



Jain Irrigation Systems Ltd.

Small Ideas. Big Revolutions.®

"Leave this world better than you found it."

Founder - Bhavarlal H. Jain (1937 - 2016)

JISL/CS/2017/08

24.08.2017

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: Postal Ballot Notice

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

In continuation to our letter No. JISL/CS/2017/08 dated 14.08.2017, enclosed herewith please find copy of Notice of Postal Ballot along with Explanatory Statement u/s 110 of the Companies Act, 2013, pursuant to the provisions of Section 110 of the Companies Act, 2013 and the relevant Rules made there under for seeking approval of the Shareholders for renewal / enhancement of Mortgage /Change on select Immovable Properties / Movable Properties of the Company under section 180(1)(a) of Companies Act, 2013.

Please receive the above in order and acknowledge.

Thanking you

Yours faithfully,

For Jain Irrigation Systems Ltd

A V Ghodgaonkar
Company Secretary

Regd. Off.: 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; Visit us at: www.jains.com

CIN: L29120MH1986PLC042028





Regd. Office: Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon - 425 001. (M.S.) India.
 Tel: +91-257-2258011; Fax: +91-257-2258111; CIN: L29120MH1986PLC042028;
 E-mail: jist@jains.com, shares@jains.com; Visit us at: www.jains.com

POSTAL BALLOT FORM

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**
(on 18th August 2017) **DVR Equity**

- 5) I/ we hereby exercise my/ our vote in respect of the **Special Resolution** to be passed through Postal Ballot for the business stated in the Notice of the Company dated **24th August 2017** by conveying my/ our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate boxes below;

Item No.	Description	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	Renewal/ enhancement of Mortgage/ Charge on select Immovable Properties/ Movable Properties of the Company						

Place :

Date :



Signature of the Member

INSTRUCTIONS

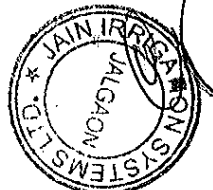
Instructions for those voting by physical ballot in lieu of e-voting

- 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/ Committee 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.
- 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 **26th September, 2017**. 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 **26th September, 2017** 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 on the date of dispatch of the Notice 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 Scrutinizer's decision on the validity of Postal Ballot shall be final. The result of voting on the resolution will be declared at the Registered Office of the Company on or before **28th September, 2017**. The result will thereafter be published in newspapers, for the information of the Members.

Encl: - Postage prepaid envelope.

THE INSTRUCTIONS FOR E-VOTING

- i) The voting period begins on **28th August, 2017 09.00 AM and ends on 26th September, 2017 06.00 PM.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **18th August, 2017** 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
 - a. For CDSL: 16 digits beneficiary ID,



- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. 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) <ul style="list-style-type: none"> 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. <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 (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**.



POSTAL BALLOT NOTICE

DEAR MEMBER(S),

NOTICE IS HEREBY GIVEN THAT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (THE "ACT"), READ WITH THE RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (THE "RULES"), THE COMPANY IS SEEKING YOUR APPROVAL FOR THE BELOW RESOLUTION IN RELATION TO THE MATTER DETAILED IN THE ATTACHED EXPLANATORY STATEMENT.

Company intends to renew/enhance existing charge/mortgage on its movable and immovable properties to avail financial assistance from Joint Consortium lenders and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Company requires the approval of the Shareholders by way of a Special Resolution. Further, pursuant to the provisions of Section 110 of the Act, read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules), the approval of the Shareholders for the above purpose is required to be obtained by way of Postal Ballot only.

The Company is therefore seeking your consent for the said proposal as contained in the Special Resolution below. The proposed resolution, along with the Explanatory Statement setting out the material facts and reasons thereto, are appended and a Postal Ballot Form is attached for your consideration.

The Company has appointed Mr. Aaron Solomon, Partner of Solomon & Co. Mumbai, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner and in accordance with the provisions of the Act and Rules made thereunder.

Members are advised to read carefully the instructions printed on the Postal Ballot Form sent to them along with the Notice and return the said form duly completed, (not in case of e-voting) in the enclosed postage pre-paid-self-addressed envelope. Rule 22 (3) (e) of the Rules specify that any consent or otherwise received after thirty (30) days from the date of issue of this notice shall be treated as if the reply from the member has not been received. We, therefore request you to please return the Postal Ballot Form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before **26th September, 2017**. The Scrutinizer will submit his report to the Chairman after completion of scrutiny and the results of the Postal Ballot will be announced on or before **28th September, 2017** at the Registered Office of the Company.

The Results will be communicated to the BSE Limited and National Stock Exchange of India Limited. The results will also be posted on the Company's website www.jains.com and published in the newspapers for the information of Members.

The Resolution will be deemed to have been passed on the date of declaration of the results of the Postal Ballot, if approved by the requisite majority, based on Scrutinizer's report.

Renewal/ enhancement of Mortgage/ Charge on select Immovable Properties/ Movable properties of the Company

1) To consider and, if thought fit, to pass with or without modifications, as may be practical and permissible, the following resolution as Special Resolution:

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company pursuant to 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 renew/enhance mortgage/charge/hypothecate or otherwise create an encumbrance, and borrow additional up to ₹ 500 crores 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, including its movable and immovable properties, against Working Capital facilities, 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 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 renewing/ enhancing 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."

By order of Board of Directors
For Jain Irrigation Systems Ltd.

Sd/-

Jalgaon
24th August, 2017

A.V. Ghodgaonkar
Company Secretary

NOTES:

An Explanatory Statement pursuant to Section 102 (1) of the Act in respect of the Resolution set out is enclosed.

The notice is being sent to all the Members whose names appear on the Register of Members /list of beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited on **18th August, 2017**.

Voting rights shall be reckoned on the paid-up value of the Equity Shares/DVR Shares registered in the name of the Members as on **18th August, 2017**.



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

ITEM NO.1

The Company through the Board of Directors borrows from time to time and within the limits prescribed for by Shareholders. To borrow from Term Lenders the Company has to create charge/mortgage on its immovable and movable properties, (whether equitable or registered) including the equipment attached to the earth. Generally, the working capital lenders in addition to hypothecation of stocks and receivables, generally seek an additional second charge on the fixed assets of the Company.

The resolution seeks the permission of Shareholders for renewal/enhancement of mortgage/charge/ encumbrance on assets/ undertakings as is required under the provisions of Section 180(1)(a) of the Companies Act, 2013 and a possible disposal on invocation of the security by the lenders if any. Although, creation of such charge on assets of the Company does not by itself amount to "disposal" as is interpreted by various Courts, there is an alternative view which is prevalent in India, hence as a matter of abundant caution the approval of Shareholders is sought through Postal Ballot as per Companies (Management and Administration) Rules, 2014.

The Company had created 2nd charge in favour of Security Trustees for consortium on it's assets in 2016 for ₹ 2,866 crores. The following charges need to be created now,

Sr. No.	Name of Trustee/ Lender(s)	Nature of facility	Amount (₹ In Crores)		Nature of Charge
			FY 2017	FY 2018	
1	IDBI Trusteeship Services Ltd	Working Capital Facilities (Fund Based +Non Fund Based) Renewal	3,285	upto 3,450	First pari passu charge on current assets and Second pari passu Charge on movable & immovable assets

The Company has appointed IDBI Trustee Services Ltd as Security Trustee for Consortium of Working Capital Bankers led by State Bank of India, CAG Branch, Bandra Kurla Complex, Bandra (East), Mumbai and Consortium has/is expected to enhance/renew WC Facilities to ₹ 3,285 Crores (FY 2017/ FY2018) and Company needs to secure the facilities by creating first pari passu charge on current assets and second pari passu charge on movable & immovable assets for the enhanced/renewed Working Capital facilities as and when they are in place.

Proposed borrowings for refinancing

Sr. No.	Name of Trustee/ Lender(s)	Nature of facility	Amount (₹ in Crores)	Nature of Charge
1	Any Lender/ Subscriber	Non- Convertible Debentures/ Rupee Short Term Loans/ Rupee Long Term Loans/ Corporate Loans/ External Commercial Borrowings/ SBLC	500.00	Mortgage or specific charge on exclusive or pari passu basis

The Company intends to raise a further amount of Rs. 500 Crores by way of Non-Convertible Debentures/ Rupee Short Term Loans/ Rupee Long Term Loans/ Corporate Loan/ External Commercial Borrowings/ Standby Letter of Credit for refinance of Rupee or foreign Currency loans as the case may be, to reduce cost and realign maturity dates in line with cash flows within the available security. Hence, as the opportunity arises Company shall tie up the loans and offer adequate security to prospective lenders for the same as per terms agreed with them. This is just an enabling authority for security creation in case need arises.

The Company had obtained similar authority in 2014 but never implemented the decision to raise funds.

The Directors recommend 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 order of Board of Directors
For Jain Irrigation Systems Ltd.

Sd/-
A.V. Ghodgaonkar
Company Secretary

Jalgaon
24th August, 2017

