

JISL/SEC/2020/12/B-2,B-6

08th December, 2020

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

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

Sub : Notice of 33rd AGM along with Explanatory Statement & 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,

Enclosed herewith is the copy of Notice convening 33rd Annual General Meeting (AGM) to be held on **Wednesday, 30th December, 2020 at 11.00 am (Electronically also)** along with Explanatory Statement u/s 102 (1) of the Companies Act, 2013 together with Proxy form and Attendance Sheet etc.

Please take the above on record and acknowledge.

Thanking you,

Yours faithfully,
For Jain Irrigation Systems Ltd



A.V. Ghodgaonkar
Company Secretary

NOTICE

NOTICE IS HEREBY GIVEN THAT 33RD ANNUAL GENERAL MEETING OF MEMBERS OF JAIN IRRIGATION SYSTEMS LIMITED WILL BE HELD ON WEDNESDAY, 30TH DECEMBER, 2020 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT JAIN PLASTIC PARK, N.H . NO. 6, BAMBORI, JALGAON – 425001 AND THROUGH VIDEO CONFERENCING/AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS;

ORDINARY BUSINESS

Item No. 1 – Adoption of Audited Standalone & Consolidated Financial Statements for the year ended 31st March, 2020.

To receive, consider, adopt and approve the Financial Statements for the year ended 31st March, 2020 (including Standalone Balance Sheet as at 31st March, 2020, Standalone Profit & Loss Account, Standalone Cash Flow Statement and Consolidated Balance Sheet as at 31st March, 2020, Consolidated Profit & Loss Account and Consolidated Cash Flow Statement for the year ended on even date) together with Schedules, Notes thereon and the reports of Board of Directors' and Auditors' thereon.

Item No. 2 – Re-appointment of a retiring Director

To appoint a Director in place of Shri Ajit B. Jain, (DIN -00053299) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for reappointment as a Director, subject to retirement by rotation.

Item No. 3. - Appointment of Statutory Auditors:

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 the provisions of Section 139, read with The Companies [Audit and Auditors] Rules, 2014, and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, **THAT** M/s. Singhi & Co. Chartered Accountants, Kolkata. [Firm Registration No. 302049E] be and are hereby appointed as the Statutory Auditors of the Company, to hold the office for a term of five years, beginning from the conclusion of the 33rd Annual General Meeting of the Company, on such terms and remuneration, as may be mutually agreed upon between the said Auditors/Partner and Board of Directors including its delegated Key Managerial Personnel of the Company".

FURTHER RESOLVED THAT Chief Executive Officer/ Managing Director and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolution."

SPECIAL BUSINESS

Item No. 4 – Ratification of Remuneration of Cost Auditors for Financial Year ending 31st March 2020;

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

"RESOLVED THAT pursuant to Section 148 and other applicable

provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, the Company hereby ratifies the action of the Board of Directors of the Company in approving, (on recommendation of the Audit Committee), the remuneration of Rs. 500,000 of M/s D. C. Dave & Co., Cost Auditor(s) (FRN: 000611) to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending 31st March 2020."

Item No. 5 – Alteration in Articles of Association.

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

"RESOLVED pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), **THAT** the approval of the Members of the Company be and is hereby accorded for appointment of upto 16 (sixteen) Directors on the Board of the Company and for substitution of the existing Article 111, of the Articles of Association of the Company, with the amended provision as provided here under:

Article No.	Existing Provision	Proposed Provision
111,	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 and 151 of the Act the number of Directors (including Additional Directors but excluding Alternate Directors) shall not be less than three (3) or more than Fifteen (15) or such additional numbers as may be decided by Board, subject nonetheless to the provisions of the Act. The Board of the Company shall include at least one woman director on its Board. Further the Board shall ensure that at least 50% of its total strength shall consist of Non-Executive Directors.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 and 151 of the Act the number of Directors (including Additional Directors but excluding Alternate Directors) shall not be less than three (3) or more than Sixteen (16) or such additional number as may be decided by Board, subject nonetheless to the provisions of the Act. The Board of the Company shall include at least one woman director on its Board. Further the Board shall ensure that at least 50% of its total strength shall consist of Non-Executive Directors.





Item No. 6 – Appointment of Dr. Narendra Jadhav (DIN - 02435444) as an Independent Director for a period of 5 years.

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 the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16, 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, **THAT** Dr. Narendra Jadhav (DIN - 02435444), who meets the criteria for independence as provided in Section 149 (6) of the Act, read along with the rules framed thereunder and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, be and is hereby appointed as an Independent Director, at the 33rd Annual General Meeting of the Company and who shall hold office for 5 years as Independent Director not subject to retirement by rotation, till the date of the 38th Annual General Meeting in 2025.

Item No. 7 – Appointment of Ms. Nancy Barry (DIN – 08848632) as an Independent Director for a period of 5 years.

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 the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16, 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, **THAT** Ms. Nancy Barry (DIN – 08848632, who meets the criteria for independence as provided in Section 149 (6) of the Act, read along with the rules framed thereunder and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, be and is hereby appointed as an Independent Director at the 33rd Annual General Meeting of the Company and who shall hold office for 5 years as Independent Director not subject to retirement by rotation, till the date of the 38th Annual General Meeting in 2025.

Item No. 8 – Appointment of Mr. Mukul Sarkar (DIN – 00893700) as an EXIM Bank of India, Nominee Director, not subject to retirement by rotation.

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 the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, **THAT** Mr. Mukul Sarkar (DIN – 00893700) be and is hereby appointed

as a Director of the Company (acting as Nominee Director of EXIM Bank of India), of the Company and who holds office till he has the consent from EXIM bank of India, and continues to be nominated by the EXIM Bank of India as a non-retiring Director on the Board of the Company

Item No. 9 – Appointment of Mr. Uday Garg (DIN - 03285991) as a Mandala Rose Co-investment Ltd., Nominee Director.

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 the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, **THAT** Mr. Uday Garg (DIN - 03285991) be and is hereby appointed as a Director of the Company, to act as Nominee Director of Mandala Rose Co-investment Ltd. and who holds office till he has the consent from Mandala Rose Co-investment Ltd. and continues to be nominated by the Mandala Rose Co-investment Ltd., subject to retirement by rotation, on the Board of the Company.

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

Place : Jalgaon
Date : 8th December, 2020

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 Register of Members of the Company will be closed from **Monday 21st December, 2020 to Wednesday 30th December, 2020 (both days inclusive).**

3) The Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') is annexed herewith





- 4) The documents mentioned in the Notice and Explanatory Statement if any, shall be available for inspection at Registered Office of the Company upto the date of the meeting on all working days, except Saturday, between 11.00 AM and 1.00 PM.
- 5) Members who have not claimed dividend declared by the Company are requested to write to the Company for obtaining demand draft before the balance in the respective account gets transferred to **Investor Education and Protection Fund** as per rules established by the Central Government under Section 124(5) of the Companies Act, 2013. The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2010-11, to the Investor Education and Protection Fund. The unclaimed/unpaid dividend data are also uploaded on the website of the Company https://www.nseprimeir.com/z_JISLJALEQS/unclaim.aspx?value=3cYDU7170mvM600MSHCcMw==

The details of unclaimed dividend as on 31st March, 2020 are as follows.

Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2019 (₹)	Due date for transfer to IE&PF (on or before)
2012-13	27.09.2013	26.09.2020	11,51,551.00	01.11.2020
2013-14	26.09.2014	25.09.2021	14,10,387.00	02.11.2021
2014-15	29.09.2015	28.09.2022	15,03,164.00	03.11.2022
2015-16	30.09.2016	29.09.2023	13,51,767.50	04.11.2023
2016-17	28.09.2017	27.09.2024	17,25,081.00	02.11.2024
2017-18	28.09.2018	27.09.2025	21,40,570.00	02.11.2025

- 6) Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Private Limited, C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400083** for both physical and demat segments of Ordinary Equity and DVR Equity Shares of the Company. Please quote on all such correspondence – **“Unit – Jain Irrigation Systems Limited”** For Shareholders queries– Telephone No. 022-49186000, Fax: 022-49186060, E-mail ID: rnt.helpdesk@linkintime.co.in Web: www.linkintime.co.in or Company's E-mail ID investor.corr@jains.com.
- 7) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Link Intime India Private Limited for doing the needful. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
- 8) Members are requested to notify change in address, if any, immediately to Link Intime India Private Limited quoting their folio numbers.
- 9) **In terms of circular issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish self-certified copy of PAN card for all the above mentioned transactions.**

- 10) **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.**
- 11) 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.
- 12) Members may note that the Notice of the 33rd Annual General Meeting and the Annual Report 2019-20 will be available on the Company's website www.jains.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours (11 AM to 1 PM) on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making the request for the same, by post free of cost. For any communication, the Shareholders may also send requests to the Company's investor E-mail ID investor.corr@jains.com.
- 13) 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.
- 14) 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.
- 15) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice under sr. no. 24 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.
- 16) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 17) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or





other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

- 18) 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 MCA Circulars 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 AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 19) 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 to at least 1000 members on first come first served basis. This will not 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.
- 20) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 21) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- 22) 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 www.jains.com. 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 and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- 23) The 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i) The voting period begins on Monday 28th December, 2020 at 9:00 am and ends on Tuesday, 29th December, 2020 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **23rd December, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - iv) Click on "Shareholders" module.
 - v) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR
- Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to **CDSL's EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- vi) Next enter the Image Verification as displayed and Click on Login.
 - vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - viii) If you are a first time user follow the steps given below:

For Shareholders 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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"> • 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 (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.





- x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) 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.
- xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The **m-Voting** app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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/RTA email id**.

- 25) Procedure to participate in the 33rd Annual General Meeting;

The web-link is provided hereunder to participate in the AGM through WebEx.

- 1] Click the link <http://www.jains.com/AGM/> (best viewed with Edge 44+, Firefox 78+, Chrome 83+, Safari 13+)
- 2] Enter the login credentials – Name of the Member, Password, DP Id , Client Id.

Facility to join the meeting shall be opened 30 minutes before the scheduled time of the AGM. Just to maintain the decorum of meeting, after 10:55 AM, no attendees would be allowed to join in.

Members who need assistance before or during the AGM, can contact on investor.corr@jains.com or call on 0257-2258011.(Name- Pankaj Chaudhari).

Device compatibility

The video conference / screen would be compatible with any 4G enabled smart phones, iPads, tablets, laptops, desktops.

For seamless user experience, use internet explorer, google chrome or firefox or safari browser or you may also download WebEx software in your device.

Posting comments/queries during the AGM

Post your comments/queries in the chat box available on the video conferencing interface.

Message posted by you will be screened on the ticker on the video conferencing screen and will also be available for a period of 24 hours on the website of the Company.

Voting at the AGM

You will be able to see an icon, "Poll", at the bottom left on the meeting screen. Once the voting at the AGM is announced by the Chairman, you will be able to cast your vote by clicking on this icon for each of 9 items available.

This facility will be available only if you have not already voted on the resolutions through remote e-voting. Remote e-voting will be available from Monday, 28th December, 2020 (9:00 a.m. IST) to Tuesday, 29th December, 2020 (5:00 p.m. IST).





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

SPECIAL BUSINESS

Item No. 4 – To ratify remuneration of Cost Auditor for Financial Year ending 31st March, 2020.

On recommendation of the Audit Committee/ the 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 2019-2020. Board of Directors of the Company have approved to pay remuneration of ₹ 5,00,000 to M/s D. C. Dave & Co. Since, Authority of approving the remuneration of Cost Auditors lies with the Shareholders of the Company, hence, the Board of Directors of the Company has placed this resolution for your consideration and ratification.

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

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

Item No. 5 – Alteration in the Articles of Association. - To increase number of Directors

To alter the Articles of Association of the Company consent of the Shareholders of the Company needs to be obtained by way of Special Resolution.

Four directors have been appointed at the Board Meeting dated 31.07.2020. Presently the number of directors has become 14, the maximum permissible under the Articles of Association. Also, there will be addition of nominee director from lender's after Resolution Plan is implemented very soon.

The details of amendment is mentioned in the resolution at the Item 5 of Notice, however, the changes are also available for inspection by way of comparison to old Articles at Registered Office of the Company from the date of issue of notice till the date of AGM i.e. 30th December, 2020 on all working days (except Saturday, Sunday) between 11.00 hrs to 13.00 hrs.

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

None of the Directors or KMP's of the Company are interested in the resolution placed before the meeting directly or indirectly.

Item No. 6 – Appointment of Dr. Narendra Jadhav (DIN - 02435444) as an Independent Director for a period of 5 years.

The Board on 31st July, 2020 based on the recommendation of the Nomination and Remuneration Committee, proposed his appointment as an Additional Director of the Company, liable to retire at the 33rd AGM, but to be appointed for a term effective from the conclusion of this 33rd Annual General Meeting till conclusion of 38th Annual General Meeting to be held in year 2025. 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 Dr. Narendra Jadhav for the office of Director.

The Company has received from Dr. Narendra Jadhav (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 pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India, or any other such authority.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act, and the Rules made thereunder, and in terms of the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, the appointment of Dr. Narendra Jadhav as an Independent Director of the Company for a term commencing from the start of 33rd Annual General Meeting till conclusion of 38th Annual General Meeting to be held in year 2025 is being placed before the Shareholders for their approval by way of an Ordinary Resolution. Dr. Narendra Jadhav, once appointed, shall not be liable to retire by rotation.

In the opinion of the Board, Dr. Narendra Jadhav, 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.

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

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

Item No. 7 – Appointment of Ms. Nancy Barry (DIN – 08848632) as an Independent Director.

The Board on 31st July, 2020 based on the recommendation of the Nomination and Remuneration Committee, proposed her appointment as an Additional Director of the Company, liable to retire at the 33rd AGM, but to be appointed for a term effective from the conclusion of this 33rd Annual General Meeting till conclusion of 38th Annual General Meeting to be held in year 2025. 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 Ms. Nancy Barry for the office of Director.

The Company has received from Ms. Nancy Barry (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) Intimation in Form DIR-8, in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 (2) of the Act, (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act, read 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 pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018, that she has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act, and the Rules made thereunder, and in terms of the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, the appointment of Ms. Nancy Barry as an Independent Director of the Company for a term commencing from the start of 33rd Annual General Meeting till conclusion of 38th Annual General Meeting to be held in year 2025 is being placed before the Shareholders for their approval by way of an Ordinary Resolution. Ms. Nancy Barry, once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Ms. Nancy Barry, 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 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.

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

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

Item No. 8 – Appointment of Mr. Mukul Sarkar (DIN – 00893700) as an EXIM Bank Nominee Director, not subject to retirement by rotation.

The Board of Directors on the recommendation of the NRC has appointed Shri Mukul Sarkar (DIN – 00893700) as an additional director on Board of Company w.e.f – 31st July, 2020. He is retiring as an Additional Director at the 33rd AGM as per law/rules. He will be a non retiring director on the Board of Company, till the EXIM Bank of India, retains him as Nominee on Board, once appointed by the members in the 33rd AGM.

The Company has received from Mr. Mukul Sarkar (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 and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In terms of Section 152 and other applicable provisions 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. Mukul Sarkar as a Nominee Director on the Board of the Company for a term commencing from the start of 33rd Annual General Meeting till EXIM bank consents to his appointment as Nominee on the Board of the Company, is being placed before the Shareholders for their approval by way of an Ordinary

Resolution. Mr. Mukul Sarkar, once appointed, shall not be liable to retire by rotation.

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

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Mukul Sarkar, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

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

Item No. 9 – Appointment of Mr. Uday Garg (DIN – 03285991) as a Mandala Rose Co-investment Ltd. Nominee Director

The Board of Directors on the recommendation of the NRC, appointed Mr. Uday Garg (DIN – 03285991) as an additional director on Board of Company w.e.f – 31st July, 2020. He will retire at 33rd AGM and being eligible may be appointed as a Nominee Director (non Independent) on the Board of Company, till the Mandala Rose Co-investment Ltd., retains him as Nominee on Board, for a term effective from the conclusion of 33rd Annual General Meeting till Mandala Rose Co-investment Ltd retains him as Nominee. 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. Uday Garg for the office of Director.

The Company has received from Mr. Uday Garg (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, and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated 20th June, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

In terms of Section 152 and other applicable provisions 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. Uday Garg as an Nominee, Non Independent Director of the Company for a term commencing from the start of 33rd Annual General Meeting, is being placed before the Shareholders for their approval by way of a Ordinary Resolution. Mr. Uday Garg, once appointed, shall be liable to retire by rotation.

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

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Uday Garg, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item No.9 for the approval of the Members.

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

Sd/-

A.V. Ghodgaonkar
Company Secretary

Place : Jalgaon
Date : 8th December, 2020





Annexure-I to the Notice

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

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

Shri Ajit B. Jain																	
Brief profile	Mr. Ajit B. Jain is Bachelor of Engineering, Mechanical from Pune. 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 is a Key Managerial Person (KMP) of the Company and would have the authority to oversee the functions directly working with him. He has substantial authority to oversee and implement the day to day operations of the Company in accordance with the annual budget and quarterly budget approved by the Board. The proposed appointee has technical background and has been largely involved in developing the drip irrigation concept in the Country. He has 30 years of experience including last 20 years at senior and responsible level in the Company.																
Age	54 Years																
Qualifications	BE.(Mech.)																
Experience (including expertise in specific functional area)/ Brief Resume	36 Years																
Terms and Conditions of Appointment / Re-appointment	Shri. Ajit B. Jain is a Director liable to retire by rotation.																
Remuneration last drawn (including sitting fees, if any)	₹ 13.23 lacs per month plus perquisites etc. as Minimum Remuneration.																
Remuneration proposed to be paid	As per existing terms and conditions of his appointment as Whole Time Director in 2018.																
Date of first appointment on the Board	30.09.2005																
Shareholding in the Company as on 31 st March, 2020	1,75,980 Ordinary Equity Shares and 8,798 DVR Equity Shares																
Relationship with other Directors/ Key Managerial Personnel	Brother of Shri. Ashok B. Jain, Shri. Anil B. Jain, Shri. Atul B. Jain but not related to any other Director / Key Managerial Personnel.																
Number of meetings of the Board attended during the year	7 (seven)																
Directorships of other Boards as on 31 st March, 2019	<table border="0"> <tr> <td>1) Jalgaon Investments Private Limited</td> <td>7) Jain Vanguard Polybutylene Limited</td> </tr> <tr> <td>2) Jain Brothers Industries Private Limited</td> <td>8) JAF Products Private Limited</td> </tr> <tr> <td>3) Jain Extrusion and Moulding Private Limited</td> <td>9) Cosmos Investment and Trading Pvt. Ltd</td> </tr> <tr> <td>4) Jain Rotfil Heaters Private Limited</td> <td>10) JISL Global S.A</td> </tr> <tr> <td>5) Sustainable Agro – Commercial Finance Limited.</td> <td>11) JISL Systems S.A</td> </tr> <tr> <td>6) Stock and Securities India Private Limited.</td> <td>12) Naandan Jain Irrigation Ltd.</td> </tr> <tr> <td></td> <td>13) The Machines S.A , Switzerland</td> </tr> <tr> <td></td> <td>14) Pro Tool AG, Switzerland</td> </tr> </table>	1) Jalgaon Investments Private Limited	7) Jain Vanguard Polybutylene Limited	2) Jain Brothers Industries Private Limited	8) JAF Products Private Limited	3) Jain Extrusion and Moulding Private Limited	9) Cosmos Investment and Trading Pvt. Ltd	4) Jain Rotfil Heaters Private Limited	10) JISL Global S.A	5) Sustainable Agro – Commercial Finance Limited.	11) JISL Systems S.A	6) Stock and Securities India Private Limited.	12) Naandan Jain Irrigation Ltd.		13) The Machines S.A , Switzerland		14) Pro Tool AG, Switzerland
1) Jalgaon Investments Private Limited	7) Jain Vanguard Polybutylene Limited																
2) Jain Brothers Industries Private Limited	8) JAF Products Private Limited																
3) Jain Extrusion and Moulding Private Limited	9) Cosmos Investment and Trading Pvt. Ltd																
4) Jain Rotfil Heaters Private Limited	10) JISL Global S.A																
5) Sustainable Agro – Commercial Finance Limited.	11) JISL Systems S.A																
6) Stock and Securities India Private Limited.	12) Naandan Jain Irrigation Ltd.																
	13) The Machines S.A , Switzerland																
	14) Pro Tool AG, Switzerland																
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2020	Stakeholders Relationship Committee																

Dr. Narendra Jadhav - referring to Item No. 6 of notice.	
Brief profile	Dr. Narendra Jadhav, is an Indian national (born in 1953). Dr Jadhav, currently a Member of Parliament Rajya Sabha-Nominated, has had a long and outstanding professional career spanning more than four decades in public service. Some of the distinguished positions held by Dr Jadhav with distinction include Member, Planning Commission, Member, National Advisory Council (NAC), Vice- Chancellor of University of Pune and the Chief Economist, Reserve Bank of India.
Age	67 Years
Qualifications	Ph.D. in Economics, MA in Economics, B.Sc in Statistics and Economics.





Dr. Narendra Jadhav - referring to Item No. 6 of notice.

Experience (including expertise in specific functional area)/ Brief Resume	<p>PROFESSIONAL PROFILE</p> <ul style="list-style-type: none"> Member of Parliament (Rajya Sabha - Nominated) Distinguished Professor, Council for Social Development (CSD), New Delhi Emeritus Professor of Public Policy - MIT School of Government, Pune. Chairman, RBI History Advisory Committee, Reserve Bank of India, Mumbai Member, National Committee on Nation-wide Celebration of 125th Birth Anniversary of Dr. B.R. Ambedkar. Chairman, Committee on Preparation of Perspective Plan for Higher Education in Maharashtra, Government of Maharashtra. Independent Director - Tata Teleservices (TTSL) Ltd., Tata Tele Maharashtra Ltd (TTML) and Sustainable Agro- Commercial Finance (SAFL) Ltd., Mumbai <p>HONOURS</p> <ul style="list-style-type: none"> Received Award for Outstanding Contribution to Economic Theory for the Ph.D dissertation in 1986, and Honored with the Best International Student Award by Indiana University, USA in 1983. Recipient of 4 Honorary D. Litt degrees from 4 different State Universities. 'Maharashtra Ratna', Award for all-round contribution (2004) Dr. Jadhav is recipient of as many as 70 National and International awards for his contribution to the fields of economics, education, literature, culture and social work: These include the title of the 'Commander of the Order of Academic Palms' by the Government of France.
Terms and Conditions of Appointment / Re-appointment	Being appointed as an Independent Director for 5 years
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	Sitting Fees and Commission as an Independent Director.
Date of first appointment on the Board	31.07.2020
Shareholding in the Company as on 31 st March, 2019	NIL
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Membership/Chairmanship of Committees of other Boards as on 31 st March, 2020	1. Tata Teleservices (TTSL) Ltd. 2. Sustainable Agro- Commercial Finance (SAFL)Ltd , Mumbai.

Ms. Nancy Barry - referring to Item No. 7 of notice.

Brief profile	Nancy Barry is currently the President and CEO of NBA Enterprise Solutions to Poverty ,since 2006. ESP has worked with over 150 companies, banks and emerging enterprises in major emerging markets, to build profitable, inclusive growth strategies which engage millions of low-income people as suppliers, distributors and consumers, building their income and assets. Deep engagement and results with companies and banks in India, China, Kenya, Mexico, Colombia and Peru.
Age	71 Years
Qualifications	Ph.D. in Economics, MA in Economics, B.Sc in Statistics and Economics .
Experience (including expertise in specific functional area)/ Brief Resume	Ms. Nancy Barry has Strong emphasis on agribusiness and inclusive agri-finance. In India, with ten leading agribusinesses, built the Action Platform to Create Shared Value in Agribusiness in India. Over 70 leading companies and banks were engaged between 2012 and 2018 in company actions, collaborations and joint initiatives geared to creating shared value with small farmers, through value chain development, inputs and advice, and financial services. She has Strong knowhow and engagement on retail distribution channels for consumer goods, insurance, and B2B products with Exito, Birnbo, FEMSA, P&G in Latin America. Nancy joined the World bank as a Young Professional and became the global Division Chief for Industry globally. She has Held managerial positions in industry, trade, finance, and public sector management in Latin America and South Asia. She went on to become the CEO for Women's world bank in 1990 where she led major expansion in performance, Innovation, and Impact expansion of microfinance by specialized Institutions and banks in the WWB network, from 20,000 clients in 1990 to 23 million clients in 2006, in over 40 countries of Asia, Latin America, Africa, the Middle East, and Eastern Europe. The aggregate global portfolio of WWB network members grew to over US\$8 billion, with loan sizes averaging US\$400.
Terms and Conditions of Appointment / Re-appointment	Being appointed as an Independent Director for 5 years





Ms. Nancy Barry - referring to Item No. 7 of notice.

Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be Paid	Sitting Fees and Commission as an Independent Director
Date of first appointment on the Board	31.07.2020
Shareholding in the Company as on 31 st March, 2019	NIL
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2020	NIL

Mr. Mukul Sarkar - referring to Item No. 8 of notice.

Brief profile	Mr.Mukul Sarkar is a Graduate [B.Tech] in Mechanical Engineering from Indian Institute of Technology, Kharagpur, and an MBA from Indian Institute of Management, Calcutta. He has over 30 years of experience in Indian financial sector mainly in the area of investment banking, corporate banking, trade finance and risk management. He is presently the Chief General Manager and Chief Risk Officer of Export-Import Bank of India (Exim Bank). He was earlier Group Head of Exim Bank's Project Exports Group, Corporate Banking Group and SME Business Group. Mr. Sarkar spent three years in Milan, Italy as Head of Exim Bank's operations in Western Europe. He has vast experience in trade finance, overseas investment finance, export credit, buyer's credit and project finance.
Experience (including expertise in specific functional area)/ Brief Resume	Prior to joining Exim Bank, Mr. Sarkar worked in SBI Capital Markets Ltd in investment banking. He has also served on the Board of many Indian companies e.g. Natco Pharma, Welspun Corp, Strides Pharma, TCG Lifesciences Ltd. Mr. Sarkar has also consulting experience as he has served as Managing Director & CEO of GPCL Consulting Services Ltd, a consulting firm promoted by Exim Bank.
Terms and Conditions of Appointment / Re-appointment	Being appointed as an non Independent Director for
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	Sitting Fees and Commission as an Nominee Director.
Date of first appointment on the Board	31.07.2020
Shareholding in the Company as on 31 st March, 2019	NIL
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Membership/Chairmanship of Committees of other Boards as on 31 st March, 2020	1. Global Procurement Consultants Ltd. 2. Hindustan Construction Co. Ltd.

Mr. Uday Garg - referring to Item No. 9 of notice.

Brief profile	Uday Garg founded Mandala Capital in 2008 and has since been dedicated exclusively to developing the business with a focus on the Food and Agribusiness sector. Since the firm's inception, Mr. Garg has been involved in all areas of the business and was instrumental in developing its strategy and vision, as well as raising the current funds under management. He sits on the Boards of portfolio companies and manages the relationships with the firm's partners and stakeholders.
Age	41 Years
Qualifications	B.S in Economics.
Experience (including expertise in specific functional area)/ Brief Resume	The inspiration behind food and agriculture as a sector focus stems from the influence of Mr. Garg's late grandfather, Mr. B.R .Barwale, who founded Mahyco, India's leading seed company, in 1964. Mr. Barwale was a recipient of the World Food Prize in 1998 and has been widely recognized as a leader in the agriculture world with a keen business sense and a deep connection to the Indian farming community. Prior to Mandala Capital, Mr. Garg worked at Allima Partners (London) focusing on private investments in global Emerging Markets across sectors (including Agribusiness). Mr. Garg began his career in the Investment Banking division of Deutsche Bank (New York), followed by Portfolio Manager roles at Amaranth Advisors (Connecticut) and Duet Group (London). Mr. Garg holds a B.S. in Economics from the Wharton School of the University of Pennsylvania, with a concentration in Finance





Mr. Uday Garg - referring to Item No. 9 of notice.													
Terms and Conditions of Appointment / Re-appointment	Being appointed as a Nominee Director												
Remuneration last drawn (including sitting fees, if any)	NIL												
Remuneration proposed to be Paid	Sitting Fees and Commission as an Nominee Director												
Date of first appointment on the Board	31.07.2020												
Shareholding in the Company as on 31 st March, 2019	NIL												
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.												
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2020	<table border="1"><tbody><tr><td>1. Keventer Agro Limited</td><td>7. Mandala Agribusiness Fund</td></tr><tr><td>2. Edward Food Research & Analysis Centre Limited</td><td>8. Mandala Ag SPV</td></tr><tr><td>3. Speedage Trade Limited</td><td>9. Mandala Co-Investment Holdings SPV</td></tr><tr><td>4. Godavari Biorefineries Limited</td><td>10. Mandala Food Fund II</td></tr><tr><td>5. Mandala Capital Limited- Mauritius</td><td>11. Mandala FF SPV</td></tr><tr><td>6. Mandala Advisory Singapore Pte Ltd-Singapore</td><td></td></tr></tbody></table>	1. Keventer Agro Limited	7. Mandala Agribusiness Fund	2. Edward Food Research & Analysis Centre Limited	8. Mandala Ag SPV	3. Speedage Trade Limited	9. Mandala Co-Investment Holdings SPV	4. Godavari Biorefineries Limited	10. Mandala Food Fund II	5. Mandala Capital Limited- Mauritius	11. Mandala FF SPV	6. Mandala Advisory Singapore Pte Ltd-Singapore	
1. Keventer Agro Limited	7. Mandala Agribusiness Fund												
2. Edward Food Research & Analysis Centre Limited	8. Mandala Ag SPV												
3. Speedage Trade Limited	9. Mandala Co-Investment Holdings SPV												
4. Godavari Biorefineries Limited	10. Mandala Food Fund II												
5. Mandala Capital Limited- Mauritius	11. Mandala FF SPV												
6. Mandala Advisory Singapore Pte Ltd-Singapore													

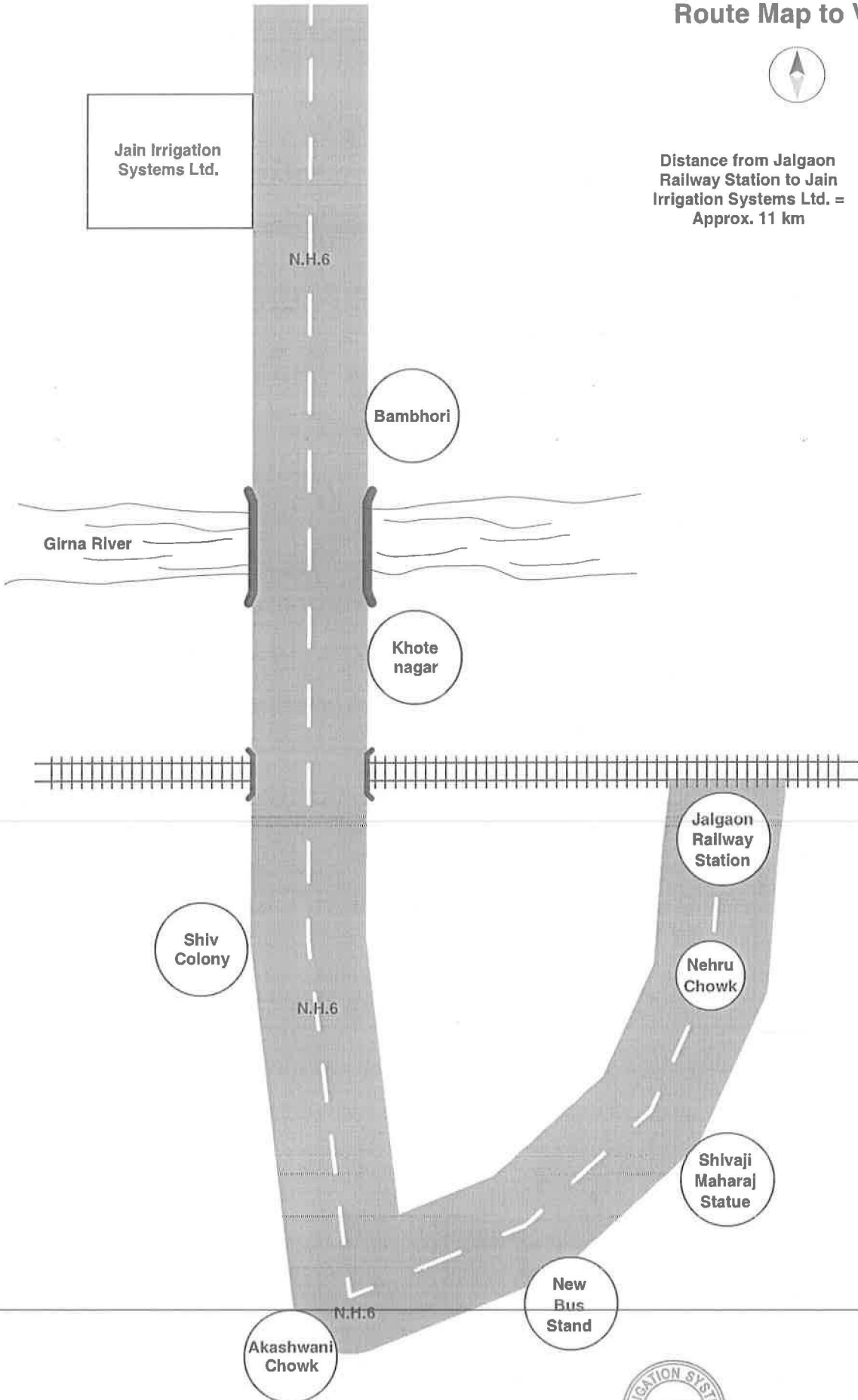




Route Map to Venue



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



**JAIN**[®]**Jain Irrigation Systems Ltd.**Regd. Office: Jain Plastic Park, N.H.No. 6, Bambhori, Jalgaon - 425 001 (M.S.)
CIN: L29120MH1986PLC042028**ATTENDANCE SLIP****Only Shareholders or the Proxies will be allowed to attend the meeting.****Name of Shareholder:** _____**a) Ordinary Equity Shares**

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

b) DVR Equity Shares

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

I/ we hereby record my/ our presence at the **33rd Annual General Meeting** of the Company being held on **Wednesday, 30th December 2020** at 11.00 AM at Registered Office of the Company at Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon 425001.

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

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



JAIN[®]

Jain Irrigation Systems Ltd.

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

CIN: L29120MH1986PLC042028

PROXY FORM

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

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

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

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

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

as my/ our proxy to attend and vote (on a poll at the meeting) for me/ our behalf at the **33rd Annual General Meeting** of the Company, to be held on **Wednesday, the 30th December, 2020** at 11:00 AM at Registered Office of the Company at Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon 425 001 and at any adjournment thereof in respect of resolutions below;

Resolution No.	Particulars of Resolutions
1	Adoption of Audited Standalone & Consolidated Financial Statements for the year ended 31 st March, 2020
2	Reappointment of Shri Ajit B. Jain (DIN 00053299), who retires by rotation as Director.
3	Appointment of Statutory Auditors.
4	Ratification of Remuneration of Cost Auditors for Financial Year ending 31 st March 2020
5	Alteration in Articles of Association.
6	Appointment of Dr. Narendra Jadhav (DIN 02435444) as an Independent Director for a period of 5 years.
7	Appointment of Ms. Nancy Barry (DIN - 08848632) as an Independent Director.
8	Appointment of Mr. Mukul Sarkar (DIN - 00893700) as an EXIM Bank Nominee Director, not subject to retirement by rotation.
9	Appointment of Mr. Uday Garg (DIN - 03285991) as a Nominee Director.

* The appointment was made on 31st July, 2020, however being a foreigner, it will take a week or ten days to get DIN in place.

Signed this day of December, 2020

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 33rd Annual General Meeting.
- (3) Please complete all details including details of member(s) in above box before submission.

