



Jain Irrigation Systems Ltd.

Small Ideas. Big Revolutions.®

Regd. Office: Jain Plastic Park, P.O.Box: 72, N.H.No. 53, Jalgaon – 425 001. India.

Tel: +91-257-2258011; Fax: +91-257-2258111; E-mail: jisl@jains.com; Visit us at: www.jains.com

CIN: L29120MH1986PLC042028

JISL/SEC/2025/01/B-2/B-6

06th January, 2025

To,
BSE Ltd.,
Corporate Relationship Department,
1st Floor, New Trading Wing, Rotunda
Building, P. J. Tower, Dalal Street,
Mumbai - 400 001.
Fax No.022– 22723121/22722037(Day)
022-22721072 (Night)
Email: corp.relations@bseindia.com

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

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

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015 we hereby enclose the Notice of Postal Ballot dated January 04, 2025 along with Explanatory Statement for seeking approval of Members through electronic voting (“remote e-voting”) in relation to following special resolution:

Sr. No.	Description of Resolution	Type of Resolution
1.	Appointment of Mr. Satish Chand Mehta (DIN: 02460558) as an Independent Director for a period of 5 years (First Term)	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, the Notice of Postal Ballot is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company/Company’s Registrar and Share Transfer Agent/Depositories as on the “**Cut-off Date**” i.e. **Friday, January 03, 2025.**

In this connection, the Company has engaged the services of M/s. National Securities Depository Limited (“NSDL”) for providing e-voting facility to all the Members. The remote e-voting facility would be available during the following period:

Commencement of remote e-voting	Tuesday, January 07, 2025 (09:00 A.M. IST)
Conclusion of remote e-voting	Wednesday, February 05, 2025 (05:00 P.M. IST)

The Notice is being sent to the Members in electronic mode and is also being placed on the website of the Company at www.jains.com.



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Tel: +91-257-2258011; Fax: +91-257-2258111; E-mail: jisl@jains.com; Visit us at: www.jains.com

CIN: L29120MH1986PLC042028

The Board has appointed Ms. Amrita Nautiyal, Proprietor Amrita Nautiyal & Associates (FCS: 5079, CP No.: 7989), Practicing Company Secretary, Mumbai, as the Scrutinizer for conducting the Remote E-voting/Postal ballot process in a fair and transparent manner.

The results of remote e-voting shall be declared within 48 hours from the date of conclusion of e-voting i.e. on or before Friday, February 07, 2025 and the same shall be intimated to BSE Limited and National Stock Exchange of India Limited and will also be displayed on the Company's website www.jains.com.

Please receive the above in order and acknowledge.

Thanking you,

Yours faithfully,

For Jain Irrigation Systems Ltd.

A. V. Ghodgaonkar
Company Secretary

POSTAL BALLOT NOTICE AND E-VOTING INFORMATION

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, (the 'Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the 'Rules'), (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ('SS-2') and the relaxations and clarifications issued by Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circular") that the Resolution appended below is proposed to be passed by way of Postal Ballot only through electronic means ('Remote e-voting'). The proposed Resolution together with the Explanatory Statement setting out the material facts, reasons for the passing of Resolution is annexed hereto along with this Postal Ballot Notice, is for your consideration.

The Board of Directors of the Company has appointed Ms. Amrita Nautiyal, Proprietor Amrita Nautiyal & Associates (FCS: 5079, CP No.: 7989), Practicing Company Secretary, Mumbai, as the Scrutinizer for conducting the Remote E-voting/Postal ballot process in a fair and transparent manner. The Company has engaged National Securities Depository Limited ('NSDL') for providing Remote e-voting facilities to the Members.

In accordance with the MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only by e-mail to all Members whose e-mail addresses are available in the beneficial ownership data/records of National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and the record of the MUFG Intime India Private Limited, Registrar and Share Transfer Agent. In terms of the MCA Circulars the requirement of sending hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for Postal Ballot is dispensed with for the

time being owing to difficulties in dispatching physical copies. Therefore, the Company is not required to send a physical copy of the Postal ballot form to the Members for voting. The Members are required to communicate their assent or dissent through the Remote E-voting facility only.

The remote e-voting period commences **from 09.00 a.m. (IST) on Tuesday, January 07, 2025 and ends at 05.00 p.m. (IST) on Wednesday, February 5, 2025**. Members are requested to peruse the proposed Resolution along with the Explanatory Statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolution not later than **05:00 p.m. (IST) on Wednesday, February 05, 2025** (the last day to cast vote electronically).

The Resolution, if approved by the requisite majority, will be deemed to have been passed on the last date specified by the Company for Remote e-voting i.e., **Wednesday, February 05, 2025**.

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman (the "Chairman") or to any other person of the Company duly authorised by the Chairman in this regard, who shall countersign the same. The result of e-voting shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Company's Equity Shares are listed within a **48 hours** from the conclusion of the e-voting.

The results would also be uploaded on the websites of the Company at www.jains.com, the stock exchanges at www.bseindia.com and www.nseindia.com and National Securities Depository Limited ("NSDL") at www.evoting.nsd.com.

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr. Satish Chand Mehta (DIN: 02460558) as an Independent Director for a period of 5 years (First Term)

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, pursuant to provision of Regulation 17, Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), (including any

statutory modification(s) or re- enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Satish Chand Mehta (DIN: 02460558), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from 15th November, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, being not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 05th February, 2025 to 4th February, 2030”

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.”

**By the order of the Board,
For Jain Irrigation Systems Limited**

Sd/-

Date: 4th January, 2025
Place: Jalgaon

A V Ghodgaonkar
Company Secretary

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolution, is annexed hereto for your consideration and forms part of this Notice.
- 2) The relevant details, pursuant to the provisions of SEBI LODR and SS-2, in respect of Director seeking appointment are also annexed hereto.
- 3) The Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as at the close of business hours on **Friday, January 03, 2025 ('cut-off date')** as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (collectively referred to as “**Depositories**”). In compliance with MCA Circulars, the Notice is being sent to members only in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Transfer Agent (in case of physical shareholding). Physical copies of the Notice

are not being sent to the members for this Postal Ballot. Therefore, those members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below in e- voting instructions.

- 4) The Notice is also available on the website of the Company at www.jains.com, on the website of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the NSDL i.e. www.evoting.nsdl.com.
- 5) In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of SEBI LODR, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members. The instructions for e-voting are annexed to this Notice.
- 6) The voting rights of the members shall be reckoned on the paid-up value of the Equity Shares registered in the name of the Members the Company as on **Friday, January 03, 2025 (“Cut-Off date”)***. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
- 7) Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:

* For DVR holders, 10 DVR Shares is equal to 1 vote.

- **Commencement of voting: Tuesday, January 07, 2025 at 09:00 am (IST)**
 - **End of voting: Wednesday, February 05, 2025 at 05:00 pm (IST) (both days inclusive).**
 - The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.
- 8) All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers, shall be open for inspection by the Members at the Registered Office of the Company between 09:00 a.m. to 2:00 p.m. on all working days except Saturdays, Sundays and national holidays, until the end of the voting period.
 - 9) A member cannot exercise his/her vote through proxy on postal ballot. However, Corporate and Institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/authority letter/power attorney, etc.) in favour of their authorised representatives to the scrutinizer through e-mail to amrita.nautiyal@gmail.com with a copy marked to evoting@nsdl.co.in.



INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

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:


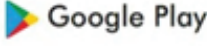


Step 1: Access to NSDL e-voting system

A) Login method for e-voting for individual shareholders holding securities in demat mode.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 e-mail ID in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-voting” under e-voting services and you will be able to see e- voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. 2) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see e-voting page. Click on company name or e- voting service provider i.e. NSDL and you will be re-directed to e- voting website of NSDL for casting your vote during the remote e- voting period. 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 to Easi/Easiest facility are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.
	<ol style="list-style-type: none"> 2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, there are 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>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com, click on login & 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 from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of all e-voting Service Providers.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual shareholders (holding securities in demat mode) login through their depository participants</p>	<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 re-directed to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</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 evoting@nsdl.co.in or call at toll free no.: 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

B) Login method for e-voting 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 e-Services i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-Services after using your login 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. De-mat (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
	12***** 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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail 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.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 on NSDL e-voting system.

How to cast your vote electronically 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 is in active status.
- 2) Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.

EVEN	ISIN	Company Name	E-Voting Start Date	E-Voting End Date
132590	INE175A01038	Jain Irrigation Systems Limited	07.01.2025	05.02.2025
132598	IN9175A01010	Jain Irrigation Systems Limited	07.01.2025	05.02.2025



- 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 members:

- 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.nautiyal@gmail.com with a copy marked to 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 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 or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Asst. Vice President or Ms. Rimpa Bag, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated e-mail IDs: evoting@nsdl.co.in.

Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolution set out in this notice:

- 1) In case shares are held in physical mode please provide Folio No., Name of member, 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 e-mail to Link Intime.
- 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 evoting@nsdl.co.in. If you are an individual shareholder 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 for individual shareholders holding securities in demat mode.
- 3) Alternatively, shareholder/members may send a request to 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 e-mail ID correctly in their demat account in order to access e-voting facility.

By the order of the Board,
For Jain Irrigation Systems Limited

Date: 4th January, 2025
Place: Jalgaon

Sd/-
A.V. Ghodgaonkar
Company Secretary



EXPLANATORY STATEMENT

[Pursuant to the provisions of Section 102 of the Act and SEBI LODR]

The Board on 15th November, 2024 based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Satish Chand Mehta (DIN: 02460558) as an Additional (Independent) Director of the Company. Mr. Satish Chand Mehta shall hold the office as an Independent Director for the term of 5 (five) years with effective from 5th February, 2025 to 4th February, 2030, being not liable to retire by rotation. Further, the Company has, in terms of Section 160 (1) of the Companies Act, 2013 (**'Act'**), received a notice in writing from member proposing the candidature of Mr. Satish Chand Mehta for the office of Independent Director.

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

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

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act, and the Rules made thereunder, and in terms of the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, the appointment of Mr. Satish Chand Mehta as an Independent Director of the Company for a term commencing from 5th February, 2025 upto 4th February, 2030 is being placed before the Shareholders for their approval by way of Special

Resolution. Mr. Satish Chand Mehta, once appointed, shall not be liable to retire by rotation.

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

The Board recommends the Special Resolution as set out in this Notice, for approval of members of the Company.

By order of the Board of Directors

For Jain Irrigation Systems Limited

Sd/-

Date: 4th January, 2025

Place: Jalgaon

A.V. Ghodgaonkar
Company Secretary



ANNEXURE - I TO THE NOTICE

Details related to Appointment of Mr. Satish Chand Mehta (DIN: 02460558) as an Independent Director for a period of 5 years referring to Item No. 1 of notice

Name	Mr. Satish Chand Mehta
Director Identification Number	02460558
Age	69 Years
Qualification	<ul style="list-style-type: none">• B.Com• Chartered Accountant• Certificate in International Negotiations from the prestigious International Institute of Public Administration (IIPA), Paris• Senior Management Program at Indian School of Business, Hyderabad, 2011
Experience	More than 30 Years
Nature of Expertise in specific functional areas	<ul style="list-style-type: none">• Corporate Finance• Investment Management• Audit & Tax• Operations & Management• Corporate Strategy & Planning• Corporate Governance, Risk & Compliance• Leadership• Entrepreneurship
Brief Resume of the Director	<p>Mr. Satish Chand Mehta is a B.Com graduate and Qualified Chartered Accountant. He also holds Certificate in International Negotiations from the prestigious International Institute of Public Administration (IIPA), Paris.</p> <p>Mr. Satish Chand Mehta joined the Indian Foreign Service (IFS) in 1983 and retired in September 2015. Prior to joining the IFS he was in the Indian Police Service from 1980-1983.</p> <p>During his period in Indian Foreign Service (IFS) he served as Director to Prime Minister Gujral and Prime Minister Vajpayee in the Prime Minister's Office, dealing with crucial neighbor countries and heading the Indian Council for Cultural Relations. His assignments abroad took him to four continents, including working with the United Nations in a UN Peace-keeping Operation as well as in the Indian Mission to the UN in New York. In over three decades in the IFS he has handled a variety of assignments covering a broad range of issues, including: Security and Defence, Political, Economic, Infrastructure projects, Trade and Investments, Peace-keeping, Disarmament, Media management, and Public and Cultural diplomacy.</p> <p>Mr. Satish Chand Mehta has held following positions during his tenure in Indian Foreign Service (IFS):</p> <ul style="list-style-type: none">• Member of Indian Delegation to UN General Assembly (1997-2002)• Member of Bonn-Berlin Process on Smart UN Sanctions (2000)• UN Secretary-General's Group on Conventional Arms Register (2001)• Member of Stockholm Process on Smart UN Sanctions (2001)• Board Member of Power Trading Corporation India Ltd. (2008-2011) – listed on National Stock Exchange• Board Member of PTC Financial Services Ltd (2010-2011)• Board Member of India's largest power producer NTPC Ltd's subsidiary NTPC Vidyut Vyapar Nigam Ltd (2010-2011)• Board Member of Puntasanchhu I (Bhutan) Hydropower Development Authority (2008-2011)• Board Member of Puntasanchhu II (Bhutan) Hydropower Development Authority (2010-2011)

	<ul style="list-style-type: none"> • Board Member of Mangdechhu (Bhutan) Hydropower Development Authority(2010-2011) • Member of International Advisory Board/Global Advisory Council, Schulich Business School, York University, Toronto since 2006 • Member, General Council, Lalit Kala Akademi (National Fine Arts Academy), 2013 - 2015 • Member, General Council, Sahitya Akademi (National Literature Academy), 2013 - 2015 • Member, General Council, Sangeet Natak Akademi (National Performing Arts Academy), 2013-2015 • Member, Governing Board, National Gallery of Modern Art, 2013-2015 <p>Currently he is involved in Philanthropy, coaching and mentoring aspirants for civil service, and other community service activities, besides serving of some Boards.</p> <p>He has been volunteering at Bhagwan Mahaveer Viklang Sahayata Samiti (BMVSS) and is its President. In the past 6 years he has organized over 30 Jaipur Foot artificial limb fitment camps in 24 developing countries and has contributed to expanding BMVSS's work in India through innovative public private partnership model.</p>
Date of first Appointment	November 15,2024
Terms and conditions of Appointment	<p>It is proposed to appoint Mr. Satish Chand Mehta as a Non-Executive (Independent) Director of the Company, not liable to retire by rotation, for a first term of 5 (five) years, commencing with effect from 05th February, 2025 to 04th February, 2030.</p> <p>Terms and conditions of appointment are in accordance with the Appointment and Remuneration Policy of the Company.</p>
Remuneration last drawn	Not Applicable
Remuneration proposed to be given	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings and also commission on an annual basis of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Number of Board meetings of the Company attended during the year	Not Applicable
Listed Entities in which the person holds the Directorship and the Membership of Committees of the Board along with listed entities from which the person has Resigned in the past three years	1. HEG Limited – Director and Chairman of Audit Committee and member of Nomination & remuneration Committee and CSR Committee.
Directorships held in other Companies/ Branches	Nil
Memberships/Chairmanships of committees of other Companies	Nil
Number of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Not related to any Director / Key Managerial Personnel.

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