

JISL/CS/2016/09

3rd September, 2016

To,
BSE Ltd
Corporate Relationship Department,
1st Floor, New Trading Wing Rotunda
Building, P.J. Tower,
Dalal Street,
Mumbai – 400 001

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

FaxNo.022-22723121/ 22722037(Day)
022-22721072 (Night)
Email: corp.relations@bseindia.com

Fax No. : 022-26598237/38
Email: cc@nse.co.in

Sub : Notice of 29th AGM along with Explanatory Statement.

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

Dear Sir/Madam,

In continuation to our letter No. JISL/CS/2016/08 dated 28.08.2016, enclosed herewith please find copy of Notice convening 29th Annual General Meeting to be held on Friday, 30th September, 2015 along with Explanatory Statement u/s 102(1) of the Companies Act, 2013 together with Postal Ballot in lieu of evoting, 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**



JAIN®

Jain Irrigation Systems Ltd.

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; CIN: L29120MH1986PLC042028
 E-mail: jisl@jains.com; Visit us at: www.jains.com

POSTAL BALLOT FORM in lieu of e voting (For Business at the 29th AGM)

Serial No.:

- 1) Name(s) of Member(s) :
(Including Joint-holders, if any)
- 2) Registered Address of the Sole/
First named Member :
- 3) Registered Folio No./
DP ID No.*/ Client ID No.* :
(*Applicable to investors holding
Shares in dematerialized form)
- 4) Number of Shares held: **Ordinary Equity** **DVR**
(on 27th August, 2016)
- 5) I/We hereby exercise my/our vote through Postal Ballot in respect of the following Resolutions stated in the Notice dated 28th August, 2016 convening the **29th Annual General Meeting** of the Company to be held at **11.00 AM on Friday, 30th September, 2016** at Registered office of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below

Item No.	Description	Type of Business/ Resolution	No. of Shares held		I/We assent to the Resolution		I/We dissent to the Resolution	
			Ordinary Equity	DVR Equity	Ordinary Equity	DVR Equity	Ordinary Equity	DVR Equity
1	Adoption of the Audited Accounts for the year ended 31 st March, 2016	Ordinary Business						
2	Declaration of Dividend on Ordinary and DVR Equity Shares of ₹ 2 each	Ordinary Business						
3	Re-appointment of a Director in place of Shri Atul B. Jain (DIN 00053407), who retires by rotation	Ordinary Business						
4	Reappointment of Statutory Auditors of the Company	Ordinary Business						
5	Ratification of remuneration of Cost Auditor of the Company for FY 2017	Special Business/ Ordinary Resolution						
6	Alteration of select clauses of Articles of Association	Special Business/ Special Resolution						
7	To ratify the Disclosure under Regulation 73 (1) (e) of SEBI (ICDR), Regulations, 2009 in respect of already allotted 36.20 million CCDs to Mandala Rose Co-Investment Limited, Mauritius.	Special Business/ Ordinary Resolution						

Place : _____

Date : _____



Signature

INSTRUCTIONS

- 1) A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached **prepaid Business Reply self-addressed envelope attached. Postage will be borne and paid by the Company.** Envelopes containing Postal Ballots, if deposited in Person at Registered Office of Company or if sent by courier at the expense of the Member, shall also be accepted.
- 2) The self-addressed envelopes bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
- 3) This form should be completed and signed by the Member. In case of joint shareholding, this form should be completed and signed [as per the specimen signature(s) registered with the Company / furnished by the Depositories] by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of Member may vote on the Postal Ballot mentioning the Registration No. of the POA or enclosing an attested copy of POA.
- 4) Unsigned, incomplete, improperly or incorrectly marked Postal Ballot forms will be summarily rejected at the discretion of scrutinizer.
- 5) The exercise of vote by Postal Ballot is not permitted through proxy. There will be only one Postal Ballot Form for every folio /client ID irrespective of the number of Joint Member(s).
- 6) Duly completed Postal Ballot forms should reach the Company not later than by the close of working hours on **Tuesday, 27th September, 2016.** Postal Ballot forms received after this date will be strictly treated as if the reply from such Members has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before **Tuesday, 27th September, 2016** providing sufficient time for postal transit.
- 7) In the case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot form should be accompanied by a certified true copy of the relevant Board Resolution /Authorisation.
- 8) Voting rights shall be reckoned in proportion to a Member's share of the Paid-Up Share Capital of the Company as on **27th August, 2016** or as per terms of issue for DVR Equity.
- 9) Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed postage prepaid Business Reply envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 10) The result on resolutions shall be declared on or after the date of **29th AGM i.e. 30th September, 2016** and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The result declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.jains.com) and would also be communicated to the BSE Ltd and the National Stock exchange of India Ltd.
- 11) **As you have not registered your email id with Company or your Depositories or RTA agent of the Company i.e. Link Intime India Pvt. Ltd. and hence the option to cast the vote through e-voting system is not provided in terms of Companies (Management and Administration) Rules, 2014.**





NOTICE

NOTICE IS HEREBY GIVEN THAT 29th ANNUAL GENERAL MEETING OF SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LIMITED SHALL BE HELD ON FRIDAY, 30th SEPTEMBER, 2016 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT JAIN PLASTIC PARK, N.H. NO. 6, BAMBHORI, JALGAON 425001 TO TRANSACT THE FOLLOWING BUSINESS;

ORDINARY BUSINESS

- To receive, consider and adopt the Accounts for the year ended 31st March, 2016 (including Balance Sheet as at 31st March, 2016 and Consolidated Balance Sheet as at 31st March, 2016, Cash Flow Statement and Profit & Loss account and Consolidated Profit & Loss account for the year ended on even date) together with Schedules, Notes thereon and the reports of Board of Directors and Auditors thereon.
- To declare a Dividend on Ordinary and DVR Equity Shares of ₹ 2 each as follows

Sr. No.	Particulars of Equity Shares	Amount (₹)*
1	25% (₹0.50 per share) on 457,219,978 Ordinary Equity Shares of ₹ 2 each	228,609,989
2	25% (₹ 0.50 per share) on 19,294,304 DVR Equity Shares of ₹ 2 each	9,647,152
Total (Excluding applicable Dividend Distribution Tax)		238,257,141

* Figures may change as per holdings on Record Date fixed for determining eligibility of Dividend.

- To appoint a Director in place of Shri Atul B. Jain, who retires by rotation and being eligible, offers himself for reappointment as Director.

Re-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 provisions of Section 139(1), 2nd proviso to Section 139(2) and other applicable provisions, if any, of the Companies Act, 2013 THAT M/s Haribhakti & Co, Chartered Accountants, Mumbai the retiring Statutory Auditors of the Company be and are hereby re-appointed as Statutory Auditors of the Company up to the conclusion of the 30th Annual General Meeting on remuneration as may be decided between Managing Director and Partner of Haribhakti & Co., and the reimbursement of out of pocket expenses as may be incurred during the course of the audit".

SPECIAL BUSINESS

To ratify remuneration of Cost Auditor for Financial Year ending 31st March, 2017:

- 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 the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the consent of the Company be and is hereby accorded to ratify the action of the Board of Directors of the Company of approving recommendation of Audit Committee for remuneration of ₹ 500,000 of M/s D. C. Dave & Co., Cost Auditor(s) to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2017.

Alteration of select clauses of Articles of the Company

- 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 THAT pursuant to the provisions of Section 5 and 14 and other applicable provisions of the Companies Act, 2013 and with immediate effect the Articles of Association of the Company be and are hereby authorized to be amended as under:

Sr.	Particulars of Amendment	Article Reference for Amendments
1	Article 2- Definitions amended inserted or deleted	Act, Additional Director, Affiliates, Annual General Meeting, Applicable Law, Appointment Event, Auditors, Beneficial Owner, Board, Business Days, Consent, Control, Depository, Depositories Act, DVR Shares, Electronic Voting System, Equity Warrants, Equity Securities, EDRs, ESOP, General Meeting, Food Documents, Founders, Fully Diluted Basis, Government Authority, Governmental Approval, Internal Auditor(s), Investor(s), Investor Equity Shares, Jain Foods, Jain NBFC, Mandala, Mandala Director, Mandala Observer, Mandala Rose Co-Investment Limited, Members, Minimum Required Shareholding, Mount Kellett Group, Ordinary Resolution, Postal Ballot, Promoters, Records, Relative, Related Party, Share, Stock Exchange, Subsidiary,
2	Articles deleted pursuant to shareholding of "Mount Kellett Group" falling below the threshold of "Minimum Required Shareholding".	6B, 88(b), 111A, 149A
3	Articles amended or inserted pursuant to Debenture Subscription Agreement (DSA) entered into with Mandala Rose Co-Investments Limited, Mauritius, dated 14 th December, 2015.	111B,



Sr.	Particulars of Amendment	Article Reference for Amendments
4	Articles amended or inserted pursuant to the provisions of the Companies Act, 2013 or other Regulatory changes.	1, 3, 7, 8, 9, 10, 11, 12, 14, 15, 16, 17, 18, 19, 21, 22, 23, 25C, 26, 27, 28, 29, 30, 32, 34, 35, 36, 39, 40, 41, 43, 44, 45, 46, 48, 50, 50A, 51, 52, 53, 55, 56, 58, 59, 62, 64, 67b, 68, 69, 71, 72, 73, 74, 75, 76, 78, 80, 82, 84, 85, 86, 87, 88, 89, 91, 93, 94, 95, 96, 97, 99, 101, 103, 104, 105, 106, 107, 108, 109, 110, 110A, 111, 112, 113, 114, 115, 116, 117, 118, 119, 119A, 121, 122, 123, 124, 124A, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 137A, 138, 139, 140, 141, 142, 143, 144, 145, 145A, 145B, 145C, 145D, 146, 148, 149, 150, 151, 152, 152A, 152B, 153, 154, 155, 156, 158, 159, 161, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 178, 182, 183, 184

RESOLVED FURTHER THAT any one of the Director(s) of the Company or Shri. A. V. Ghodgaonkar, Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds and things necessary to give effect to the aforesaid resolution on behalf of the Company.

To ratify the Disclosure under Regulation 73 (1) (e) of SEBI (ICDR), Regulations, 2009 in respect of already allotted 36.20 million CCDs to Mandala Rose Co-Investment Limited, Mauritius:

7. 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** further to the Special Resolution passed at the Extra Ordinary General Meeting of the Company held on 3rd December, 2015, approving the preferential allotment of 36.20 million Compulsorily Convertible Debentures (CCDs) of ₹ 80 each, and, pursuant to the "conditional approval" under Regulation 28(1) of SEBI (LODR), Regulations, 2015 by the Bombay Stock Exchange and, applicable SEBI (ICDR) Regulations, 2009 and, other applicable law and receipt of subscription money as well as completion of allotment of 36.20 million CCD's on 11th March, 2016, **THAT** ratification of Shareholders be and is hereby given to the disclosures of Ultimate Beneficial Owner (UBO) of Mandala Rose Co-Investment Limited, (Allottee), Mauritius as per details in the Explanatory Statement (attached) as declared by them to the Company under Regulation 73(1)(e) of SEBI (ICDR), Regulations, 2009 and already shared with Stock Exchanges.

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

Sd/-

Place : Jalgaon
Date : 28th August, 2016
Regd. Office: Jain Plastic Park, N.H. No.6, Bambhori, Jalgaon - 425 001. (M.S.)

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.

- The Register of Members and related transfer books of the Company shall be closed from **Monday, 19th September, 2016 to Friday, 30th September, 2016 (both days inclusive).**
- Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed herewith.
- The documents mentioned in the Notice and Explanatory Statement shall be available for inspection at Registered Office of the Company upto the date of the meeting on all working days, except Saturday, between 11:00 AM and 1:00 PM till the conclusion of the meeting.
- 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 2007-08, from time to time on due dates, to the Investor Education and Protection Fund. The unclaimed/unpaid dividend data are also uploaded on the web site of the Company.

The details of unclaimed dividend as on 31st March 2016 are as follows.

Sr. No.	Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2016	Due date for transfer to IE&PF (on or before)
1	2008-09	30.09.2009	29.09.2016	623,015.00	28.10.2016
2	2009-10	29.09.2010	28.09.2017	1,155,645.00	27.10.2017
3	2010-11	30.09.2011	29.09.2018	1,806,742.00	28.10.2018
4	2011-12	21.09.2012	20.09.2019	2,170,526.00	19.10.2019
5	2012-13	27.09.2013	26.09.2020	1,213,071.00	25.10.2020
6	2013-14	26.09.2014	25.09.2021	1,486,842.50	24.10.2021
7	2014-15	30.09.2015	29.09.2022	1,605,143.00	28.10.2022

- The dividend, if declared/approved at the ensuing Annual General Meeting, will be paid on or after **7th October, 2016** to those shareholders or their mandate whose:
 - Names appear as Beneficial Owners as at the end of the business hours on **16th September, 2016** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the Shares held in electronic form.
 - Names appear as members in the Register of Members of the Company after giving effect to valid share transfer in physical form lodged with the Company/its Registrar and Transfer Agent (RTA) on or before **16th September, 2016.**
- Members are requested to send all their documents and communications pertaining to any class of (Ordinary Equity and DVR Equity Shares of the Company) shares to **Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound,**



L.B.S. Marg, Bhandup (West), Mumbai-400078 for both physical and demat segments. Please quote on all such correspondence – **“Unit - Jain Irrigation Systems Limited”** For Shareholders queries - Telephone No. 022-25963838, Fax: 022-25946969, E-mail ID: **rnt.helpdesk@linkintime.co.in**; Web: **www.linkintime.co.in** or Company's E-mail ID: **investor.corr@jains.com**

9. 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.
10. Members are requested to notify change in address, if any, immediately to Link Intime India Private Limited quoting their folio numbers.
11. **In terms of circular issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish self-certified copy of PAN card for all the above mentioned transactions.**
12. **It is observed that few members have still not surrendered their old Share Certificates for Equity Shares of ₹ 10/- each for exchange with the new Share Certificates for Equity Shares of ₹ 2/- each. They are once again requested to surrender the Share Certificates for Equity Shares of ₹ 10/- each at the Registered Office of the Company so as to enable the Company to do the needful.**
13. **To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends. NECS Form is attached to the Notice to the members for providing details, if not provided.**
14. Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purpose unless member has requested for a physical copy of the Annual Report.
15. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report 2015-16 will also 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 11:00 AM to 1:00 PM on working days except Saturday till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making the request for the same, by post free of cost. For any communication, the Shareholders may also send requests to the Company's investor E-mail ID : **investor.corr@jains.com**.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Non-Resident Indian Members are requested to inform RTA/ Company immediately the change in their residential status on return to India for permanent settlement and also inform the particulars of their bank account maintained in India with complete name of bank, branch address, account type and account number, if not furnished earlier.
18. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice under

sr. no 20 below. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members separately.

19. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote their behalf at the Meeting.
20. Information and other instructions relating to e-voting are as under:
 - a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - b) **The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.**
 - c) The Company have engaged the services of Central Depository Services (India) Ltd, Mumbai ("CDSL") as the Agency to provide e-voting facility.
 - d) The Board of Directors of the Company have appointed Mr. Aaron Solomon, Solomon & Co., Calcot House, 3rd Floor, 8/10 M.P. Shetty Marg (Tamarind Street) Fort, Mumbai-400023, as Scrutinizer to scrutinize the Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - e) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of demat shareholding) as on the cut-of date i.e. **Friday, 23rd September, 2016**.
 - f) A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut-of date, i.e. **Friday, 23rd September, 2016** only shall be entitled to avail the facility of remote e-voting.
 - g) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and is holding shares as on the cut-of date i.e. **Friday, 23rd September, 2016**, may obtain the User ID and password in the manner as mentioned below:
 - i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to NSDL/CDSL- Example for NSDL: MYEPWD IN12345612345678 Example for CDSL: MYEPWD 1402345612345678 Example for Physical: MYEPWD XXXX1234567890.
 - ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of www.evotingindia.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii) Member may send an e-mail request to e-voting. helpdesk. evoting@cdslindia.com. If the member is already registered with www.evotingindia.com, e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.



h) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: **From 9.00 a.m. (IST) on 27th September, 2016.**

End of remote e-voting : **Upto 6:00 PM (IST) on 29th September, 2016.**

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

i) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days after conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.jains.com. The results shall simultaneously be communicated to the Stock Exchanges.

j) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **30th September, 2016.**

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

(i) The voting period begins on **9.00 a.m. (IST) on 27th September, 2016 and ends on 6:00 PM (IST) on 29th September, 2016.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 23rd September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

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

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

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

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant "**Jain Irrigation Systems Limited**" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.





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

SPECIAL BUSINESS

Item No. 5 - To ratify remuneration of Cost Auditor for Financial Year ending 31st March, 2017.

Audit Committee/Board of Directors of the Company has appointed M/s D. C. Dave & Co. as Cost Auditor of the Company for conducting cost audit of FY 2016-17. Board of Directors of the Company have approved on the recommendation of the Audit Committee of the Company to pay remuneration of ₹ 500,000 to M/s. D. C. Dave & Co. Authority of approving the remuneration of Cost Auditors lies with the Shareholders of the Company and, hence, the Board of Directors of the Company have 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 of the Company are interested in the resolution placed before the meeting directly or indirectly.

Item No. 6 - Alteration of select clauses of Articles of the Company

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.

Company had provided some of the rights to "Mount Kellett entities (MKCP Institutional Investor (Mauritius) II Ltd., Lantau Institutional Investor (Mauritius) Ltd., and Vista Institutional Investor (Mauritius) Ltd)" by altering AOA at EGM held in November, 2012 on a precondition of MK entities holding Minimum Required Shareholding. However, shareholding of Mount Kellett entities has fallen below the limit of "Minimum Required Shareholding" and hence the clauses containing their rights are required to be deleted.

On 3rd December, 2015 the Shareholders have in an EGM approved the offer, issue and allotment of upto 36.20 million Compulsorily Convertible Debentures (CCDs) to Mandala Rose Co-Investments Limited, Mauritius (SPV of Mandala Group) at a price (including the securities premium) of ₹ 80 per share (convertible on or before 18 months from the date of issue). Inter alia, among other conditions post the closing of the transaction is to amend the Articles of the Association to give some information rights etc. to investor ("Mandala"). Accordingly the closing has happened on 11th March 2016 and the allotment of Compulsorily Convertible Debentures was completed on 11th March, 2016. Hence, it is now proposed to amend the Articles of Association as undertaken by Company.

The Companies Act, 2013 has replaced the Companies Act, 1956 and majority of its provisions are now effective and the SEBI (LODR), 2015 has come into force w.e.f. 1st December, 2015. The Articles of Association of the Company contain specific clauses of the Companies Act, 1956 and Listing Agreement, both of which are sought to be replaced. Hence, it is now necessary to alter the references to old Laws, Regulations and include new provisions of the Companies Act, 2013 and SEBI (LODR), 2015 in the Articles of Association.

The details of amendments are mentioned in the Resolution at the item 6 of Notice, however, the changes are also available to inspect 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 September, 2016 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 of the Company are interested in the resolution placed before the meeting directly or indirectly.

Item No.7 - To ratify the Disclosure under Regulation 73 (1) (e) of SEBI (ICDR), Regulations, 2009 in respect of already allotted 36.20 million CCDs to Mandala Rose Co-Investment Limited, Mauritius.

The Company had obtained consent of Shareholders of the Company by way of Special Resolution passed at EGM dated 3rd December, 2015 to issue and allot upto 36.20 million Compulsorily Convertible Debentures (CCDs) to Mandala Rose Co-Investment Limited, Mauritius. The Company has obtained "in-principle" approval from BSE and NSE on 25th February, 2016 and 4th March, 2016 respectively, under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and on receipt of the subscription monies on 11th March, 2016 has completed allotment of 36.20 million CCD's to the Allottee on 11th March, 2016.

While granting the approval the Bombay Stock Exchange had obtained an undertaking from the Company, where they have mandated the Company to disclose the identity of Ultimate Beneficial Owner (UBO) of the Allottee to the Shareholders and get it ratified by the Shareholders before seeking Listing and Trading approval for the Equity Shares arising out of conversion option of the CCD's, so as to be in compliance with Regulation 73(1)(e) of SEBI (ICDR) Regulations, 2009.

Hence, the disclosure as received from the Allottee of the CCDs in the following paragraphs, under Regulation 73(1)(e) of SEBI (ICDR), Regulations, 2009 is being shared with the Members.

Mandala Rose Co-Investment Limited, Mauritius is the Allottee, wherein 41.67% is held by Mandala Food Co-Investment Holdings SPV, Mauritius (1st level SPV) and wherein 100% is held by The Board of Regents of the University of Texas System (2nd level SPV).

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

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

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

Sd/-

A V Ghodgaonkar
Company Secretary

Jalgaon
28th August, 2016



Explanatory Statement

Left Intentionally Blank





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.

Ordinary Equity Shares

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

DVR Equity Shares

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

I/ we hereby record my/ our presence at the **29th Annual General Meeting** of the Company being held on **Friday, 30th September, 2016** 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

[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:

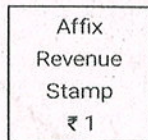
1.	Name		E-mail	
	Address		Signature	
or failing him				
2.	Name		E-mail	
	Address		Signature	
or failing him				
3.	Name		E-mail	
	Address		Signature	

as my/ our proxy to attend and vote (on a poll at the meeting) for me/ our behalf at the **29th Annual General Meeting** of the Company, to be held on **Friday, the 30th September, 2016** 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 the Audited Accounts for the year ended 31 st March, 2016
2	Declaration of Dividend on Ordinary and DVR Equity Shares of ₹ 2 each
3	Re-appointment of a Director in place of Shri Atul B. Jain (DIN 00053407), who retires by rotation
4	Reappointment of Statutory Auditors of the Company
5	Ratification of remuneration of Cost Auditor of the Company for FY 2017
6	Alteration of select clauses of Articles of Association
7	To ratify the Disclosure under Regulation 73 (1) (e) of SEBI (ICDR), Regulations, 2009 in respect of already allotted 36.20 million CCDs to Mandala Rose Co-Investment Limited, Mauritius:

Signed this _____ day of September, 2016

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 29th Annual General Meeting.
- (3) Please complete all details including details of member(s) in above box before submission.

