



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/2023/08/B-2,B-6

17<sup>th</sup> August, 2023

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](mailto: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](mailto:cc@nse.co.in)**

**Sub : Notice of 36<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,

In continuation to our letter dated 08/08/2023, enclosed herewith are the following documents:

The Notice convening 36<sup>th</sup> Annual General Meeting (AGM) to be held on **Friday, 8<sup>th</sup> September, 2023 at 10.00 am, 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 11<sup>th</sup> August, 2023 / 1<sup>st</sup> September, 2023.

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 36th Annual General Meeting to be held physically/virtually on Friday, 8th September, 2023.**

You are cordially invited to join the Thirty Sixth Annual General Meeting of the Company to be held on **Friday, 8th September, 2023** at **10:00 AM IST** (also through video conferencing) at the Registered Office. The notice and explanatory statement convening the said 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>Friday, 1st September, 2023</b>
5)	Time period for remote e-voting	<b>Commences at 10.00 AM IST on Monday, 4th September, 2023 and ends at 06.00 PM IST on Thursday, 7th September, 2023.</b>
6)	Book closure dates	<b>Friday, 1st September, 2023 to Friday, September 8th, 2023 (both days inclusive)</b>
7)	Last date for publishing results of the e-voting	<b>9th September, 2023</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-23 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, 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: 17th August 2023**

**Place: Jalgaon**

# 36th AGM NOTICE

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LIMITED SHALL BE HELD ON FRIDAY, 8TH SEPTEMBER, 2023 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, 2023 (including the standalone Balance Sheet as at 31st March, 2023 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, 2023 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 Ashok B. Jain (DIN 00053157), 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.

## SPECIAL BUSINESS

### 3) Ratification of Remuneration of Cost Auditors for Financial Year ending 31st March 2023;

**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 ₹500,000 (or as may be agreed between Shri. Dave and Managing Director and Chief Executive Officer of the Company) 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, 2023."

### 4) Re-appointment of and remuneration to Shri. Ashok B. Jain as a Whole Time 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**, pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, and subject to all other approvals, as may be required, **THAT** the Company be and does hereby approve and consent to the re-appointment of Mr. Ashok B. Jain (DIN 00053157) as a Whole Time Director of the Company, w.e.f. 1st October, 2023 to 30th September, 2028 for a period of 5 (Five) years, on the terms and conditions of remuneration, including perquisites, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions, including, designation of the said appointment and, annual increment in the scale each year, so as not to exceed the limits specified in Section 197 read with Part II, Section I of Schedule V to the Companies Act, 2013, or the applicable provisions of the Companies Act, 2013 for the time being in force and provisions of SEBI(LODR), 2016 or any amendments thereof, including any Ministry of Corporate Affairs' notifications in this respect, or any amendments and / or modification as may be agreed between the Board of Directors and the appointee during the tenure of the appointment.

#### Terms of Remuneration

Salary per month in scale of Rs.45,00,000 to Rs. 85,00,000 as monthly remuneration, in case of inadequacy of Profits as minimum remunerations, as per effective capital of preceding Financial year and slab of remuneration applicable to Company and commission as a percentage of net profits as may be decided by Nomination and Remuneration Committee (NRC), each year, based on various performance parameters, applicable for a period of 5 (Five) years w.e.f. 1st October, 2023 to 30th September, 2028, and on such further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, allowances, incentive, extra salary valued as per Income Tax Act, 1961 and rules made thereunder, inclusive of following as illustrative perquisites:

- a) **Housing:** Rent free furnished accommodation or house rent allowance in lieu thereof upto Rs 7,50,000 or 15% of salary or Actual Rent per month, whichever is lower;
- b) **Medical Expenses Reimbursement:** Reimbursement of all medical expenses incurred for self and family (family means spouse and the dependent children of the appointee) at actuals (including domiciliary and medical expenses) and insurance premium for medical and hospitalization policy as applicable as per Company's policy;
- c) **Leave Travel Expenses:** Leave Travel Expenses for self and family in accordance with the policy of the Company and Income Tax Rules;

- d) Club Fees:** Fees of Clubs subject to a maximum of two clubs.
- e) Personal accident insurance premium:** Personal accident insurance under Group Personal Accident Policy of the Company;
- f) Car:** Car with driver shall be provided for use on Company's business and the same will not be considered as perquisite; use of car for private purposes shall however, be billed by the Company, if any;
- g) Telephone:** Telephone at residence and mobile telephones will be provided and the same will not be considered as perquisite;
- h) Coverage under Keyman Insurance Scheme** as may be deemed fit by Nomination and Remuneration Committee / Board of Directors.
- i) Contribution** upto 10% of salary into National Pension Scheme.
- j) Other Allowances/ benefits, perquisites** - any other allowances, benefits and perquisites as per the Rules applicable to the Higher Management and Key Managerial Personnel(s) of the Company and/ or which may become applicable in the future and/or any other allowance, perquisites as the Board/Nomination and Remuneration Committee may from time to time decide.

The following perquisites shall not form a part of remuneration or ceiling of Managerial Remuneration and shall be paid separately:

- i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund to the extent permitted under Law;
- ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iii) Leave encashment, if any, as per Company's policy applicable.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or inadequate profits the remuneration as decided by the Board or any Committee thereof from time to time, shall be paid to Shri. Ashok B. Jain as per the provisions of the Companies Act, 2013 read with the applicable provisions of Schedule V of the Companies Act, 2013 and Rules made there under.

**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 and remuneration to Shri. Anil B. Jain as a Whole Time Director

**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,** pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) of SEBI (Listing Obligations and Disclosures

Requirements), Regulations, 2015, and subject to all other approvals, as may be required, **THAT** the Company be and does hereby approve and consent to the re-appointment of Mr. Anil B. Jain (DIN 00053035) as a Whole Time Director of the Company, designated as Chief Executive Officer / Vice Chairman and Managing Director w.e.f. 1st October, 2023 to 30th September, 2028 for a period of 5 (Five) years, on the terms and conditions of remuneration including perquisites, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions including designation of the said appointment and annual increment in the scale each year, so as not to exceed the limits specified in Section 197 read with Part II, Section I of Schedule V to the Companies Act, 2013, or the applicable provisions of the Companies Act, 2013 for the time being in force and provisions of SEBI(LODR), 2016 or any amendments thereof, including any Ministry of Corporate Affairs' notifications in this respect, or any amendments and / or modification as may be agreed between the Board of Directors and the appointee during the tenure of the appointment.

### Terms of Remuneration

Salary per month in scale of Rs.45,00,000 to Rs. 85,00,000 as monthly remuneration, in case of inadequacy of Profits as minimum remunerations, as per effective capital of preceding Financial year and slab of remuneration applicable to Company and commission as a percentage of net profits as may be decided by Nomination and Remuneration Committee (NRC), each year, based on various performance parameters, applicable for a period of 5 (Five) years w.e.f. 1st October, 2023 to 30th September, 2028, and on such further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, allowances, incentive, extra salary valued as per Income Tax Act, 1961 and rules made thereunder, inclusive of following as illustrative perquisites.

- a) Housing:** Rent free furnished accommodation or house rent allowance in lieu thereof upto Rs 7,50,000 or 15% of salary or Actual Rent per month, whichever is lower;
- b) Medical Expenses Reimbursement:** Reimbursement of all medical expenses incurred for self and family (family means spouse and the dependent children of the appointee) at actuals (including domiciliary and medical expenses) and insurance premium for medical and hospitalization policy as applicable as per Company's policy;
- c) Leave Travel Expenses:** Leave Travel Expenses for self and family in accordance with the policy of the Company and Income Tax Rules;
- d) Club Fees:** Fees of Clubs subject to a maximum of two clubs.
- e) Personal accident insurance premium:** Personal accident insurance under Group Personal Accident Policy of the Company;
- f) Car:** Car with driver shall be provided for use on Company's business and the same will not be considered as perquisite; use of car for private purposes shall however, be billed by the Company, if any;
- g) Telephone:** Telephone at residence and mobile telephones will be provided and the same will not be considered as perquisite;

**h) Coverage under Keyman Insurance Scheme** as may be deemed fit by Nomination and Remuneration Committee / Board of Directors.

**i) Contribution** upto 10% of salary into National Pension Scheme.

**j) Other Allowances/ benefits, perquisites-** any other allowances, benefits and perquisites as per the Rules applicable to the Higher Management and Key Managerial Personnel(s) of the Company and/ or which may become applicable in the future and/or any other allowance, perquisites as the Board/Nomination and Remuneration Committee may from time to time decide.

The following perquisites shall not form a part of remuneration or ceiling of Managerial Remuneration and shall be paid separately:

- i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund to the extent permitted under Law;
- ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iii) Leave encashment, if any, as per Company's policy applicable.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or inadequate profits the remuneration as decided by the Board or any Committee thereof from time to time, shall be paid to Shri. Anil B. Jain as per the provisions of the Companies Act, 2013 read with the applicable provisions of Schedule V of the Companies Act, 2013 and Rules made there under.

**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) Re-appointment of and remuneration to Shri Ajit B. Jain as a Whole Time Director**

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

"**RESOLVED**, pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, and subject to all other approvals, as may be required, **THAT** the Company be and does hereby approve and consent to the re-appointment of Mr. Ajit B. Jain (DIN 00053299) as a Whole Time Director of the Company, designated as Joint Managing Director w.e.f. 1st October, 2023 to 30th September, 2028 (hereinafter referred to as 'JMD') for a period of 5 (Five) years, on the terms and conditions of remuneration including perquisites, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions including designation of the said appointment and annual increment in the scale each year, so as not to exceed the limits specified in Section 197

read with Part II, Section I of Schedule V to the Companies Act, 2013, or the applicable provisions of the Companies Act, 2013 for the time being in force and provisions of SEBI(LODR), 2016 or any amendments thereof, including any Ministry of Corporate Affairs' notifications in this respect, or any amendments and / or modification as may be agreed between the Board of Directors and the appointee during the tenure of the appointment.

### **Terms of Remuneration**

Salary per month in scale of Rs.45,00,000 to Rs. 85,00,000 as monthly remuneration, in case of inadequacy of Profits as minimum remunerations, as per effective capital of preceding Financial year and slab of remuneration applicable to Company and commission as a percentage of net profits as may be decided by Nomination and Remuneration Committee (NRC), each year, based on various performance parameters, applicable for a period of 5 (Five) years w.e.f. 1st October, 2023 to 30th September, 2028, and on such further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, allowances, incentive, extra salary valued as per Income Tax Act, 1961 and rules made thereunder, inclusive of following as illustrative perquisites.

**a) Housing:** Rent free furnished accommodation or house rent allowance in lieu thereof upto Rs 7,50,000 or 15% of salary or Actual Rent per month, whichever is lower;

**b) Medical Expenses Reimbursement:** Reimbursement of all medical expenses incurred for self and family (family means spouse and the dependent children of the appointee) at actuals (including domiciliary and medical expenses) and insurance premium for medical and hospitalization policy as applicable as per Company's policy;

**c) Leave Travel Expenses:** Leave Travel Expenses for self and family in accordance with the policy of the Company and Income Tax Rules;

**d) Club Fees:** Fees of Clubs subject to a maximum of two clubs.

**e) Personal accident insurance premium:** Personal accident insurance under Group Personal Accident Policy of the Company;

**f) Car:** Car with driver shall be provided for use on Company's business and the same will not be considered as perquisite; use of car for private purposes shall however, be billed by the Company, if any;

**g) Telephone:** Telephone at residence and mobile telephones will be provided and the same will not be considered as perquisite;

**h) Coverage under Keyman Insurance Scheme** as may be deemed fit by Nomination and Remuneration Committee / Board of Directors.

**i) Contribution** upto 10% of salary into National Pension Scheme.

**j) Other Allowances/ benefits, perquisites-** any other allowances, benefits and perquisites as per the Rules applicable to the Higher Management and Key Managerial Personnel(s) of the Company and/ or which may become applicable in the future and/or any other allowance,

perquisites as the Board/Nomination and Remuneration Committee may from time to time decide.

The following perquisites shall not form a part of remuneration or ceiling of Managerial Remuneration and shall be paid separately:

- i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund to the extent permitted under Law;
- ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iii) Leave encashment, if any, as per Company's policy applicable.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or inadequate profits the remuneration as decided by the Board or any Committee thereof from time to time, shall be paid to Shri. Ajit B. Jain as per the provisions of the Companies Act, 2013 read with the applicable provisions of Schedule V of the Companies Act, 2013 and Rules made there under.

**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) Re-appointment of and remuneration to Shri Atul B. Jain as a Whole Time Director**

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

"**RESOLVED**, pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, and subject to all other approvals, as may be required, **THAT** the Company be and does hereby approve and consent to the re-appointment of Mr. Atul B. Jain (DIN 00053407) as a Whole Time Director of the Company, designated as Joint Managing Director w.e.f. 1st October, 2023 to 30th September, 2028 (hereinafter referred to as 'Jt. MD') for a period of 5 (Five) years, on the terms and conditions of remuneration including perquisites, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions including designation of the said appointment and annual increment in the scale each year, so as not to exceed the limits specified in Section 197 read with Part II, Section I of Schedule V to the Companies Act, 2013, or the applicable provisions of the Companies Act, 2013 for the time being in force and provisions of SEBI (LODR), 2016 or any amendments thereof, including any Ministry of Corporate Affairs' notifications in this respect, or any amendments and / or modification as may be agreed between the Board of Directors and the appointee during the tenure of the appointment.

## **Terms of Remuneration**

Salary per month in scale of Rs.45,00,000 to Rs. 85,00,000 as monthly remuneration, in case of inadequacy of Profits as minimum remunerations, as per effective capital of preceding Financial year and slab of remuneration applicable to Company and commission as a percentage of net profits as may be decided by Nomination and Remuneration Committee (NRC), each year, based on various performance parameters, applicable for a period of 5 (Five) years w.e.f. 1st October, 2023 to 30th September, 2028, and on such further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, allowances, incentive, extra salary valued as per Income Tax Act, 1961 and rules made thereunder, inclusive of following as illustrative perquisites.

- a) Housing:** Rent free furnished accommodation or house rent allowance in lieu thereof upto Rs 7,50,000 or 15% of salary or Actual Rent per month, whichever is lower;
- b) Medical Expenses Reimbursement:** Reimbursement of all medical expenses incurred for self and family (family means spouse and the dependent children of the appointee) at actuals (including domiciliary and medical expenses) and insurance premium for medical and hospitalization policy as applicable as per Company's policy;
- c) Leave Travel Expenses:** Leave Travel Expenses for self and family in accordance with the policy of the Company and Income Tax Rules;
- d) Club Fees:** Fees of Clubs subject to a maximum of two clubs.
- e) Personal accident insurance premium:** Personal accident insurance under Group Personal Accident Policy of the Company;
- f) Car:** Car with driver shall be provided for use on Company's business and the same will not be considered as perquisite; use of car for private purposes shall however, be billed by the Company, if any;
- g) Telephone:** Telephone at residence and mobile telephones will be provided and the same will not be considered as perquisite;
- h) Coverage under Keyman Insurance Scheme** as may be deemed fit by Nomination and Remuneration Committee / Board of Directors.
- i) Contribution** upto 10% of salary into National Pension Scheme.
- j) Other Allowances/ benefits, perquisites-** any other allowances, benefits and perquisites as per the Rules applicable to the Higher Management and Key Managerial Personnel(s) of the Company and/ or which may become applicable in the future and/or any other allowance, perquisites as the Board/Nomination and Remuneration Committee may from time to time decide.

The following perquisites shall not form a part of remuneration or ceiling of Managerial Remuneration and shall be paid separately:

- i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund to the extent permitted under Law;
- ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iii) Leave encashment, if any, as per Company's policy applicable.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or inadequate profits the remuneration as decided by the Board or any Committee thereof from time to time, shall be paid to Shri. Atul B. Jain as per the provisions of the Companies Act, 2013 read with the applicable provisions of Schedule V of the Companies Act, 2013 and Rules made there under.

**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) Issuance of Equity Share Warrants to the Promoters' Corporate Entity, on Preferential Basis:**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"**RESOLVED** subject to shareholders approval in 36th AGM pursuant to Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), the enabling provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") (including any amendments there to) and any other applicable law, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), RBI, or any other authority / body and the enabling provisions of the Memorandum and Articles Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed or required by any of them while granting such approvals / sanctions / permissions and / or consents, if any, , and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), **THAT** the consent of the Board of the Company be and is hereby accorded

to create, issue, offer and allot, from time to time, in one or more tranches, upto 1,63,21,607 Equity Share Warrants ("Equity Share Warrants") (which consent shall include, allotment of Equity Shares pursuant to exercise of option attached to such Equity Share Warrants), at an issue price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 (Reg.164), with a right to apply for allotment of Equity Share Warrant holders to and be allotted 1 (One) Equity Share of the face value of Rs. 2/- each of the Company ("Ordinary Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Equity Share Warrants under this resolution, to the following entity forming part of the Promoter and Promoter Group ("Proposed Allottee") of the Company for cash, and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations, 2018 and SEBI Takeover Regulations or other applicable law and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members, and on such further terms and conditions as may be finalized by the Board of Directors, to the below-mentioned allottees belonging to the Promoter and Promoter Group of the Company

**Details of the Proposed Allotment of Equity Share Warrants to :**

Sr. No.	Name of Proposed Allottee	PAN	%	No. of Ordinary Equity Shares warrants to be Allotted
1	Stocks and Securities India Pvt. Ltd.*	AAACS8127R	2.39%	1,63,21,607
	<b>Total</b>	-	<b>2.39%</b>	<b>1,63,21,607</b>

\*UBO are Mr. Anil B Jain, Mr. Ajit B Jain & Mr. Atul B Jain

**RESOLVED FURTHER THAT** the "**Relevant Date**" for this proposed issue of Equity Share Warrants in accordance with the SEBI (ICDR) Regulations, shall be 09.08.2023 being 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Equity Share Warrants convertible into Ordinary Equity Shares.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Share Warrants shall be subject to the following terms and conditions:

- i) The Equity Share Warrant holders shall, subject to the SEBI ICDR Regulations, 2018, and other applicable rules, regulations and laws, be entitled to exercise the Equity Share Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Equity Share Warrants by issuing a written notice to the Company specifying the number of Equity Share Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number fully paid up of Ordinary Equity Shares of face value of Rs. 2/- each to the Equity Share Warrant holders.
- ii) An amount equivalent to at least 25% of the Equity Share Warrant Exercise/Conversion Price shall be payable at

the time of subscription and allotment of each Equity Share Warrant and the balance 75% shall be payable by the Equity Share Warrant holder on or before the exercise of the option to apply for Ordinary Equity Shares against Equity Share Warrant(s)

- iii) In the event that, an Equity Share Warrant holder does not exercise the Equity Share Warrants within a period of 18 (Eighteen) months from the date of allotment of such Equity Share Warrants, the unexercised Equity Share Warrant shall lapse and the amount paid by the Equity Share Warrant holders on such Equity Share Warrants shall stand forfeited by the Company.
- iv) The Equity Share Warrants by themselves, until exercise of the conversion option and allotment of Ordinary Equity Shares, do not give the Equity Share Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- v) The Equity Share Warrants shall be allotted within a period specified under SEBI (ICDR) Regulations, 2018. Provided where the allotment of the Equity Share Warrants is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period specified from the date of receipt of such approvals. The Company shall procure the listing and trading approvals for the Ordinary Equity Shares to be issued and allotted to the Equity Share Warrant holders upon exercise of the Equity Share Warrants from the relevant Stock Exchanges in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations, 2015"), and all other applicable laws, rules and regulations.
- vi) The Equity Share Warrants and Ordinary Equity Shares issued pursuant to the exercise of the Equity Share Warrants shall be locked-in for a period and in the manner as prescribed under the SEBI ICDR, Regulations, 2018.
- vii) Allotment of Equity Share Warrants and Ordinary Equity Shares issued pursuant to the exercise of the Equity Share Warrants shall only be made in dematerialized form.

**RESOLVED FURTHER THAT,** for the purpose of giving effect to the aforesaid resolution(s), the Board or its subcommittee or Key Managerial Personnel (KMP's) be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolution, including without limitation to issue and allot Ordinary Equity Shares upon exercise of the Equity Share Warrants, to issue certificates/ clarifications on the issue and allotment of Equity Share Warrants and thereafter, allotment of Ordinary Equity Shares effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Equity Share Warrants including deciding the size and timing of any tranche of the Equity Share Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolution above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Equity Share Warrants and listing and trading of Ordinary Equity Shares issued on exercise of

Equity Share Warrants), including, making applications to Stock Exchanges for obtaining of "in-principle" approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Share Warrants and Ordinary Equity Shares (to be issued on exercise of the Equity Share Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Equity Share Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or KMP of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard."

#### **9) Issuance of Equity Share Warrants to Alpha Alternative Structured Credit Opportunities Fund & its Associates on Preferential Basis:**

**To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED** subject to shareholders approval in 36th AGM pursuant to Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), the enabling provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (the "SEBI ICDR Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority / body and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable, and subject to such conditions and modifications as may be prescribed or required by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee(s), which



the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), **THAT** the consent of the Board of the Company be and is hereby accorded to create, issue, offer and allot, from time to time, in one or more tranches, upto 2,64,64,823 Equity Share Warrants ("Equity Share Warrants") (which consent shall include allotment of Equity Shares, pursuant to exercise of option attached to such Equity Share Warrants) at a conversion/exercise price or at an issue price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018, (Reg.164) with a right to apply for allotment of Equity Share Warrant holders to and be allotted 1 (One) Equity Share of the face value of Rs. 2/- each of the Company ("Ordinary Equity Shares") at a premium per share) at a conversion/exercise price for each Equity Share Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Equity Share Warrants under this resolution, to the following persons ("Proposed Allottee") for cash and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations, and SEBI Takeover Regulations, or other applicable law and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

**Details of the Proposed Allotment of Equity Share Warrants to :**

Sr.	Name of Proposed Allottee	PAN	%	No. of Equity Share Warrants to be Allotted (upto)
1)	Alpha Alternatives Structured Credit Opportunities Fund	AAITA8533A	2.03%	1,41,14,572
2)	Pinkstone Ventures LLP*	AAYFP0963F	1.02%	70,57,286
3)	Tritiya Ventures LLP*	AASFT1171H	0.76%	52,92,965
<b>Total</b>			<b>3.81%</b>	<b>2,64,64,823</b>

\*SPV of Alpha Alternatives Structured Credit Opportunities Fund.

**RESOLVED FURTHER THAT** the "Relevant Date" for this proposed issue of Equity Share Warrants in accordance with the SEBI (ICDR) Regulations, 2018 shall be 09.08.2023, being 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Equity Share Warrants convertible into Ordinary Equity Shares.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Share Warrants shall be subject to the following terms and conditions:

(i) The Equity Share Warrant holders shall, subject to the SEBI (ICDR) Regulations, 2018 and other applicable rules, regulations and laws, be entitled to exercise the Equity Share Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Equity Share Warrants by issuing a written notice to the

Company specifying the number of Equity Share Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number fully paid up of Ordinary Equity Shares of face value of Rs. 2/- each to the Equity Share Warrant holders.

(ii) An amount equivalent to upto 25% of the Equity Share Warrant Issue Price shall be payable at the time of subscription and allotment of each Equity Share Warrant and the balance 75% shall be payable by the Equity Share Warrant Holder(s) on or before the exercise of the option to apply for Ordinary Equity Shares against Equity Share Warrant(s)

(iii) In the event that, an Equity Share Warrant holder does not exercise the Equity Share Warrants within a period of 18 (Eighteen) months from the date of allotment of such Equity Share Warrant, the unexercised Equity Share Warrants shall lapse and the amount paid by the Equity Share Warrant holders on such Equity Share Warrants shall stand forfeited by the Company.

(iv) The Equity Share Warrants by themselves, until exercise of the conversion option and allotment of Ordinary Equity Shares, do not give the Equity Share Warrant holder thereof, any rights akin to that of shareholder(s) of the Company.

(v) The Equity Share Warrants shall be allotted within a period specified under SEBI (ICDR) Regulations, 2018. Provided where the allotment of the Equity Share Warrants is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period specified from the date of receipt of such approvals. The Company shall procure the listing and trading approvals for the Ordinary Equity Shares to be issued and allotted to the Equity Share Warrant holders upon exercise of the Equity Share Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

(vi) The Equity Share Warrants and Ordinary Equity Shares issued pursuant to the exercise of the Equity Share Warrants shall be locked-in as prescribed under the SEBI ICDR,2018 Regulations from time to time.

(vii) Allotment of Equity Share Warrants and Ordinary Equity Shares issued pursuant to the exercise of the Equity Share Warrants shall only be made in dematerialized form.

**RESOLVED FURTHER THAT,** for the purpose of giving effect to the aforesaid resolution(s), the Board or its subcommittee or Key Managerial Personnel (KMP's) be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolution, including without limitation to issue and allot Ordinary Equity Shares upon exercise of the option on Equity Share Warrants, to issue certificates/clarifications on the issue and allotment of Equity Share Warrants and thereafter allotment of Ordinary Equity Shares, further to exercise of the Equity Share Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Equity Share Warrants, including, deciding the size and

timing of any tranche of the Equity Share Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolution above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Equity Share Warrants and listing and trading of Ordinary Equity Shares issued on exercise of Equity Share Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to take all such steps as may be necessary for the admission of the Equity Share Warrants and Ordinary Equity Shares (to be issued on exercise of the Equity Share Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Equity Share Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any Committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

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

Place : **Jalgaon**  
Date: **17th August, 2023**

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.**
- 2) The Company had appointed Singhi and Co Chartered Accountants as Statutory Auditors of the Company for a period of 5 years w.e.f 1st April 2020 in previous AGM held in 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 shall be omitted with effect from 07th May, 2018.**

- The Register of Members and related transfer books of the Company shall be closed from **Friday, 1st September, 2023 to Friday, 8th September, 2023 (both days inclusive)**.
- Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed herewith.
- 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.
- 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 2009-10, 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 2023 are as follows.

Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2023 (Rs.)	Due date for transfer to IE&PF (on or before)
2015-16	30.09.2016	29.09.2023	13,48,144.00	04.11.2023
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

- 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)**.
- 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 are requested to notify change in address, if any, immediately to Link Intime India Private Limited quoting their folio numbers.
- 11) 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.**

12) It is observed that few members have still not surrendered their old Share Certificates for Equity Shares of ₹10/- each for exchange with the new Share Certificates for Equity Shares of ₹2/- each. They are once again requested to surrender the Share Certificates for Equity Shares of ₹ 10/- each at the Registered Office of the Company so as to enable the Company to do the needful.

**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. NECS Form is attached to the Notice to the members for providing details, if not already provided.**

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 36th Annual General Meeting and the Annual Report 2022-23 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)

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 sl 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 their behalf at the Meeting.

20) 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 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 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, 1st September, 2023.**

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, 1st September, 2023** 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, 1st September, 2023**, may obtain the User ID and password in the manner as mentioned below:

i) 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.

ii) 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](http://www.evotingindia.com), the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii) 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 4th September, 2023.**

End of remote e-voting: **Up to 6:00 PM (IST) on 7th September, 2023.**

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. **8th September, 2023.**

k) Instructions and other information relating to remote e-voting:

(i) The voting period begins on **9.00 AM (IST) on 4th September, 2023 and ends on 5:00 PM (IST) on 7th September, 2023. 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 1st September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iii) Click on Shareholders.

(iv) Now Enter your User ID

- a) For CDSL: 16 digits beneficiary ID,
- b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) 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) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

(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 for the relevant <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 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. 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## Instructions for GM 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 April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at 17 August, 2023. 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.nsd.com](http://www.evoting.nsd.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 04th September, 2023 at 09:00 A.M. and ends on 07th September, 2023 at 06:00 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. 01st September, 2023 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 01st September, 2023.**

### 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.	<p>1) Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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.</p> <p>2) If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDEAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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.</p> <p>4) Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 &amp; voting during the meeting.</p>

**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".
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) **<Please mention the e-mail ID of Scrutinizer>** 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 (Name of NSDL Official) 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 (Company email id).
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 (Company email id). 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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 (company email id). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.



# 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, 2023.

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 2022-23. 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.

### Common to Item No. 4 to 7

The shareholders for a tenure of 5 years i.e. FY 2018-19 to FY 2022-23 approved payment of fixed pay of Rs. 35,00,000 to Rs.70,00,000 per month, per appointee, to all 4 Executive Directors namely, Shri Ashok B. Jain, Shri Anil B. Jain, Shri Ajit B. Jain and Shri Atul B. Jain, plus a commission on Net Profit as per prescribed manner, subject to fixation by NRC and approved by the Board.

However, actually due to inadequate profits (except FY 2018-19) Company could only pay remuneration as per 10% ceiling prescribed in Companies Act 2013, and SEBI (LODR) Regulation.

Financial Year	Remuneration (Rs.)*	Commission (Rs.)
2018-19	4,57,38,355	2,50,00,000
2019-20	3,53,20,847	Nil
2020-21	3,05,11,921	Nil
2021-22	3,40,00,000	Nil
2022-23	2,86,11,250	Nil

\*(Including Perquisites)

The NRC in its meeting held on 7th August 2023, followed by Audit Committee on same date & Board at a meeting on 8th August 2023 approved and recommended to shareholders the appointment & remuneration to all 4 Executive Directors for 5 years period.

The NRC and Board retained services of a reputed international compensation peer competitive analysis for similar positions in peer group in basis of turnover of 0.5 times to 2.5 times of JISL turnover FY23. the study revealed that JISL salaries were in 50 to 55 percentile and needed to catch up with comparator in future. The parameters were considered by both NRC ,Audit Committee as well as Board in finally arriving at proposed structure being recommended for approval to shareholders for 5 year period.

Considering the inflation average rate of 5.46% the range is now

revised to Rs.45 lacs to Rs.85 lacs, per month, per appointee, and 1% commission is being recommended, per person, per appointee on Net Profits. However this is all subject to limits u/s 197 read with Section 198 of Companies Act, 2013.

On each year the NRC will review performance for the year and decide and recommend level of fixed (in range of 45 to 85 Lacs per month to each) and variable remuneration (in form of 1% of Net Profit calculated in prescribed manner) to the Board and the Board shall approve the same as per applicable Law and Regulations with prescribed minimum remuneration as per part II of Schedule V to Companies Act, 2013. This works out to Rs.3.14 Crs.\* as per effective capital of Company as at 31.03.2023.

Double of Rs.1.57 Crs.as special resolution is being passed

The maximum absolute amount to be paid to each individual appointee shall not exceed Rs.12.5 Crs. in any year during the tenure of appointment in aggregate (i.e.including fixed, Variable and taxable perquisites valued as per Income Tax Act 1961 & Rules made thereunder.

### Item No. 4 - Reappointment and remuneration & perquisites to Shri Ashok B. Jain as a Whole Time Director

The Nomination and Remuneration Committee of the Company has approved and recommended the appointment and remuneration of Shri Ashok B. Jain as Chairman, for period of 5 years w.e.f. 01st October, 2023, in the meeting held on 7th August, 2023. The Board of Directors of the Company have also approved the recommendation of Nomination and Remuneration Committee for appointment and remuneration of Shri Ashok B. Jain in their meeting held on 8th August, 2023.

Appointment of Shri Ashok B. Jain as Whole Time Director is necessary to ensure smooth functioning, growth and implementation of plans of the Company and your Directors strongly recommend that the resolution for his appointment as be adopted unanimously. The remuneration payable to him is within the limits laid down in the Section 197 of the Companies Act 2013 and as allowed shall remain within limits during the tenure of the appointment.

Details of Remuneration for a period of 5 (Five) years effective from 1st October, 2023 are as per resolution for Item 4.

Save and except as provided above, Shri Ashok B. Jain satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Other disclosures pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in "Annexure I" of this Explanatory Statement.

Mr. Ashok B. Jain and his brothers may be deemed to be interested in the resolution at Item number 4 of the Notice and this may be treated as the abstract of interest.

In view of the above, your Directors consider it necessary and desirable to retain in the Board, Mr. Ashok B. Jain, whose proposed terms and conditions of the appointment are contained in the proposed resolution.

No Director or Key Managerial Personnel other than, Mr. Anil B. Jain, Mr. Ajit B. Jain and Mr. Atul B. Jain, who are related as brothers to the appointee, respectively, are interested in the proposed resolution, directly or indirectly.

**Item No. 5 - Reappointment and remuneration & perquisites to Shri Anil B. Jain, Whole Time Director designated as Vice Chairman & Managing Director of the Company**

The Nomination and Remuneration Committee of the Company has approved and recommended the appointment and remuneration of Shri Anil B. Jain as Whole Time Director, designated as Vice Chairman and Managing Director of the Company for period of 5 years w.e.f. 01st October, 2023, in the meeting held on 7th August, 2023. The Board of Directors of the Company have also approved the recommendation of Nomination and Remuneration Committee for the appointment and remuneration of Shri Anil B. Jain in their meeting held on 8th August, 2023.

Appointment of Shri Anil B. Jain as Whole Time Director designated as Vice Chairman and Managing Director of the Company is necessary to ensure smooth functioning, growth and implementation of plans of the Company and your Directors strongly recommend that resolution for his appointment as Whole Time Director designated as Vice Chairman and Managing Director be adopted unanimously. The remuneration payable to him is within the limits laid down in the Section 197 of the Companies Act 2013 and as allowed shall remain within limits during the tenure of the appointment.

Details of Remuneration for a period of 5 (Five) years effective from 1st October, 2023 are as per resolution for Item 5.

Save and except as provided above, Shri Anil B. Jain satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Other disclosures pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in "Annexure I" of this Explanatory Statement.

Mr. Anil B. Jain and his brothers may be deemed to be interested in the resolution at Item number 5 of the Notice and this may be treated as the abstract of interest.

In view of the above, your Directors consider it necessary and desirable to retain in the Board, Mr. Anil B. Jain as Chief Executive Officer / Vice Chairman & Managing Director whose proposed terms and conditions of the appointment are contained in the proposed resolution.

No Director or Key Managerial Personnel other than, Mr. Ashok B. Jain, Mr. Ajit B. Jain and Mr. Atul B. Jain, who are related as brothers to the appointee respectively, are interested in the proposed resolution, directly or indirectly.

**Item No. 6 - Reappointment and remuneration & perquisites to Shri Ajit B. Jain as Whole Time Director designated as Joint Managing Director of the Company**

The Nomination and Remuneration Committee of the Company has approved and recommended the appointment and remuneration of Shri Ajit B. Jain as Whole Time Director, designated as Joint Managing Director of the Company for period of 5 years w.e.f. 01st October, 2023, in the meeting held on 7th August, 2023. The Board of Directors of the Company have also approved the recommendation of the Nomination and Remuneration Committee for appointment and remuneration of Shri Ajit B. Jain in their meeting held on 8th August, 2023.

Appointment of Shri Ajit B. Jain as Whole Time Director designated as Joint Managing Director of the Company is necessary to ensure smooth functioning, growth and implementation of plans of the Company and your Directors strongly recommend that resolution for his appointment as Whole Time Director designated as Joint Managing Director be adopted unanimously. The remuneration payable to him is within the limits laid down in the Section 197 of the Companies Act 2013 and as allowed shall remain within limits during the tenure of the appointment.

Details of Remuneration for a period of 5 (Five) years effective from 1st October, 2023 as per resolution for Item 6.

Save and except as provided above, Shri Ajit B. Jain satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Other disclosures pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in "Annexure I" of this Explanatory Statement.

Mr. Ajit B. Jain and his brothers may be deemed to be interested in the resolution at Item number 6 of the Notice and this may be treated as the abstract of interest.

In view of the above, your Directors consider it necessary and desirable to retain in the Board, Mr. Ajit B. Jain as Joint Managing Director whose proposed terms and conditions of the appointment are contained in the proposed resolution.

No Director or Key Managerial Personnel other than, Mr. Ashok B. Jain, Mr. Anil B. Jain and Mr. Atul B. Jain, who are related as brothers to the appointee respectively, are interested in the proposed resolution, directly or indirectly.

**Item No. 7 - Reappointment and remuneration & perquisites to Shri Atul B. Jain as Whole Time Director designated as Joint Managing Director of the Company**

The Nomination and Remuneration Committee of the Company has approved and recommended the appointment and remuneration of Shri Atul B. Jain as Whole Time Director, designated as Joint Managing Director of the Company for period of 5 years w.e.f. 01st October, 2023, in the meeting held on 7th August, 2023. The Board of Directors of the Company have also approved the recommendation of the Nomination and Remuneration Committee for appointment and remuneration of

Shri Atul B. Jain in their meeting held on 8th August, 2023.

Appointment of Shri Atul B. Jain as Whole Time Director designated as Joint Managing Director of the Company is necessary to ensure smooth functioning, growth and implementation of plans of the Company and your Directors strongly recommend that resolution for his appointment as Whole Time Director designated as Chief Financial Officer be adopted unanimously. The remuneration payable to him is within the limits laid down in the Section 197 of the Companies Act 2013 and as allowed shall remain within limits during the tenure of the appointment.

Details of Remuneration for a period of 5 (Five) years effective from 1st October, 2023 are as per resolution for Item 7.

Save and except as provided above, Shri Atul B. Jain satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Other disclosures pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in "Annexure I" of this Explanatory Statement.

Mr. Atul B. Jain may be deemed to be interested in the resolution at Item number 7 of the Notice and this may be treated as the abstract of his interest.

In view of the above, your Directors consider it necessary and desirable to retain in the Board, Mr. Atul B. Jain as Joint Managing Director whose proposed terms and conditions of the appointment are contained in the proposed resolution.

No Director or Key Managerial Personnel other than, Mr. Ashok B. Jain, Mr. Anil B. Jain and Mr. Ajit B. Jain, who are related as brothers to the appointee respectively, are interested in the proposed resolution, directly or indirectly.

#### Item No. 8:

Accordingly, the Special Resolution contained in Item No. 8 of the Notice for issue and allotment upto 88,21,607 Equity Share Warrants convertible into Ordinary Equity Shares of Rs.2 each and have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, Chapter VII of SEBI(ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board/Committee in its meeting held on 17th August, 2023.

#### Details of Proposed allottee

Sl. No.	Name of Proposed Allottee	PAN	%	No. of Ordinary Equity Shares warrants to be Allotted
1)	Stocks and Securities India Pvt. Ltd.	AAACS8127R	2.39%	1,63,21,607
	<b>Total</b>	-	<b>2.39%</b>	<b>1,63,21,607</b>

Each Equity Share Warrant is convertible into One (1) Ordinary Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of

allotment of Equity Share Warrants, as the case may be, on such terms and conditions as applicable, entitling the Proposed Allottee to subscribe to and be allotted the Equity Share Warrants convertible into Ordinary Equity Shares of the Company.

Accordingly, the approval of the Members of the Company is being sought, by way of a Special Resolution, to create, issue, offer and allot, Equity Share Warrants convertible into Ordinary Equity Shares, by way of preferential allotment to the Proposed Allottee belonging to the Promoter Group.

The Equity Share Warrants and/or Ordinary Equity Shares issued and allotted pursuant to the above mentioned resolution shall be subject to lock-in in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Ordinary Equity Shares arising out of the conversion of the Equity Share Warrants shall rank paripassu inter se and with the then existing Ordinary Equity Shares of the Company in all respects, including in respect of dividend.

The disclosures prescribed under the Companies Act, 2013 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item No. 8 are as follows:

#### a) The objects of the preferential issue:

The Lenders have permitted Company to raise long term funds to strengthen its capital base and meet other short and medium obligations of the Company. With 25% deposit against Equity Share Warrants the Company intends to repay inter-corporate deposits to its associates Sustainable Agro Commercial Finance Ltd (SAFL) (an NBFC) to enable SAFL to become debt free and avoid cross default risk and release Corporate Guarantee of Company. In order to finance the fund requirement, to strengthen its capital base & meet other short & medium term obligations & address its working capital requirement on a long term basis, the Company proposes to issue and allot Equity Shares Warrants on Preferential basis.

#### b) Type and number of securities to be issued

It is proposed to issue and allot in aggregate and upto Equity Share Warrants at a price determined as per the SEBI ICDR Regulations, each Equity Share Warrant convertible into or exchangeable for One (1) Equity Share of the face value of Rs. 2 at a premium to the Proposed Allottee.

#### c) Basis on which the price has been arrived at:

The Ordinary Equity Shares of Company are listed on Stock Exchanges at BSE Limited and National Stock Exchange of India Limited (NSE) and are frequently traded in accordance with SEBI (ICDR) Regulations, 2018 for the purpose of computation of the price for each Ordinary Equity Share Warrant convertible into each equity share, National Stock Exchange of India Limited is the Stock Exchange with higher trading volume for the said period and has been accordingly considered.

In terms of the applicable provisions of SEBI (ICDR) Regulations, 2018 the price at which Equity Share Warrants shall be allotted shall not be less than higher of the following:

i)) The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange as per Singhi & Company certificate to be placed at the meeting preceding the relevant date; or

ii) The 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange as per Singhi & Company certificate to be placed at the meeting preceding the relevant date.

The pricing of the Equity Share Warrants to be allotted on preferential basis of face value of Rs. 2/- each of the Company, which price is not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations, 2018 (Reg.164).

#### d) Relevant Date

The "Relevant Date" in accordance with SEBI ICDR Regulations would be 09.08.2023, being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Equity Share Warrants convertible into Ordinary Equity Shares.

#### e) Proposal / Intent of the Promoters, Directors or Key Management Personnel of the Company to subscribe to the offer:

The Proposed Allottee forms part of the Promoter Group of the Company. Mr. Ashok, Mr. Anil Ajit and Mr. Atul Jain, Directors and Key Managerial Personnel of the Company are also Directors/Shareholders of the Proposed Allottee.

#### f) Equity Shareholding Pattern of the Company before and after the Preferential Issue:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Ordinary Equity Shares upon conversion of the Equity Share Warrants as per resolutions at Item No. 8 to this notice and assuming conversion of all the Equity Share Warrants (Convertible within a period of 18 (eighteen) months from the date of allotment) proposed to be allotted to the Proposed Allottee as per the resolution:

(As on 30.06.2023)

Sr. Category of Investor	Holding as on 30.06.2023	% Pre Allotment	Proposed Allotment Ordinary Equity shares	Proposed Holding Post Allotment	% Proposed Post Allotment
<b>(A) Promoters and Promoters Group (Indian)</b>					
(a) Individual	62,08,825	0.93	-	62,08,825	0.91
(b) Bodies Corporate	16,81,19,636	25.19	-	16,81,19,636	24.59
Ordinary Equity Warrants (Stocks and Securities India Private Limited)	-	-	1,63,21,607	1,63,21,607	2.39
<b>Total (A)</b>	<b>17,43,28,461</b>	<b>26.12</b>	<b>1,63,21,607</b>	<b>19,06,50,068</b>	<b>27.88</b>
<b>(B) Non-Promoters' holding:</b>					
1) Institutional Investors (FPI+Others)	3,58,59,067	5.37	-	3,58,59,067	5.24
Financial Institutions / Banks- (Domestic Lenders: Equity Share)	6,16,72,613	9.24	-	6,16,72,613	9.02
2) Non-Institutional Investors	3,62,00,000	5.42	-	3,62,00,000	5.29
(a) Bodies Corporate	9,31,15,799	13.95	-	9,31,15,799	13.62
(b) Indian Public	23,56,43,288	35.30	-	23,56,43,288	34.46
(c) NRI's	1,29,04,331	1.93	-	1,29,04,331	1.89
(d) Others	1,58,44,823	2.37	-	1,58,44,823	2.32
<b>Total (B)</b>	<b>49,12,39,921</b>	<b>73.60</b>	<b>-</b>	<b>49,12,39,921</b>	<b>71.84</b>
<b>(C) Non Promoter- Non Public (DR &amp; Employee Benefit Trust etc)</b>	18,99,179	0.28	-	18,99,179	0.28
<b>Grand Total (A)+(B)+(C)</b>	<b>66,74,67,561</b>	<b>100.00</b>	1,63,21,607	<b>68,37,89,168</b>	<b>100.00</b>

#### g) Proposed time frame within which the preferential Equity Share Warrant issue shall be completed

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment to Proposed Allottee pursuant to the Special Resolution will be completed within a period specified under SEBI ICDR Regulations, 2018.

#### h) Lock in

Equity Share Warrants to be allotted to the proposed allottees upon conversion of the Equity Share Warrants, to Ordinary Equity Shares including the pre- preferential allotment shareholding of the proposed allottees will be subject to applicable lock-in and transfer restrictions stipulated under SEBI (ICDR) Regulations, 2018.

#### i) Auditor's Certificate

The Certificate issued by Singhi & Co., Kolkata Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements

contained in the SEBI (ICDR) Regulations, 2018 will be placed before the Members at the AGM and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, 7 days after the date of the Notice, upto the date of this AGM.

#### j) Undertaking

The Company hereby undertakes that:

- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, 2018 where it is so required;
- If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, 2018 the above Equity Share Warrants/ Ordinary Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

In accordance with the SEBI ICDR Regulations, 2018:

- i) All the Ordinary Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- ii) No person belonging to the Promoters / Promoter Group have sold/transferred any Ordinary Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date except inter-se gift and transfer of shares by one of the Promoter Group Shareholder to his wife which qualifies for exemption under the SEBI (ICDR) Regulations, 2018;
- iii) No person belonging to the Promoters / Promoter Group has in the relevant specified period subscribed to any Equity Share Warrants of the Company but failed to exercise them;
- iv) Neither the Company nor any of its Promoters and Directors is a wilful defaulter or a fugitive economic offender; and
- v) Valuation requirement is not applicable as the securities are proposed to be issued for cash consideration.

The issue of Equity Share Warrants and resultant Ordinary Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

#### k) Ultimate Beneficial Owners

Pursuant to provisions of Regulation 163 (1)(f), the Ultimate Beneficial Owners (Natural Person) of the Equity Shares Warrants proposed to be allotted and/or who ultimately will control the proposed allottee are :

Sr. Name	PAN
1) Mr. Anil B Jain	AALPJ3438Q
2) Mr. Ajit B Jain	AALPJ3439R
3) Mr. Atul B Jain	AALPJ3440J

The Board of Directors of the Company recommends passing of the resolution as set out at Item 8 as a Special Resolution.

The Proposed Allottee forms part of the Promoter Group of the Company. Mr. Ashok B. Jain, Mr. Anil B. Jain, Mr. Ajit B. Jain and Mr. Atul B. Jain, Directors are also directors/ shareholders of the Proposed Allottee. None of the other Directors or any Key Managerial Personnel or any relative of any of the other Directors / Key Managerial Personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution except Shri. Ashok B. Jain, Shri. Anil B. Jain, Shri. Ajit B. Jain, Shri. Atul B. Jain.

#### l) Certificate by Practicing Company Secretary

As per Regulation 163(2) of SEBI (Issue of Capital and Disclosure Requirement), Regulation 2018, here is the link "[https://www.primeinfobase.in/IR\\_DOWNLOAD/PPN\\_CORP\\_ANNOUNCEMENTS/JISL\\_PCS\\_Certificate\\_36th\\_AGM\\_ZIP](https://www.primeinfobase.in/IR_DOWNLOAD/PPN_CORP_ANNOUNCEMENTS/JISL_PCS_Certificate_36th_AGM_ZIP)" to view the certificate issued by practicing Company Secretary, certifying that the issue is being made in accordance with the requirement of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulation 2018.

#### Item No. 9:

Accordingly, the Special Resolution contained in Item No. 9 of the Notice for issue and allotment upto 2,64,64,823 Equity Share Warrants of Rs.2 Face Value each, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, Chapter VII of SEBI(ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on 17th August, 2023.

#### Details of Proposed allottees

Sr.	Name of Proposed Allottee	PAN	%	No. of Equity Share Warrants to be Allotted
1)	Alpha Alternatives Structured Credit Opportunities Fund	AAITA8533A	2.03%	1,41,14,572
2)	Pinkstone Ventures LLP	AAYFP0963F	1.02%	70,57,286
3)	Tritiya Ventures LLP	AASFT1171H	0.76%	52,92,965
<b>Total</b>			<b>3.81%</b>	<b>2,64,64,823</b>

Each Equity Share Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Equity Share Warrants, as the case may be, on such terms and conditions as applicable, entitling the Proposed Allottees to subscribe to and be allotted the Equity Share Warrants convertible into Ordinary Equity Shares of the Company.

Accordingly, the approval of the Members of the Company is being sought, by way of a Special Resolution, to create, issue, offer and allot, Equity Share Warrants convertible into Ordinary Equity Shares, by way of preferential allotment.

The Equity Share Warrants and/or Ordinary Equity Shares issued and allotted pursuant to the above mentioned resolution shall be subject to lock-in in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Ordinary Equity Shares arising out of the conversion of the Equity Share Warrants shall rank paripassu inter se and with the then existing Ordinary Equity Shares of the Company in all respects, including in respect of dividend.

The disclosures prescribed under the Companies Act, 2013 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item No. 9 is as follows:

#### a) The objects of the preferential issue:

The Lenders have permitted Company to raise long term funds to strengthen its capital base and meet other short and medium obligations of the Company. With 25% deposit against Equity Share Warrants the Company intends to repay inter-corporate deposits to its associates Sustainable Agro Commercial Finance Ltd (SAFL) (an NBFC) to enable SAFL to become debt free and avoid cross default risk and release Corporate Guarantee of Company. In order to finance

the fund requirement, to strengthen its capital base & meet other short & medium term obligations & address its working capital requirement on a long term basis, the Company proposes to issue and allot Equity Shares Warrants on Preferential basis.

**b) Type and number of securities to be issued**

It is proposed to issue and allot in aggregate and upto 2,64,64,823 Equity Share Warrants each Equity Share Warrant convertible into or exchangeable for One (1) Equity Share of the face value of Rs.2

**c) Basis on which the price has been arrived at:**

The Ordinary Equity Shares of Company are listed on Stock Exchanges at BSE Limited and National Stock Exchange of India Limited (NSE) and are frequently traded in accordance with SEBI (ICDR) Regulations, 2018. For the purpose of computation of the price for each Ordinary Equity Share Warrant convertible into each Equity Share, National Stock Exchange of India Limited is the Stock Exchange with higher trading volume for the said period and has been accordingly considered.

In terms of the applicable provisions of SEBI (ICDR) Regulations, 2018 the price at which Equity Share Warrants shall be allotted shall not be less than higher of the following:

- i) The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange as per Singhi & Company certificate to be placed at the meeting preceding the relevant date; or
- ii) The 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange as per Singhi & Company certificate to be

placed at the meeting preceding the relevant date.

The pricing of the Equity Share Warrants to be allotted on preferential basis which will be convertible into equivalent number of Equity Shares of face value of Rs. 2/- each of the Company, which will be price not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations, 2018 (Reg.164).

**d) Relevant Date**

The "Relevant Date" in accordance with SEBI (ICDR) Regulations, 2018 would be 09.08.2023 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Equity Share Warrants convertible into Ordinary Equity Shares.

**e) Proposal / Intent of the Promoters, Directors or Key Management Personnel of the Company to subscribe to the offer:**

No Promoter, Director(s) or Key Managerial Personnel(s) or their respective relatives are subscribing to offer at Item 9.

**f) Under this Resolution**

Equity Shareholding Pattern of the Company before and after the Preferential Issue:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Ordinary Equity Shares upon conversion of the Equity Share Warrants as per resolutions at Item No.9 to this notice and assuming conversion of all the Equity Share Warrants (Convertible within a period of 18 (eighteen) months from the date of allotment) proposed to be allotted to the allottees of the Company as per the resolution:

The Shareholding Pattern of the Company before and after the preferential issue

(As on 30.06.2023)

Sr. Category of Investor	Holding as on 30.06.2023	% Pre Allotment	Proposed Allotment Ordinary Equity shares	Proposed Holding Post Allotment	% Proposed Post Allotment
<b>(A) Promoters and Promoters Group (Indian)</b>					
(a) Individual	62,08,825	0.93	-	62,08,825	0.89
(b) Bodies Corporate	16,81,19,636	25.19	-	16,81,19,636	24.23
<b>Total (A)</b>	<b>17,43,28,461</b>	<b>26.12</b>	<b>-</b>	<b>17,43,28,461</b>	<b>25.12</b>
<b>(B) Non-Promoters' holding:</b>					
1) Institutional Investors (FPI+Others)	3,58,59,067	5.37	-	3,58,59,067	5.17
Financial Institutions / Banks- (Domestic Lenders: Equity Share)	6,16,72,613	9.24	-	6,16,72,613	8.89
2) Non-Institutional Investors	3,62,00,000	5.42	-	3,62,00,000	5.22
(a) Bodies Corporate	9,31,15,799	13.95	-	9,31,15,799	13.42
(b) Indian Public	23,56,43,288	35.30	-	23,56,43,288	33.96
(c) NRI's	1,29,04,331	1.93	-	1,29,04,331	1.86
(d) Others	1,58,44,823	2.37	2,64,64,823	4,23,09,646	6.10
<b>Total (B)</b>	<b>49,12,39,921</b>	<b>73.60</b>	<b>2,64,64,823</b>	<b>51,77,04,744</b>	<b>74.60</b>
<b>(C) Non Promoter- Non Public (DR &amp; Employee Benefit Trust etc)</b>	<b>18,99,179</b>	<b>0.28</b>	<b>-</b>	<b>18,99,179</b>	<b>0.27</b>
<b>Grand Total (A)+(B)+(C)</b>	<b>66,74,67,561</b>	<b>100.00</b>	<b>2,64,64,823</b>	<b>69,39,32,384</b>	<b>100.00</b>

**g) Proposed time frame within which the preferential Equity Share Warrant issue shall be completed**

Allotment will be done as per prescribed SEBI (ICDR) Regulation, 2018, Reg. 167 (2).

**l) Lock in**

Equity Share Warrants and Ordinary Equity Shares to be allotted to the proposed allottee upon conversion of the Equity Share Warrants, including the pre- preferential allotment shareholding of the proposed allottee if any will be subject to applicable lock-in and transfer restrictions stipulated the SEBI ICDR Regulations, 2018 Reg. 167 (2).

**l) Auditor's Certificate**

The Certificate issued by Singhi & Co., Kolkata, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018 will be placed before the Members at the AGM and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, 7 days from the date of the notice upto the date of this AGM.

**m) Undertaking**

The Company hereby undertakes that:

- i) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, 2018 where it is so required;
- ii) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above Equity Share Warrants/Ordinary Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees, in accordance with the SEBI ICDR Regulations, 2018
- iii) all the Ordinary Equity Shares held by the proposed allottee in the Company are in dematerialized form only;
- iv) Neither the Company nor any of its Promoters and Directors is a wilful defaulter or a fugitive economic offender; and
- v) valuation requirement is not applicable as the securities are proposed to be issued for cash consideration.

The issue of Equity Share Warrants and resultant Ordinary Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

The Board of Directors of the Company recommends passing of the resolution as set out at Item 9 as a Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the other Directors / Key Managerial Personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

**n) Ultimate Beneficial Owners**

Pursuant to provisions of Regulation 163 (1)(f), the Ultimate Beneficial Owners (Natural Person) of the Equity Shares Warrants proposed to be allotted and/or who ultimately will control the proposed allottee are :

Sr. Name	PAN	Remark
1) Alpha Alternative Structured Credit Opportunities Fund	AAITA8533A	AIF
2) Tritiya Ventures LLP *	AASFT1171H	-
3) Pinkstone Ventures LLP *	AAYFP0963F	-

\* Alpha Alternative Structured Credit Opportunities Fund is AIF & UBO for Tritiya Ventures LLP and Pinkstone Ventures LLP. Tritiya Ventures LLP and Pinkstone Ventures LLP is SPV of Alpha Alternative Structured Credit Opportunities Fund.

**o) Certificate by Practicing Company Secretary**

As per Regulation 163(2) of SEBI (Issue of Capital and Disclosure Requirement), Regulation 2018, here is the link "[https://www.primeinfobase.in/IR\\_DOWNLOAD/PPN\\_CORP\\_ANNOUNCEMENTS/JISL\\_PCS\\_Certificate\\_36th\\_AGM\\_ZIP](https://www.primeinfobase.in/IR_DOWNLOAD/PPN_CORP_ANNOUNCEMENTS/JISL_PCS_Certificate_36th_AGM_ZIP)" to view the certificate issued by Practicing Company Secretary, certifying that the issue is being made in accordance with the requirement of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulation 2018.

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

Place : **Jalgaon**  
Date: **17th August, 2023**

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

# ANNEXURE - I (Refer item 4 to 7 of Notice & Explanatory Statement)

Disclosures pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) with respect to Director retiring by rotation referring to Item No. 2 of Notice and re-appointment of Shri. Ashok B. Jain referring to Item No. 4.

## Brief profile of Shri Ashok B. Jain

- 1) **(a) Brief Resume:** Shri Ashok B. Jain (DIN 00053157) Mr Ashok Jain is the Chairman of Jain Irrigation Systems Limited and a well-known entrepreneur working for agriculture for the past over 4 decades. He is 61 years old and is the eldest son of Late Dr. Bhavarlal Jain, the Founder Chairman. Ashok Jain obtained his degree in Commerce from University of Pune. He is an avid sportsman and has represented his alma mater in Cricket, Badminton, Hockey and Football. Ashok Jain took a keen interest in the business activities of his family firm even as a student, taking part in sales & marketing. He has worked both at Mumbai office on Import- Export & Administration, in the Papain & PVC Pipe manufacturing activities in Jalgaon in his early career. In 1989, he began to look after office and HR Management, Communication function & Public Relations.
- He is a Trustee of Gandhi Research Foundation, Vice President of Maharashtra Harijan Sevak Sangh and Founder Director of Mahavir Co-operative Bank. The Government of Maharashtra has also appointed him as a Member of Maharashtra State Board of Technical Education. Maharashtra State Chancellor appointed him as a Senate Member of North Maharashtra University- Jalgaon. Besides this, Government of Maharashtra has also appointed him to the Board of Directors of Government Engineering College-Jalgaon. Central Government of India has nominated Mr. Ashok B Jain on the board and society of IIM, Raipur. In 2017 he received Maharashtra Corporate Excellence Award (Maxell Award). He has been felicitated by various Organizations for his social contribution. After the passing of our Founder Chairman, Shri Bhavarlal Jain in 2016, the Board of Jain Irrigation unanimously voted to Mr. Ashok Jain take the responsibility of becoming the Chairman of the Company.
- (b) Nature of Expertise:** Appointed as Director of Jain Irrigation in 1993, he focused on marketing of drip irrigation and provision of extension services of farmers throughout the country. In 1996, he was appointed as Vice Chairman of the Company and began to support erection and commissioning activities of the Food Processing Division and Bulk Raw Material purchases. Then, he oversaw the Food Processing Division and Green Energy Product Division being in-charge of Group's overall Administration, Public Relations and Policy Making. He has built experience and expertise in all Divisions of the Company. He leads Company initiatives in maintaining all important relationships with the farming community. He ideates and implements philanthropic activities of the firm as well as family.

### (c) Other disclosures:

Particulars	Disclosures
Date of Appointment & term of appointment (proposed)	<b>W.e.f.01st October, 2023, 5 years</b>
Date of Birth and Age	<b>10th February, 1962, 61 years.</b>
Qualification	<b>B.Com.</b>
Date of first appointment	<b>02nd June, 1992</b>
Shareholding in the Company	<b>1,021,295 Ordinary Equity Shares and 126,064 DVR Equity Shares</b>
Number of meetings of Board attended during the year	<b>7</b>
Disclosure of relationships between Directors	<b>Shri Ashok B. Jain, Shri Anil B. Jain, Shri Ajit B. Jain and Shri Atul B. Jain are brothers and related to each other.</b>

### (d) Other Directorships, Membership/Chairmanship of Committees of other Boards\*

1) Jalgaon Investments Private Limited	2) Pixel Point Private Limited
3) JAF Products Private Limited	4) Jain Eagro.Com India Private Limited,
5) Jain Brothers Industries Private Limited	6) Jain Processed Foods Trading & Investments Private Limited
7) Jain Vanguard Polybutylene Limited	8) Gandhi Research Foundation(Section 8 Company)
9) Cosmos Investment and Trading Private Limited	10) Kantabai Bhavarlal Jain Family Knowledge Institute (Section 8 Company)
11) Atlaz Technology Private Limited	12) Timbron India Private Limited
13) Jain Computer & Allied Services	14) Jalgaon Metals & Bricks Manufacturing Co.
15) PVC Trading House	16) Anubhuti Scholarship Foundation
17) Jain Family Holding Trust	18) Jain Family Investment Trust
19) Jain Family Enterprises Trust	20) Jain Family Investment Management Trust
21) Jain Family Trust	22) Bhavarlal and Kantabai Jain Foundation

\*Above entities are group holding, subsidiary companies and or trusts.



**Disclosures pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) with respect to re-appointment of Shri. Anil B. Jain referring to Item No. 5.**

**Brief profile of Shri Anil B. Jain**

2) **(a) Brief Resume:** 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.

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 & PAPSAC HBS (Private & Public Scientific, Academic & 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 & Board of Governors of IIM - Sambalpur (Ministry of HRD-Delhi) & Member of Board of Governor, IIT-Jodhpur, Member of WBCSD - Food, Land & Water Program Board.

**(b) Nature of Expertise:** 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.

Being an advocate for the cause of small and marginal farmers across the world, Mr. Jain has driven JISL's multifold progress while keeping the small farmer at the fulcrum of all its objectives and activities. He works zealously towards the issues of food security, water security and energy security. Innovative entrepreneurship is his chosen tool for creating sustainable impact in agriculture, natural resource management, food processing, renewable energy, and related areas. Under his leadership, JISL has positioned itself at the forefront of cutting edge innovation in the field of agriculture to provide cost effective solutions to the farmers that improve their productivity and prosperity.

He is an avid reader. His belief in integrated practices such as non-violence in thoughts and actions, equanimity and conservation, in business as much as in personal life, has led him to undertake many a philanthropic, social and cultural cause. He follows a modest lifestyle both at work and home.

**(c) Other disclosures:**

Particulars	Disclosures
Date of Appointment & term of appointment (Proposed)	<b>W.e.f. 01st October, 2023, 5 years</b>
Date of Birth and Age	<b>10th March, 1965, 58 years.</b>
Qualification	<b>B.Com., LLB.</b>
Date of first appointment	<b>30th December, 1986</b>
Shareholding in the Company	<b>777,500 Ordinary Equity Shares and 38,875 DVR Equity Shares</b>
Number of meetings of Board attended during the year	<b>7</b>
Disclosure of relationships between Directors	<b>Shri Ashok B. Jain, Shri Anil B. Jain, Shri Ajit B. Jain and Shri Atul B. Jain are brothers and related to each other.</b>

**(d) Other Directorships Membership/Chairmanship of Committees of other Boards\***

1) Jain Farm Fresh Foods Limited,	2) Sustainable Agro-Commercial Finance Limited
3) Jalgaon Investments Pvt Ltd	4) Cosmos Investment And Trading Pvt Ltd
5) JAF Products Private Limited	6) Stock And Securities India Privatelimited
7) Jain Brothers Industries Private Limited	8) Jain Processed Foods Trading And Investments Private Limited
9) Jalgaon Metals & Bricks Manufacturing Co.	10) Drip & Pipe Suppliers
11) Anubhuti Scholarship Foundation	12) Jain Family Holding Trust
13) Jain Family Investment Trust	14) Jain Family Enterprises Trust
15) Jain Family Investment Management Trust	16) Jain Family Trust
17) Jain Dream Spaces	18) Jain Overseas Investment Limited
19) Jain Investment & Finance BV	20) Rivulis Pte Ltd
21) Association For Future Agriculture Leaders of India	22) Gandhi Research Foundation (Section 8 Company)

\*Above entities are group holding, subsidiary companies and or trusts.

**Disclosures pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) with respect to re-appointment of Shri. Ajit B. Jain referring to Item No. 6.**

**Brief profile of Shri Ajit B. Jain.**

- 3) **(a) Brief Resume:** Shri Ajit B. Jain (DIN 00053299) is BE (Mech) from Pune. He has worked as Managing Director of erstwhile Jain Plastics and Chemicals Limited (now part of the Company). He joined in 1984 and started his training in production and maintenance in the pipe division. During the period from 1985-1990, he was in charge of establishing our new pipe production plant at Sendhwa (in the state of Madhya Pradesh in India). In 1993 he was appointed as Director of the Company. He is Joint Managing Director of Jain Irrigation Systems Ltd, Jalgaon (India) since 1998 and is responsible for the Micro Irrigation System, pipe division as well as marketing of all plastic products, including drip irrigation, guidance for extension service and development of new applications and products.
- He is the honorary secretary of DRIPMA and an active member of National Horticulture Mission. He is also the Vice President of the Association for Improvement in Production and Utilization of Banana (AIPUB). Ajit Jain has made a strong contribution to the development of horticulture in the country with the promotion of water management tool of micro irrigation in general and banana in particular. He is instrumental in the promotion of the Hi-tech Banana cultivation model, the pioneer of production of banana under drip technology in the country. He has been propagating concept of precision agriculture around the world.
- (b) Nature of Expertise:** He was appointed Director with the overall responsibility of the pipe manufacturing plant at Jalgaon, including production, maintenance and marketing of new applications & products. He has technical background and has been largely involved in adaption and development of drip irrigation concept in the Country. Besides overall production, administration and 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 and adaptation of drip technology for Indian conditions as well as technical integration of acquired entities in last few years. He has substantial authority to oversee and implement the day to day operations of the Company as a Joint Managing Director.

**(c) Other disclosures:**

Particulars	Disclosures
Date of Appointment & term of appointment (Proposed)	<b>W.e.f. 01st October, 2023, 5 years</b>
Date of Birth and Age	<b>05th July, 1966, 57 years.</b>
Qualification	<b>B.E. Mech.</b>
Date of first appointment	<b>20th March, 1993</b>
Shareholding in the Company	<b>1,525,015 Ordinary Equity Shares and 500,200 DVR Equity Shares</b>
Number of meetings of Board attended during the year	<b>7</b>
Disclosure of relationships between Directors	<b>Shri Ashok B. Jain, Shri Anil B. Jain, Shri Ajit B. Jain and Shri Atul B. Jain are brothers and related to each other.</b>

**(d) Other Directorships, Membership/Chairmanship of Committees of other Boards\***

1) Jain Vanguard Polybutylene Limited	2) Sustainable Agro-Commercial Finance Limited
3) Jalgaon Investments Pvt Ltd	4) Cosmos Investment And Trading Pvt Ltd
5) JAF Products Private Limited	6) Stock And Securities India Private Limited
7) Jain Brothers Industries Private Limited	8) Jain Extrusion And Moulding Private Limited
9) Plastic Enterprises	10) Jain Rotfil Heaters Private Limited
11) Jalgaon Metals & Bricks Manufacturing Co.	12) Anubhuti Scholarship Foundation
13) Jain Family Holding Trust	14) Jain Family Investment Trust
15) Jain Family Enterprises Trust	16) Jain Family Investment Management Trust
17) Jain Family Trust	18) JISL Global S.A
19) JISL Systems S.A	20) Jain Dream Spaces
21) Rivulis Pte. Ltd	

\*Above entities are group holding, subsidiary companies and or trusts.

**Disclosures pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) with respect to re-appointment of Shri. Atul B. Jain referring to Item No. 7.**

**Brief profile of Shri Atul B. Jain**

- 4) **(a) Brief Resume:** Shri Atul B. Jain (DIN 00053407) is a Commerce Graduate. 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 was also Chief Financial Officer of the Company till 28th February 2023.
- 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.
- (b) Nature of Expertise:** Since 2002, 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. Atul has been instrumental in developing a strong market for PVC pipes for domestic and export markets.
- 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 B. Jain has a passion to build complete solution around water at country and city levels.

**(c) Other disclosures:**

Particulars	Disclosures
Date of Appointment & term of appointment (Proposed)	<b>W.e.f. 01st October, 2023, 5 years</b>
Date of Birth and Age	<b>06th January, 1969, 54 years.</b>
Qualification	<b>B.Com.</b>
Date of first appointment	<b>01st May, 1996</b>
Shareholding in the Company	<b>839,790 Ordinary Equity Shares and 41,988 DVR Equity Shares</b>
Number of meetings of Board attended during the year	<b>7</b>
Disclosure of relationships between Directors	<b>Shri Ashok B. Jain, Shri Anil B. Jain, Shri Ajit B. Jain and Shri Atul B. Jain are brothers and related to each other.</b>

**(d) Other Directorships, Membership/Chairmanship of Committees of other Boards\***

1) Jain Farm Fresh Foods Limited	2) Jain Vanguard Polybutylene Limited
3) Jalgaon Investments Pvt Ltd	4) Cosmos Investment And Trading Pvt Ltd
5) JAF Products Private Limited	6) Atlaz Technology Private Limited
7) Jain Brothers Industries Private Limited	8) Jain Extrusion And Moulding Private Limited
9) Timbron India Private Limited	10) Jain Rotfil Heaters Private Limited
11) Pixel Point Private Limited	12) Jain Eagro Com India Private Limited
13) Jain Farm Fresh Foods Inc.,	14) Jain Overseas Investments Ltd
15) Jain Investment & Finance BV	16) Jain America Inc.,
17) Jain International Foods Ltd	18) Jalgaon Udyog
19) Jain Computer & Allied Services	20) Jalgaon Metal & Bricks Manufacturing Co.
21) Jain Dream Spaces	22) Jain Sons & Investment Corporation
23) Bahinabai Chaudhari Memorial Trust	24) Anubhuti Scholarship Foundation
25) Jain Family Holding Trust	26) Jain Family Investment Trust
27) Jain Family Enterprises Trust	28) Jain Family Investment Management Trust
29) Jain Family Trust	

\*Above entities are group holding, subsidiary companies and or trusts.



# 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 36th Annual General Meeting of the Company, to be held on **Friday, the 8th September, 2023** 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, 2023 (including the standalone Balance Sheet as at 31st March, 2023 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, 2023 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 Ashok B. Jain (DIN 00053157), 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 2023
4	Re-appointment of and remuneration to Shri. Ashok B. Jain as a Whole Time Director
5	Re-appointment of and remuneration to Shri. Anil B. Jain as a Whole Time Director
6	Re-appointment of and remuneration to Shri Ajit B. Jain as a Whole Time Director
7	Re-appointment of and remuneration to Shri Atul B. Jain as a Whole Time Director
8	Issuance of Equity Share Warrants to the Promoters' Corporate Entity on Preferential Basis
9	Issuance of Equity Share Warrants to Alpha Alternative Structured Credit Opportunities Fund & its Associates on Preferential Basis

Signed this day of \_\_\_ August / September, 2023

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 36th Annual General Meeting.
- (3) Please complete all details including details of member(s) in above box before submission.





# JAIN<sup>®</sup> 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 **36th Annual General Meeting** of the Company being held on **Friday, 8th September 2023** 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

