



Annexure-A

**Jain Irrigation Systems Ltd.**

Regd. Office: Jain Plastic Park, N.H. No. 6, Bamhori, Jalgaon 425001.  
Tel.: 91-267-2258011/22 Fax: 91-267-2258444/22 E-mail: [shares@jains.com](mailto:shares@jains.com), Website: [www.jains.com](http://www.jains.com)  
CIN: L29120MH1986PLC042028

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LTD ON, 26.09.2014.**

“RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180(1)(a) of the Companies Act, 2013 and, any other applicable provisions of the Companies Act, 2013 subject to requisite approvals, consents from the Company's Bankers, Financial Institutions, Trustees to the Debenture holders and/ or other Institutions/ bodies, if and wherever necessary, to mortgage/ charge/ hypothecate or otherwise create an encumbrance, on such terms and conditions and in such form and manner, as it may think fit, whether as Interim or final security, on the whole or substantially the whole or substantially the whole of one or more of the Company's undertakings, (whether by way of equitable or registered mortgage) including its movable and immovable properties, against Working Capital facilities, Non-Convertible Debentures (NCD), Rupee Short Term Loans, Rupee Long Term Loans, Corporate Loans, External Commercial Borrowings and Standby Letter of Credit obtained/ to be obtained, together with interest thereon, at the respective rates agreed, additional/ further/ compound interest in the event of default, commitment charges, premium (if any) on redemption, all other costs, charges and expenses and all other monies payable by the Company to Security Trustees for Joint Consortium Lenders, Financial Institutions, Banks, NCD subscribers and other lenders in terms of the letter of sanction and/or Loan agreement(s) or any other deeds or documents as are entered into by the Company or any modification in respect of the said Loans.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or an authorized committee thereof be and is hereby authorised to finalise the manner and method and all necessary agreements, deeds and documents and subsequent modifications thereto, for creating the aforesaid mortgage and/or charge etc. and to do all such acts, deeds, matters and things as may be necessary desirable or expedient for the purpose of giving effect to the resolution.”

///CERTIFIED TRUE COPY///

For Jain Irrigation Systems Ltd.

A V Ghodgaonkar  
Company Secretary



# SOLOMON & Co.

ADVOCATES & SOLICITORS  
(ESTD. 1909)

Ref. No.: 738.85A/1334/2014

25<sup>th</sup> September, 2014

## SCRUTINIZER'S REPORT

To  
The Chairman  
**Jain Irrigation Systems Limited**  
Jain Plastic Park, N.H. No. 6  
Jalgaon, Maharashtra  
Pin Code - 425 001

### Sub: Scrutiny Report for Passing of Resolution by Postal Ballot

Dear Sir,

1. I, Aaron Solomon, Practicing Advocate, Solicitor and Partner at Solomon & Co., Advocates & Solicitors, was appointed as the Scrutinizer by the Board authorized Sub-Committee of Jain Irrigation Systems Limited ("Company") on 11<sup>th</sup> August, 2014 for the Postal Ballot Poll held pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, for the purpose of passing resolutions as contained in Notice of Postal Ballot dated 14<sup>th</sup> August, 2014.
2. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's Circular No. CIR/CFD/DIL/6/2012, dated 13<sup>th</sup> July, 2012 as amended by its Circular No. CIR/CFD/POLICY CELL/2/2014, dated 17<sup>th</sup> April, 2014, listed Companies listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since JISL falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.
3. Company accordingly has made arrangements with the System Provider Central Depository Services Limited (CDSL) for providing a system of recording votes of the shareholders electronically through e-voting. The Company has also accordingly made arrangements through its Registrar and Transfer Agent, Bigshare Services Private Limited (RTA) to set up the e-voting facility on the CDSL e-voting website <http://www.evotingindia.com>.
4. Since e-voting facility was provided by CDSL, the details of the e-voting exercised by the shareholders as also the votes exercised through Postal ballots, which were duly scrutinized and processed, were duly complied by the RTA. While the details of the e-voting was provided by the



System Provider namely the CDSL, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

5. On scrutiny, I submit my report as under:

- 2.1 The Company has completed on 14<sup>th</sup> August, 2014, the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members /list of beneficiaries as on 8<sup>th</sup> August, 2014.
- 2.2 Particulars of all the postal ballot forms received from the Members have been entered in a Register separately maintained for the purpose of scrutiny.
- 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- 2.4 The ballot boxes were opened on 23<sup>rd</sup> September, 2014 in my presence.
- 2.5 The postal ballot forms were duly opened and scrutinized in my presence and the shareholding was matched / confirmed with the Register of Members of the Company/ list of beneficiaries as on 8<sup>th</sup> August, 2014.
- 2.6 All postal ballot forms received up to the close of working hours on 22<sup>nd</sup> September, 2014 being the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- 2.7 No Envelope containing postal ballot forms has been received after close of working hours on 22<sup>nd</sup> September, 2014.
- 2.8 I have found 39 incomplete, improperly or incorrectly tick marked Postal Ballot Forms, which are included in the number of invalid postal ballots.
- 2.9 I report that out of 1,37,207 shareholders, 234 shareholders have exercised their vote through e-voting and 809 shareholders have exercised their votes through Postal Ballot Forms, as received

6. A summary of the postal ballot forms received for passing of Ordinary Resolution for the purpose stated in the Notice of the Company dated 14<sup>th</sup> August, 2014 i.e. pursuant to Section 180 (1) (a) of the Companies Act, 2013, for Mortgage / Charge on Movable/ Immovable Properties of the Company, which is given herein below:

i) Summary of Postal Ballot Form Issued & Received by the Company:

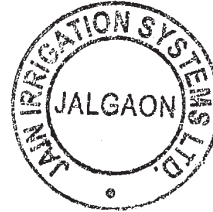
Sr.	Particulars	No. of	No. of	No. of DVR	Paid-up	Total	Voting
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No.		Postal Ballot Forms	Ordinary Equity Shares  (Rs. 2 each)	Shares  (Rs. 2 each & 1/10 <sup>th</sup> Voting Rights as compared to Ordinary Equity Shares)	value of the Equity Shares (In Rs.)	Rights
a.	Total physical postal ballots issued	54489	195150110	4082993	398466206	398874505.3
b.	Total number of physical postal ballots forms received	809	167041793	6057131	334083586	34619782.2
c.	Total number of shareholders casted votes through e- voting	234	115932530	505866	231865060	231966233.2

ii) Summary of Valid & Invalid Postal Ballot Form for Assent and Dissent of the shareholders:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Voting Rights  [No. of Ordinary Equity Share + No. of DVR Shares(i.e. 1/10 <sup>th</sup> Voting Rights as compared to Ordinary Equity Shares)]
a.	Invalid Postal Ballot Forms (as per	39	24161.2



	register)		
b.	Net Valid Postal Ballot Forms (as per register)	770	335270851
c.	Votes with assent for Resolution as a percentage of net valid votes polled	754	167633729 (99.99%)
d.	Votes with dissent for Resolution as a percentage of net valid votes polled	16	1696.5 (0.01%)
e.	Votes with assent for Resolution as a percentage of net valid e-votes	156	11582746 (92.79%)
f.	Votes with dissent for resolution as a percentage of net valid e-votes	31	900370.6 (7.21%)
g.	<b>Total assent on Postal Ballot and e-votes (c + e)</b>	910	179216475 (99.50%)
h.	<b>Total dissent on Postal Ballot and e-votes (d + f)</b>	47	902067.1 (0.50%)

7. I have on reckoning the voting rights of the shareholders on the basis of the paid up value of the ordinary equity shares and differential voting rights of the DVR shares registered in their names, found that the total number of voting rights as per valid votes polled in favour of the resolution through physical ballot and e-voting is 18,01,18,542.1 (Eighteen crores One Lakh Eighteen




Thousand Five Hundred and Forty Two and One Decimal point only) and the percentage of assent of total voting rights in respect of the resolutions is **99.50%** of the total valid votes;

8. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary of the Company, authorized by the Board to supervise the postal ballot process and have briefed the Chairman of the Company about the process and advised the Company to obtain the decision of the Chairman of the Company on the conduct of Postal Ballot for the resolution as contained in the Notice dated 14<sup>th</sup> August, 2014.
9. You may accordingly arrange to declare the results of the voting by Postal Ballot.

Place: Mumbai

Date: 25<sup>th</sup> September, 2014.

**For SOLOMON & CO.**  
Advocates & Solicitors

  
for Aaron J. Solomon  
Partner

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[aaron.solomon@slmnc.co.in](mailto:aaron.solomon@slmnc.co.in)

**CERTIFIED TRUE COPY**  
**For Jain Irrigation Systems Ltd**

  
(V. Ghodgaonkar)  
Company Secretary.