



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

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

23<sup>rd</sup> July, 2024

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

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

**Sub: Outcome of Board Meeting held on 23<sup>rd</sup> July, 2024**

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

Dear Sir/Madam,

Please take a note that, the meeting of the Board of Directors of the Company was held today, and it has decided to:

1. Re-appoint Mr. Anil B. Jain, director retiring by rotation.
2. Re-appoint Mr. Johannes Bastiaan Boudewijn Mohrmann as an Independent Director for 2<sup>nd</sup> Term of 5 years.
3. Re-appoint Ms. Nancy Marie Barry, Independent Director, who has attained the age of 75 years for a period of 5 years.
4. Appoint Mr. Ashok Dalwai as an Independent Director for a period of 5 years, for which separate notice/intimation is being given.
5. Alter the Articles of Association of the Company as per attached resolution.
6. Approve Board Report, Corporate Governance Report, Management Discussion & Analysis Report and Corporate Social Responsibility Report for FY 2023-24.
7. Approve Notice convening the 37<sup>th</sup> Annual General Meeting of the Company and related explanatory statement u/s 102(1) of Companies Act, 2013.
8. Approve Annual Book Closure 2024, for which a separate notice is being given.

The copy of 37<sup>th</sup> Annual Report and Notice of 37<sup>th</sup> AGM together with the related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be sent in due course of time, simultaneously to stock exchanges and shareholders.

Please take the above on record and acknowledge.

Thanking you,

Yours faithfully,

**For Jain Irrigation Systems Ltd.**

A.V. Ghodgaonkar  
**Company Secretary**



## Jain Irrigation Systems Ltd.

Small Ideas. Big Revolutions.®

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Tel: +91-257-2258011; Fax: +91-257-2258111; E-mail: [jisl@jains.com](mailto:jisl@jains.com); Visit us at: [www.jains.com](http://www.jains.com)

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF JAIN IRRIGATION SYSTEMS LIMITED HELD AT BOARD ROOM, CHAIRMAN'S OFFICE (NEW), JAIN AGRI PARK, JAIN HILLS, JALGAON-425001 ON TUESDAY, 23<sup>rd</sup> JULY, 2024 AT 10:30 AM.**

### **Alteration to the Articles of Association of the Company**

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

<b>Clause Reference</b>	<b>Existing Provision</b>	<b>Proposed Provision</b>	<b>Remarks</b>
2-(Definition)	"Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.	"Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and applicable and subsisting provisions of the Companies Act, 1956.	Change in definition to include both Acts 1956 & 2013.
2-(Definition)	"Board" shall mean the Board of Directors of the Company constituted in accordance with the provisions of the Act and These Articles.	"Board" shall mean the collective Board of Directors of the Company, as duly called and constituted from time to time, in accordance with the provisions of the Act, these Articles and Applicable laws.	Change in definition to include reference to AOA & applicable laws.
2-(Definition)	None	"Chairman" shall mean such persons as is nominated or	New reference to Article 85 added.

		appointed in accordance with Article 85 herein below.	
2-(Definition)	None	“ <b>Companies Act, 1956</b> ” shall mean the Companies Act 1956 (Act I of 1956), to the extent that such provisions have not been repealed or superseded by the Companies Act, 2013 or de-notified.	New definition added to include both Acts 1956 & 2013.
2-(Definition)	None	“ <b>Committees</b> ” shall have the meaning ascribed to such term in Article 145.	New reference to Article 145 added.
85-(Chairman of General Meeting)	Members present shall elect another Director as Chairman, and if no Director be present, the Members shall elect one of the Members to be the Chairman for the meeting.	Members present shall elect another Director as Chairman, and if no Director be present, the Members shall elect one of the Members to be the Chairman for the meeting <u>on a show of hands.</u>	Phrase “ <b>on a show of hands</b> ” is added at the end of Article.
111-(Number of Directors)	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 and 151 of the Act the number of Directors (including Additional Directors but excluding Alternate Directors) shall not be less than three (3) or more than Sixteen (16) or such additional number as may be decided by Board, subject	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 and 151 of the Act the number of Directors (including Additional Directors but excluding Alternate Directors) shall not be less than three (3) or more than Fifteen (15) or such additional number as may be decided by Board, subject to	Reference added for Rules applicable.

	<p>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.</p>	<p>passing of special resolution as per the provisions of the Act. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of SEBI Listing Regulations. The Board of the Company shall have a combination of executive, non-executive and Independent Directors with at least one woman director on its Board, as may be prescribed by Applicable Laws from time to time.</p>	
<p>116-( Directors power to fill casual vacancies)</p>	<p>Subject to the provisions of Section 161(4), and other applicable provisions of the Act, the Board shall have the power at any time and from time to time to appoint any qualified person to be a Director to fill any casual vacancy in the Board, provided such Person is nominated for appointment in accordance with Article 111 to 114. Any Person so appointed shall hold office, only up to the date which the Director in whose place he is appointed would have held</p>	<p>Subject to the provisions of Section 161(4), and other applicable provisions of the Act, the Board shall have the power at any time and from time to time to appoint any qualified person to be a Director to fill any casual vacancy in the Board, <u>which shall be subsequently approved by the members in the immediate next general meeting,</u> provided such Person is nominated for appointment in accordance with Article 111 to 114. Any Person so</p>	<p>Phrase added to clarify effect of Board appointment.</p>

	office if it had not been vacated by him.	appointed shall hold office, only up to the date which the Director in whose place he is appointed would have held office if it had not been vacated by him.	
117- (Independent Directors)	None	dd) The independent directors of the listed entity shall hold at least one meeting in a financial year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.	New clause “(dd)” added to reflect present law and regulation.
145B(b)- (Stakeholder Relationship Committee)	None	(vii) Resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.  (viii) Review of measures taken for effective exercise of voting rights by shareholders.  (ix) Review of adherence to the service standards adopted by the listed entity in respect of various services being	Addition of (vii), (viii), (ix) and (x) clauses to reflect present law and regulation.

		rendered by the Registrar & Share Transfer Agent.  (x) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.	
145C(a)(ii)- (Nomination and Remuneration Committee)	(ii) at least half of them shall be Independent Directors	(ii) at least two-third of them shall be Independent Directors	Amended to reflect new law and regulation.

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

**/// CERTIFIED TRUE COPY ///**

For **Jain Irrigation Systems Ltd.**

A V Ghodgaonkar  
**Company Secretary**