being appointed as an Independent Director 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for a term commencing with effect from the conclusion of this Annual General Meeting till conclusion of 37th Annual General Meeting to be held in year 2024, not liable to retire by rotation."

* The appointment was made on 30th August, 2019, however being a foreigner, it will take a week or ten days to get DIN in place.

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

Sd/-

A.V. Ghodgaonkar
Company Secretary

Place : Mumbai
Date: 30th August, 2019

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.

- 2) The Company had appointed Haribhakti and Co., LLP, Mumbai as Statutory Auditors of the Company for a period of 3 years (for FY 2018 – FY 2020) in the AGM held in 2017. 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 shall be omitted with effect from 7th May, 2018.
- 3) To take note of continuation of nomination and re-appointment, of four Whole Time Directors namely Shri. Ashok B. Jain, Shri. Anil B. Jain, Shri. Ajit B. Jain and Shri. Atul B. Jain of the Company as already decided at 31st Annual General Meeting held on 28th September 2018 for remaining period out of five years.
- 4) The Register of Members of the Company will be closed from **Monday 16th September, 2019 to Monday 30th September, 2019** (both days inclusive).
- 5) The Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') is annexed herewith
- 6) The documents mentioned in the Notice and Explanatory Statement if any, 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 and 1.00 PM.
- 7) 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 2010-11, to the Investor Education and Protection Fund. The unclaimed/unpaid dividend data are also uploaded on the website of the Company https://www.nseprimeir.com/z_JISLJALEQS/unclaim.aspx?value=3cYD U7170mvM600MSHCcMw==



The details of unclaimed dividend as on 31st March, 2019 are as follows.

Sr. No.	Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2019 (₹)	Due date for transfer to IE&PF (on or before)
1	2011-12	21.09.2012	28.10.2019	20,92,591.00	27.11.2019
2	2012-13	27.09.2013	03.11.2020	11,64,881.50	03.12.2020
3	2013-14	26.09.2014	02.11.2021	14,23,466.00	02.12.2021
4	2014-15	29.09.2015	05.11.2022	15,17,026.50	05.12.2022
5	2015-16	30.09.2016	06.11.2023	13,64,857.50	06.12.2023
6	2016-17	28.09.2017	04.11.2024	17,46,745.50	04.12.2024
7	2017-18	28.09.2018	04.11.2025	22,08,737.00	04.12.2025

- 8) The dividend, if declared/approved at the ensuing Annual General Meeting, will be paid on or after **08th October, 2019** to those shareholders or their mandate whose:
- names appear as Beneficial Owners as at the end of the business hours on **Friday 13th September, 2019** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the Shares held in electronic form.
 - names appear as members in the Register of Members of the Company after giving effect to valid deletion of name, transmission in physical form lodged with the Company/ its Registrar and Transfer Agent (RTA) on or before **14th September, 2019**.
- 9) 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** Web: **www.linkintime.co.in** or Company's E-mail ID **investor.corr@jains.com**.
- 10) 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. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
- 11) Members are requested to notify change in address, if any, immediately to Link Intime India Private Limited quoting their folio numbers.
- 12) 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. 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.
- 13) 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.

- 14) 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.
- 15) Members may note that the Notice of the 32nd Annual General Meeting and the Annual Report 2018-19 will be available on the Company's website **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 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**.
- 16) 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.
- 17) 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.
- 18) 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 under **sr. no. 20 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.
- 19) 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 on their behalf at the Meeting.
- 20) Information and other instructions relating to e-voting are as under:
- 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').
 - 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 Central Depository Services (India) Ltd, Mumbai ("CDSL") as the Agency to provide e-voting facility.
- d) The Board of Directors of the Company has appointed Shri. Aaron Solomon, Solicitor, 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-off date i.e. **23rd September, 2019**.
- 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-off date, i.e. **23rd September, 2019** 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-off date i.e. **23rd September, 2019**, may obtain the User ID and password in the manner as mentioned below:
- If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to NSDL/CDSL- Example for NSDL: MYEPWD IN12345612345678 Example for CDSL: MYEPWD 1402345612345678 Example for Physical: MYEPWD XXXX1234567890.
 - If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of www.evotingindia.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Member may send an e-mail request to e-voting, helpdesk.evoting@cdslindia.com. If the member is already registered with www.evotingindia.com, e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- h) The remote e-voting facility will be available during the following period:
- Commencement of remote e-voting: **From 9.00 AM (IST) on Thursday, 26th September, 2019.**
- End of remote e-voting: **Up to 5:00 PM (IST) on Sunday, 29th September, 2019.**
- 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. 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. **30th September, 2019**.
- k) Instructions and other information relating to remote e-voting:
- The voting period begins on **9.00 AM (IST) on Thursday, 26th September, 2019 and ends on 5:00 PM (IST) on Sunday, 29th September, 2019**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23rd September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders /Members.
 - Now Enter your User ID
 - For CDSL : 16 digits beneficiary ID,
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:
For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other





Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN of Jain Irrigation Systems Limited on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.





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

SPECIAL BUSINESS

Item No. 4 – To ratify remuneration of Cost Auditor for Financial Year ending 31st March, 2019.

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 2018-19. Board of Directors of the Company have approved on the recommendation of the Audit Committee of the Company to pay remuneration of ₹ 5,00,000 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. 5 – Re-appointment of Shri Harish Chandra Prasad Singh as an Independent Director:

Shri Harish Chandra Prasad Singh was appointed as an Independent Director of the Company at the 27th Annual General Meeting held on 26th September, 2014 for a period of five years up-to the conclusion of ensuing 32nd Annual General Meeting.

The Board on 30th August, 2019 based on the recommendation of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Shri Harish Chandra Prasad Singh as a Member of the Board and considering that the continued association of Shri Harish Chandra Prasad Singh 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 32nd Annual General Meeting till conclusion of 37th Annual General Meeting to be held in year 2024. 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 Shri Harish Chandra Prasad Singh for the office of Director.

The Company has received from Shri Harish Chandra Prasad Singh (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 pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018, 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.

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 Shri Harish Chandra Prasad Singh as an Independent Director of the Company for a second term commencing from the conclusion of this 32nd Annual General Meeting till conclusion of 37th Annual General Meeting to be held in year 2024 is being placed before the Shareholders for their approval by way of a Special Resolution. Shri Harish Chandra Prasad Singh, once appointed, will not be liable to retire by rotation.

The Act and Listing Regulations calculates the term of Independent Director, prospective the date of enactment of Act.

In the opinion of the Board, Shri Harish Chandra Prasad Singh 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.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Shri Harish Chandra Prasad Singh, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

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

Item No. 6 – Re-appointment of Shri Ghanshyam Dass as an Independent Director:

Shri Ghanshyam Dass was appointed as an Independent Director of the Company at the 27th Annual General Meeting held on 26th September, 2014 for a period of five years up-to the conclusion of ensuing 32nd Annual General Meeting.

The Board on 30th August, 2019 based on the recommendation of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Shri Ghanshyam Dass as a Member of the Board and considering that the continued association of Shri





Ghanshyam Dass 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 32nd Annual General Meeting till conclusion of 37th Annual General Meeting to be held in year 2024. 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 Shri Ghanshyam Dass for the office of Director.

The Company has received from Shri Ghanshyam Dass (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 pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018, 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.

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 Shri Ghanshyam Dass as an Independent Director of the Company for a second term commencing from the conclusion of this 32nd Annual General Meeting till conclusion of 37th Annual General Meeting to be held in year 2024 is being placed before the Shareholders for their approval by way of a Special Resolution. Shri Ghanshyam Dass, once appointed, will not be liable to retire by rotation.

The Act and Listing Regulations calculates the term of Independent Director, prospective the date of enactment of Act.

In the opinion of the Board, Shri Ghanshyam Dass 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.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Shri Ghanshyam Dass, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

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

Item No. 7 – Re-appointment of Smt. Radhika C. Pereira as an Independent Director:

Smt. Radhika C. Pereira was appointed as an Independent Director of the Company at the 27th Annual General Meeting held on 26th September, 2014 for a period of five years up-to the conclusion of ensuing 32nd Annual General Meeting.

The Board on 30th August, 2019 based on the recommendation of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Smt. Radhika C. Pereira as a Member of the Board and considering that the continued association of Smt. Radhika C. Pereira would be beneficial to the Company, proposed her 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 32nd Annual General Meeting till conclusion of 37th Annual General Meeting to be held in year 2024. 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 Smt. Radhika C. Pereira for the office of Director.

The Company has received from Smt. Radhika C. Pereira (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 she is not disqualified under Section 164 (2) of the Act (iii) Declaration to the effect that she 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 pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018, that she 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.

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 Smt. Radhika C. Pereira as an Independent Director of the Company for a second term commencing from the conclusion of this 32nd Annual General Meeting till conclusion of 37th Annual General Meeting to be held in year 2024 is being placed before the Shareholders for their approval by way of a Special Resolution. Smt. Radhika C. Pereira, once appointed, will not be liable to retire by rotation.

The Act and Listing Regulations calculates the term of Independent Director, prospective the date of enactment of Act.

In the opinion of the Board, Smt. Radhika C. Pereira 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.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Smt. Radhika C. Pereira, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

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

Item No. 8 – Appointment of Shri. Johannes Bastiaan Boudewijn Mohrmann as an Independent Director of the Company

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 (Act) appointment of an Independent Director requires approval of members. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has proposed that Shri. Johannes Bastiaan Boudewijn Mohrmann (DIN: _____)* be appointed as an Independent Director on the Board of the Company in casual vacancy caused by the resignation of Shri. V.V. Warty (resigned due to completion of 75 years of age as per regulation 17(1A) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and was liable to retire at the ensuing Annual General Meeting. The appointment of Shri. Johannes Bastiaan Boudewijn Mohrmann, shall be effective upon approval by the members in the 32nd Annual General Meeting. The Company has received a notice in writing from member under Section 160(1) of the Act proposing candidature of Shri. Johannes Bastiaan Boudewijn Mohrmann for the office of Director of the Company.

The Company has received from Shri. 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 pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018, 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.

In the opinion of the Board, Shri. 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.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

*The appointment was made on 30th August, 2019, however being a foreigner, it will take a week or ten days to get DIN in place.

By the Order of the Board
For Jain Irrigation Systems Ltd.
Sd/-

Place : Mumbai
Date: 30th August, 2019

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

Shri Atul B. Jain																													
Brief profile	<p>Shri. Atul B. Jain is a Commerce Graduate. Shri. Atul Jain took over the marketing responsibilities of Jain Irrigation products initially at the Mumbai office before going to New York, Dubai, Africa and Europe for further business penetration. Besides overall marketing management responsibility he has also handled all India marketing function of Drip Irrigation and PVC pipe products, PE and other speciality pipes and fittings all over the world. He has been involved with development of new applications & products in overseas markets for food, plastic and sheet divisions. He is currently also Chief Financial Officer of the Company.</p> <p>Since 2002, Shri. Atul Jain has been based in Jalgaon. He oversees the marketing of Irrigation products, piping products in both domestic and international markets. He is a great believer in innovation. He has been instrumental in developing a strong market for PVC pipes for domestic and export markets.</p> <p>He is widely travelled & travels all over the world for continued market development and extension to both Developing Countries the JISL Business Model of Sustainable Development & Uplift of the Entire Community, based of which each of JISL's Products & Services are developed.</p> <p>Under his able direction JISL has signed MOU with Governments in India and abroad, wherein JISL has been given the mandate for developing a total Country Plan for achieving Food & Water Security. Shri. Atul Jain has a passion to build complete solution around water at country and city levels.</p>																												
Age	50 Years																												
Qualifications	B. COM																												
Experience (including expertise in specific functional area)/ Brief Resume	27 Years																												
Terms and Conditions of Appointment / Re-appointment	Shri. Atul B. Jain is a Director liable to retire by rotation.																												
Remuneration last drawn (including sitting fees, if any)	₹ 707.38 Lacs																												
Remuneration proposed to be paid	As per existing terms and conditions of his appointment as Whole Time Director in 2018.																												
Date of first appointment on the Board	30.09.2005																												
Shareholding in the Company as on 31 st March, 2019	1,75,980 Ordinary Equity Shares and 8,798 DVR Equity Shares																												
Relationship with other Directors/ Key Managerial Personnel	Brother of Shri. Ashok B. Jain, Shri. Anil B. Jain, Shri. Ajit B. Jain but not related to any other Director / Key Managerial Personnel.																												
Number of meetings of the Board attended during the year	5 (Five)																												
Directorships of other Boards as on 31 st March, 2019	<table border="0"> <tr> <td>1) Jalgaon Investments Private Limited</td> <td>15) Jain America Foods Inc.</td> </tr> <tr> <td>2) Pixel Point Private Limited</td> <td>16) Jain (Europe) Limited</td> </tr> <tr> <td>3) Jain Extrusion and Moulding Private Limited</td> <td>17) Jain Overseas Investments Limited</td> </tr> <tr> <td>4) Jain Rotfil Heaters Private Limited</td> <td>18) Jain Investment & Finance BV</td> </tr> <tr> <td>5) Atlaz Technology Private Limited</td> <td>19) Jain America Holdings Inc.,</td> </tr> <tr> <td>6) Timbron India Private Limited</td> <td>20) Sleaford Quality Foods Limited</td> </tr> <tr> <td>7) Jain Vanguard Polybutylene Private Limited</td> <td>21) Sleaford Food Group Limited,</td> </tr> <tr> <td>8) Jain Eagro.Com India Private Limited</td> <td>22) Arnolds Quick Dried Foods Limited</td> </tr> <tr> <td>9) Cosmos Investment and Trading Pvt. Ltd.</td> <td>23) Jain International Foods Limited</td> </tr> <tr> <td>10) JAF Products Private Limited</td> <td>24) Ex-cel Plastics Limited</td> </tr> <tr> <td>11) Jain Brothers Industries Private Limited</td> <td>25) Jain Farm Fresh Holdings SPRL</td> </tr> <tr> <td>12) Jain Farm Fresh Foods Limited</td> <td>26) Innovatrading BVBA</td> </tr> <tr> <td>13) JISL Overseas Limited</td> <td>27) Innovafood N.V.</td> </tr> <tr> <td>14) Cascade Specialties Inc.</td> <td>28) Ex-cel Plastic Piping Systems</td> </tr> </table>	1) Jalgaon Investments Private Limited	15) Jain America Foods Inc.	2) Pixel Point Private Limited	16) Jain (Europe) Limited	3) Jain Extrusion and Moulding Private Limited	17) Jain Overseas Investments Limited	4) Jain Rotfil Heaters Private Limited	18) Jain Investment & Finance BV	5) Atlaz Technology Private Limited	19) Jain America Holdings Inc.,	6) Timbron India Private Limited	20) Sleaford Quality Foods Limited	7) Jain Vanguard Polybutylene Private Limited	21) Sleaford Food Group Limited,	8) Jain Eagro.Com India Private Limited	22) Arnolds Quick Dried Foods Limited	9) Cosmos Investment and Trading Pvt. Ltd.	23) Jain International Foods Limited	10) JAF Products Private Limited	24) Ex-cel Plastics Limited	11) Jain Brothers Industries Private Limited	25) Jain Farm Fresh Holdings SPRL	12) Jain Farm Fresh Foods Limited	26) Innovatrading BVBA	13) JISL Overseas Limited	27) Innovafood N.V.	14) Cascade Specialties Inc.	28) Ex-cel Plastic Piping Systems
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Membership / Chairmanship of Committees of other Boards as on 31 st March, 2019	NIL																												





Shri. H. P. Singh	
Brief profile	<p>Shri. Harishchandra Prasad Singh was born in Mahmada, Pusa, Samastipur Bihar, India on 2 July 1950 in a farming family. Mahmada is a place, where Imperial Agricultural Research Institute was established in 1905, now known as Pusa Institute (Indian Agricultural Research Institute), Pusa, New Delhi. With rare combination of scientific excellence, conscientious administration, dynamic management skills and academic depth, Dr. H.P. Singh, in his career spanning 47 years, has outstandingly contributed to research, education and development of Horticulture and agriculture.</p> <p>His vision, commitment and dynamic leadership have provided a new dimension to horticulture and earned him 3 international awards and 39 National Awards and 9 Fellowships including Fellow of NAAS.</p> <p>Visionary approach of Dr. Singh, with zeal and commitment for achieving excellence and exemplary skills of management has brought dynamisms to the positions which ever, wherever, (Deputy Director General (Hort.), ICAR, (2007-2012); Vice-Chancellor, Rau, Pusa, Bihar (2005-2007) Dean, College of Agriculture, Pantnagar, (2004-2005); Horticulture Commissioner, Ministry of Agriculture, (1997-2003); Chairman, Coconut Development Board, Cochin; Director, National Research Centre on Banana, Trichy, (1993-1997); Project Coordinator (Fruits), IHR, Bangalore), he held. His contribution has lead to optimisation of output, outcome and delivery. He is prime mover for Horticulture Research and Development in India and is an Architect of golden revolution, with his skills in micro irrigation, protected cultivation, cultivars Development, production system management and coordination and administration .</p> <p>He believes that even best can be improved. Currently, he is the founder and chairman, Confederation of Horticulture Associations of India (CHA), committed for accelerating the economic growth through technological interventions, human resource development and providing innovative solutions to emerging challenges. He is credited to have published 250 scientific articles, 57 books and 35 bulletins.</p>
Age	69 Years
Qualifications	M. Sc (Hort.), Ph.D., D.Sc.
Experience (including expertise in specific functional area)/ Brief Resume	<p>Dr. Singh, in his career spanning more than 46 years, has outstandingly contributed as researcher, academician, research manager, president and chairman of associations and administrator. His experience in administration and management is in different departments, i.e. ICAR, DOAC, GBPUA&T and RAU, Pusa, Samastipur, Bihar. Techno Administration of Horticultural research and development through coordination and monitoring of 23 institutes/ Directorates/NRC's and 14 AICRPs was done by Dr. Singh. As an academician, he provided guidance to the students of Doctoral and Master degree programmes. He brought new dimension to education by establishing education management unit. His initiatives of value added education, course planning and diversified experiential learning have been exemplary. Skills of crisis management, solution to problem and creation of harmony and academic environment provided by Dr. Singh are of par excellence. He has also been responsible for administrative guidance to National Research and Development in the country and also abroad. He also guided in conceptualisation, formulation and implementation of national and international programmes used as role model concept for management of institution of learning. Dr. Singh has mastered his skills in Agricultural Research, Education and Knowledge Management. His skills of Policy Planning, Programme Development and Execution are of par excellence. Evaluation, Monitoring, Analysis of Production, Policy and Planning for Improvement have been skilfully demonstrated by Dr. Singh on various positions. Dr. Singh has unparalleled skills in Event planning and resource management, academics depth and Human resource Development and management, of Dr. Singh are of par excellence. He is first to initiate a cluster based approach for the development, which was a part of Technology Mission on Horticulture, conceptualised, formulated and implemented by him, 1998 to 2003, having centre of excellence for training of farmers and its facilitation. Dr. Singh also emphasised on formation of Farmers' Associations for various crop commodity which was integrated by formation of apex organisation, the Confederation of Indian Horticulture. These initiatives have brought revolution in horticulture, in the country, achieving production level of 300 mMT from 143 mMT in 1998. Thereafter, the country has provided focus on cluster based development having centre of excellence in collaboration with Israel and formation of FPO, which is promoted by SFAC and NABARD. Dr. Singh is promoting cluster based development and formation of FPO in various capacity, he is holding currently. Therefore, he adequately equipped to handle the present project.</p>
Terms and Conditions of Appointment / Re-appointment	Being appointed as an Independent Director for 5 years (Second Term)
Remuneration last drawn (including sitting fees, if any)	₹ 23.50 Lacs





Shri. H. P. Singh	
Remuneration proposed to be paid	Sitting Fees and Commission as an Independent Director
Date of first appointment on the Board	11.08.2014
Shareholding in the Company as on 31 st March, 2019	NIL
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Number of meetings of the Board attended during the year	4 (Four)
Directorships of other Boards as on 31 st March, 2019	1) Confederation of Horticulture Association of India 2) Vindhyaachal Agrofarms Pvt. Ltd.
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2019	NIL.

Shri Ghanshyam Dass	
Brief profile	<p>Shri. Ghanshyam Dass has had an outstanding career in domestic, international banking and capital markets for over 37 years, during which he developed a firm understanding of the complexities of international markets. He is thoroughly familiar with the regulatory and business environment in USA, European Union, South East Asia, the Middle East, India and other major money-center locations.</p> <p>Shri. Dass is an advisor to intel capital, member of the Association of Biotech Led Enterprises (ABLE), Bangalore, Hardware Task Force, Founder Member Association of Outsourcing Professionals (AOP), Member Academic Council – Union Bank School of Management, member of the CII National Council on corporate governance and regulatory framework and CII National Committee on capital markets and government nominee on the governing council of the Institute of Company Secretaries of India (ICSI). Shri. Dass is a member of Brickwork Ratings Committee (a credit rating agency) and Vice President of Karnataka Athletics Association)</p>
Age	67 Years
Qualifications	<ul style="list-style-type: none"> ● Masters in Linguistics (an Inter Disciplinary Course) from Jawaharlal Nehru University, New Delhi (1977) ● Bachelor's degree with Honours in Economics from Delhi University, New Delhi, India (1973) ● Underwent intensive training programmes at Wells Fargo Bank N. A. and Marine Midland Bank N. A. to learn US Banking Operations; Attended BOOT Camp – Boston ● Investment Banking and Transactional of Finance Training Programme conducted by Harvard Business School; Customer Service, Marketing and Negotiation Skills - An Intra Group Training Programme at New Jersey New York; Management of People & Change HSBC Bank Hong Kong; Advanced Management Skills HSBC Bank London;
Experience (including expertise in specific functional area)/ Brief Resume	<p>Ghanshyam has while working for various organizations in the region, he has been able to establish close and mutually cooperative relationship with most Banking and non-Banking Financial Institutions, Stock Exchanges, Corporates, Regulators and Government Departments:</p> <p>Over the last two decades, Ghanshyam has been a significant voice in promoting India and Indian corporates in many countries worldwide. He has travelled extensively across all continents and has been a speaker and participated in panel discussions and conferences (including World Economic Forum) in Australia, China, HongKong, India, Singapore, South Korea, Vietnam, Thailand, Malaysia and several countries in the Middle East, among others. He is also regularly invited to speak, lead and participate at various seminars and panel discussions organized by industry associations, leading institutions and regulatory bodies. Ghanshyam has been a strong advocate of sound corporate governance and high standards of transparency to the corporate sector in the region.</p> <p>Ghanshyam joined NASDAQ OMX Group in 2000 and up until February 2008, he was Managing Director – Asia Pacific & Middle East, prior to which he was the General Manager and Chief Executive of Majan International Bank (a subsidiary of Commerz Bank A. G., Frankfurt, Germany) in the Sultanate of Oman. He also worked on several assignments, including the British Bank of the Middle East for two years as the Chief Executive Officer for its India operations, and with the HongKong and Shanghai Banking Corporation for over ten years as Manager – South Asia & Middle East, Financial Institutions Group amongst other assignments.</p>





Shri Ghanshyam Dass	
	In his early career, he spent over nine years with US Educational Foundation in India (as Research Assistant to a Senior Fullbright Scholar), Bank of India, Wells Fargo Bank N.A., (as Assistant Representative for India) and Marine Midland Bank, N.A, (before being seconded to Hongkong and Shanghai Banking Corporation, India in January 1986)
Terms and Conditions of Appointment / Re-appointment	Being appointed as an Independent Director for 5 years (Second Term).
Remuneration last drawn (including sitting fees, if any)	₹ 25 Lacs
Remuneration proposed to be paid	Sitting fees and Commission as an Independent Director.
Date of first appointment on the Board	25.08.2009
Shareholding in the Company as on 31 st March, 2019	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Number of meetings of the Board attended during the year	5 (Five)
Directorships of other Boards as on 31 st March, 2019	1) Jubilant Industries Ltd 2) Jubilant Agri and Consumer Products Ltd 3) Powerica Ltd 4) Jain Farm Fresh Foods Ltd 5) Mayar Health Resorts Ltd 6) Avighna India Ltd 7) Estel Technologies Pvt.Ltd. 8) Online Recharge Services Pvt.Ltd. 9) Mayar Infrastructure Development Pvt. Ltd. 10) BQ Padmavathy Finance Academy Pvt. Ltd. 11) Carbon Clean Solutions Pvt. Ltd. 12) Biopure Healthcare Pvt.Ltd. 13) Carbon Clean Solutions LLP (UK)
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2019	NIL

Smt. Radhika C. Pereira	
Brief profile	<p>Smt. Radhika Dudhat Pereira is a Partner with Shardul Amarchand Mangaldas & Co and has worked on a wide range of transactional work in the areas of regulatory advisory, real estate, intellectual property rights, projects and project financing, corporate advisory and documentation and legal risk management advisory. Focus of her work over the years has been to structure transactions, provide strategy, documentation and negotiation in respect to complex and sensitive transaction and/or situations across industry verticals.</p> <p>Over the years she has developed the practice of legal risk management to assess and advise in the management of legal risk whether regulatory, contractual and/or other litigation risk and has advised several complex transaction requiring understanding of Corporate Governance, Insolvency Law, Environmental Laws, Intellectual Property Rights, Data Protection, Telecom, Cyber and other Regulatory Laws.</p> <p>Smt. Radhika Pereira was a part of the core group committee established by the Government of Maharashtra to make recommendations to the State Government on legal issues relating to privatization. She is a Director on the Boards of listed and unlisted companies.</p> <p>Smt. Radhika Pereira is a Faculty and Guest Speaker at various educational, institutional and business forums to speak on wide range of subjects including on legal, commercial and self-development related topic. She also studies and speaks on the Indian Shastras.</p>





Smt. Radhika C. Pereira	
Age	49 Years
Qualifications	Graduate from the University of Bombay Faculty of Life Sciences, a law graduate from the University of Bombay and a Postgraduate from the University of Cambridge and Harvard University.
Experience (including expertise in specific functional area)/ Brief Resume	26 Years
Terms and Conditions of Appointment / Re-appointment	Being appointed as an Independent Director for 5 years (Second Term).
Remuneration last drawn (including sitting fees, if any)	₹ 30 Lacs
Remuneration proposed to be paid	Sitting fees and Commission as an Independent Director.
Date of first appointment on the Board	29.12.2005
Shareholding in the Company as on 31 st March, 2019	25,000 Ordinary Equity Shares and 1,250 DVR Equity Shares
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Number of meetings of the Board attended during the year	5 (Five)
Directorships of other Boards as on 31 st March, 2019	1) Parag Milk Foods Ltd. 2) Tips Industries Ltd. 3) Essel Propack Ltd. 4) India SME Asset Reconstruction Co.Ltd. 5) Sethi Funds Management Pvt.Ltd. 6) Geodesic Ltd. 7) Fairchem Speciality Ltd
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2019	NIL

Shri. Johannes Bastiaan Boudewijn Mohrmann	
Brief profile	Shri. 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.
Age	59 years
Qualifications	M.Sc. (Irrigation, Hydrology, Organizational Sciences) Wageningen University, The Netherlands MBA, INSEAD, France (cum laude) BSC (Land & Water use) Wageningen University, The Netherlands
Experience (including expertise in specific functional area)/ Brief Resume	35 Years
Terms and Conditions of Appointment / Re-appointment	Being appointed as an Independent Director for 5 years (First Term).





Shri. Johannes Bastiaan Boudewijn Mohrmann	
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Sitting fees and Commission as an Independent Director.
Date of first appointment on the Board	NA
Shareholding in the Company as on 31 st March, 2019	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Number of meetings of the Board attended during the year	Nil
Directorships of other Boards as on 31 st March, 2019	Nil
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2019	NIL





JAIN[®] Jain Irrigation Systems Ltd.

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

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 **32nd Annual General Meeting** of the Company being held on **Monday, 30th September, 2019** at 11.00 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.





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PROXY FORM

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

CIN	L29120MH1986PLC042028	Name of the Company	Jain Irrigation Systems Limited
Registered Office	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 **32nd Annual General Meeting** of the Company, to be held on **Monday, the 30th September, 2019** at 11.00 AM at Registered Office of the Company at Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon 425 001 and at any adjournment thereof in respect of resolutions below:

Resolution No.	Particulars of Resolutions
1	Consider and adopt the Financial Statements (Standalone and Consolidated) for the year ended 31 st March, 2019 together with Schedules, Notes thereon and the reports of Board of Directors and Auditor's thereon.
2	Declaration of Dividend on Ordinary Equity Shares and DVR Equity Shares of ₹ 2 each
3	Reappointment of Shri. Atul B. Jain (DIN 00053407), who retires by rotation as Director.
4	Ratify the remuneration of Cost Auditor for Financial Year ending 31 st March, 2019.
5	Re-appointment of Shri. Harish Chandra Prasad Singh (DIN: 06387125) as an Independent Director.
6	Re-appointment of Shri. Ghanshyam Dass (DIN: 01807011) as an Independent Director.
7	Re-appointment of Smt. Radhika C. Pereira (DIN: 00016712) as an Independent Director.
8	Appointment of Shri. Johannes Bastiaan Boudewijn Mohrmann (DIN: _____)* as an Independent Director

* The appointment was made on 30th August, 2019, however being a foreigner, it will take a week or ten days to get DIN in place.

Signed this day of September, 2019

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 32nd Annual General Meeting.
- (3) Please complete all details including details of member(s) in above box before submission.

