

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: Notice of 30th AGM along with Explanatory Statement

**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 convening 30th Annual General Meeting to be held on Thursday, 28th September, 2017 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 receive the above in order and acknowledge.

Thanking you

Yours faithfully,
For Jain Irrigation Systems Ltd



A V Ghodgaonkar
Company Secretary



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 in lieu of e-voting (For Business at the 30th 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 Equity**.....
(on **18th August, 2017**)
- 5) I/We hereby exercise my/our vote through Postal Ballot in respect of the following Resolutions stated in the Notice dated **24th August, 2017** convening the **30th Annual General Meeting** of the Company to be held at **11.00 AM on Thursday, 28th September, 2017** 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 Financial Statements for the year ended 31 st March, 2017	Ordinary Business						
2	Declaration of Dividend on Ordinary Equity Shares and DVR Equity Shares of ₹ 2 each	Ordinary Business						
3	Re-appointment of a Director in place of Shri Ajit B. Jain (DIN 00053299), 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 2018	Special Business/ Ordinary Resolution						
6	Payment of commission to Independent/Non-Executive Directors	Special Business/ Special Resolution						

Place : _____

Date : _____ September, 2017

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, 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 **Tuesday, 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 as on **18th August, 2017** 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 **30th AGM i.e. 28th September, 2017** 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 30th ANNUAL GENERAL MEETING OF SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LIMITED SHALL BE HELD ON THURSDAY, 28th SEPTEMBER, 2017 AT 11:00 AM AT REGISTERED OFFICE OF THE COMPANY AT JAIN PLASTIC PARK, N.H. NO. 6, BAMBHORI, JALGAON 425001 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Financial Statements for the year ended 31st March, 2017 (including Standalone Balance Sheet as at 31st March, 2017, Consolidated Balance Sheet as at 31st March, 2017, Standalone 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.
- 2) To declare a Dividend on Ordinary Equity Shares and DVR Equity Shares of ₹ 2 each as follows:-

Sr. No.	Particulars of Equity Shares	Amount (₹)
1	37.5% (₹ 0.75 per share) on 460,166,053 Ordinary Equity Shares of ₹ 2 each	345,124,540
2	37.5% (₹ 0.75 per share) on 19,294,304 DVR Equity Shares of ₹ 2 each	14,470,728
Total (Excluding applicable Dividend Distribution Tax)		359,595,268

- 3) To appoint a Director in place of Shri Ajit B. Jain, (DIN-00053299) who retires by rotation and being eligible, offers himself for reappointment as a Director.

Re-appointment of Statutory Auditors*:

- 4) 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 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 for a period of 3 years upto the conclusion of the 33rd Annual General Meeting in 2020 on remuneration as may be decided between Vice-Chairman & Managing Director and Partner of Haribhakti & Co. LLP, and the reimbursement of out of pocket expenses as may be incurred by them during the course of the audit".

SPECIAL BUSINESS

To ratify remuneration of Cost Auditor for Financial Year ending 31st March, 2018.

- 5) 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, 2018.

Payment of Commission to Independent/Non-Executive Directors

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

RESOLVED pursuant to Section 197 and such other provisions of the Companies Act, 2013 as may be applicable THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company in consultation with the Nomination and Remuneration Committee to remunerate the Independent/Non-Executive Directors of the Company by means of a commission upto a level of 1% (One Percent) per annum of net profits calculated under the provisions of Section 198 of the Companies Act 2013 for a period of 5 years beginning 1st April 2017, such that those Independent/Non-Executive Directors who have remained appointed for at least nine months out of twelve months of the financial year shall be eligible for the purpose of receipt of remuneration for the relevant financial year.

RESOLVED FURTHER THAT the inter se amount/ allocation of remuneration for each of the independent/Non-Executive Director shall be decided by the Board of Directors or Nomination and Remuneration Committee based on a pre-defined criteria for each of the financial year to be set out by the Board of Directors and Nomination and Remuneration Committee, which, may include factors like presence of such Director at Board or Committee meetings during the relevant financial year and other similar factors.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary and desirable to give effect to this resolution."

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

Jalgaon
24th August, 2017

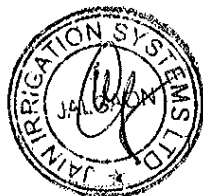
A V Ghodgaonkar
Company Secretary

Notes

- 1) *Haribhakti & Co. LLP, Mumbai, were appointed as Statutory Auditor(s) of the Company for first time on 29th September, 2010. Thereafter they were re-appointed every year at the succeeding AGM for another period of one year, at the end of this ensuing AGM they would have completed 7 years of their appointment. Hence, re-appointment of Haribhakti & Co., LLP, Mumbai, for 3 years is proposed as per the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as well as the legal advice received by the Company.

- 2) 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 and related transfer books of the Company shall be closed from **Monday, 18th September, 2017 to Saturday, 30th September, 2017 (both days inclusive).**
- 3) Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed herewith.
- 4) 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 rule established by the Central Government under Section 124(5) of the Companies Act, 2013. The Company has transferred the unpaid or unclaimed dividend declared upto financial year 2008-09, 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 https://www.nseprimeir.com/z_JISLJALEQS/unclaim.aspx?value=3cYDU7170mvM600MSHCcMw==. The details of unclaimed dividend as on 31st March 2017 are as follows.

Sr. No.	Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2017 (₹)	Due date for transfer to IE&PF (on or before)
1	2009-10	29.09.2010	28.09.2017	1,151,361.00	27.10.2017
2	2010-11	30.09.2011	29.09.2018	1,792,044.00	28.10.2018
3	2011-12	21.09.2012	20.09.2019	2,157,909.00	19.10.2019
4	2012-13	27.09.2013	26.09.2020	1,207,055.00	25.10.2020
5	2013-14	26.09.2014	25.09.2021	1,471,733.50	24.10.2021
6	2014-15	30.09.2015	29.09.2022	1,583,370.50	28.10.2022
7	2015-16	30.09.2016	29.09.2023	1,460,007.00	28.10.2023

The Company may be required to transfer all shares in respect of which dividend(s) has not been paid or claimed by the shareholders for 7 (Seven) consecutive years or more to the demat account of Investor Education and Protection Fund Authority (IEPF Authority) as and when the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 become effective.

Any Shareholder who has not claimed/encashed dividend for last seven consecutive years commencing from the unpaid dividend(s) on Ordinary Equity shares for the financial year 2009-10 and on DVR Equity Shares for the financial year 2011-12 held by him may claim the dividend(s) by making an application to Company Registered Office address or Registrar and Transfer Agent (RTA) of the Company, M/s Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083. Tel No: +91 22 49186000, Fax: +91 22 49186060, email id: iepf.shares@linkintime.co.in. Please provide following details in your application for claiming the dividend: 1. Name of the Company, 2. Folio no. or DP ID Client ID, 3. Name of Shareholder, 4. Contact no., and 5. Email ID. Also provide your self-attested KYC documents like PAN, cancelled cheque leaf and latest utility bill as address proof.

However, in case, the dividend amounts are not claimed within the stipulated time as may be decelerated by IEPF Authority, the Company will be compelled to transfer your shares to IEPF Suspense Account by following the due process as provided/prescribed by IEPF Authority.

- 5) The dividend, if declared/approved at the ensuing Annual

General Meeting, will be paid on or after **6th October, 2017** to those shareholders or their mandate whose:

- a) names appear as Beneficial Owners as at the end of the business hours on **15th September, 2017** 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.
 - b) 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 **15th September, 2017**.
- 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, Vikroli 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.
 - 8) Members are requested to notify change in address, if any, immediately to R & T Agent of the Company i.e. Link Intime India Private Limited, C-101, 247 Park, L B S Marg, Vikroli West, Mumbai-400083, 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. 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.**
 - 10) 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 Ordinary 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.
 - 11) **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.**
 - 12) Electronic copy of the Annual Report 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.
 - 13) Members may note that the Notice of the 30th Annual General Meeting and the Annual Report 2016-17 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 quoting folio/client & DPID.

- 14) 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.
- 15) 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, IFS Code, if not furnished earlier.
- 16) 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 sl no 18 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.
- 17) 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.
- 18) Information and other instructions relating to e-voting are as under:
- 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').
 - 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.
 - The Company has engaged the services of Central Depository Services (India) Ltd, Mumbai ("CDSL") as the Agency to provide e-voting facility.
 - The Board of Directors of the Company has appointed Mr. Aaron Solomon, Partner Solomon & Co., Mumbai, 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.
 - Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **Friday, 22nd September, 2017**.
 - 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-off date, i.e. **Friday, 22nd September, 2017** only shall be entitled to avail the facility of remote e-voting.
 - Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **Friday, 22nd September, 2017**, may obtain the User ID and password in the manner as mentioned below:

- 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 T402345612345678 Example for Physical: MYEPWD XXXX1234567890.
- 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.
- 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.
- The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: **From 9.00 a.m. (IST) on 25th September, 2017**
End of remote e-voting: **Up to 6:00 PM (IST) on 27th September, 2017**
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.
- The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of 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.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **28th September, 2017**.
- Instructions and other information relating to remote e-voting:
 - The voting period begins on **From 9.00 a.m. (IST) on 25th September, 2017** and ends on **Up to 6:00 PM (IST) on 27th September, 2017**. 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 22nd September 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - 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.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - 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.

Shareholder's authorisation to receive dividends through Electronic Credit Clearing Mechanism.

Unit: Jain Irrigation Systems Ltd

Registered Folio No	
Name of the first/sole Shareholder	
Telephone Number, Email id of investor	
Bank Name, Branch Address	
Type of Account, Bank Account Number (As appearing on the Cheque Books)	
Branch Code	
9 digit code number of the Bank and Branch appearing on the MICR cheque issued by the Bank.	

I hereby, declare that the particulars given above are correct and complete. If the payment transaction is delayed or not effected at all for any reasons, including but not limited to incomplete or incorrect information, I will not hold the Company/RTA responsible.

Our Registrar Address : Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083

I, further undertake to inform the Company of any subsequent change(s) in the above particulars.

Signature of the Holder(s): 1) _____ 2) _____ 3) _____ Place: _____ Date: _____

Note: 1) Please fill in the information in CAPITAL LETTERS in ENGLISH ONLY. **2)** Please attach a blank cancelled cheque, or a photocopy (Xerox copy) of a cheque issued to you by your Bank, for verification of the above particulars. **3)** Self certified copy of your Pan Card. **4)** If your shares are in demat form, kindly update the above information at your DP where you have Demat account





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, 2018.

Audit Committee/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 2017-18. 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 approval.

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

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

Item No. 6 - Payment of Commission to Independent/Non-Executive Directors

The profit making companies pay commission on net profits to the Independent/Non-Executive Directors to attract talent to advise the Executive Directors and the management on various policy and business issues.

The earlier Shareholder's mandate on the issue of commission to Independent/Non-Executive Directors has expired in FY 2017. The Independent/Non-Executive Directors of the Company are paid sitting fees of ₹ 50,000 per meeting of Board or Committee attended by them and commission much less than 1% of net profits (calculated under the provisions of Section 198 of the Companies Act, 2013).

Commission paid to Independent/Non-Executive Directors during FY 2012-13 to FY 2016-17 as % of net profits calculated as per Section 198 of the Companies Act, 2013 (erstwhile Section 349 of the Companies Act, 1956)

Sr. No.	Financial Year	% of Profit
1	2012-13	1.00
2	2013-14	-
3	2014-15	0.44
4	2015-16	0.92
5	2016-17	0.53

The Companies Act, 2013 provides for payment of commission on net profits upto 1% per annum to the Independent/Non-Executive Directors of the Company. However, such proposal requires consent of Shareholders through a Special Resolution passed at a General Meeting.

The proposal before the Shareholders is to continue to pay upto 1% of net profits (calculated under the provisions of Section 198 of the Companies Act, 2013) as commission to be shared by all the Independent/Non-Executive Directors of the Company from the FY 2017-18 for a period of 5 years. The actual disbursement may be by way of reimbursement of expenses (including major and regular medical expenses) or by way of annual commission as may be decided by the Board of Directors or Nomination and Remuneration Committee in each of the relevant years from time to time during the currency of the resolution at Item 6 of the Notice.

In view of the above, your directors, therefore, recommend the resolution for your approval. Shri D.R. Mehta, Smt Radhika Pereira, Shri Ghanshyam Dass, Shri V. V. Warty and Shri H. P. Singh may be deemed to be interested in the resolution at item number 6 of the Notice in view of the commission payable to them in terms of the proposal and this may be treated as the abstract of their interest in the Item 6 placed before the Shareholders.

Jalgaon
24th August, 2017

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

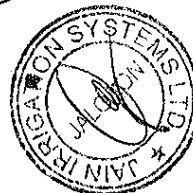
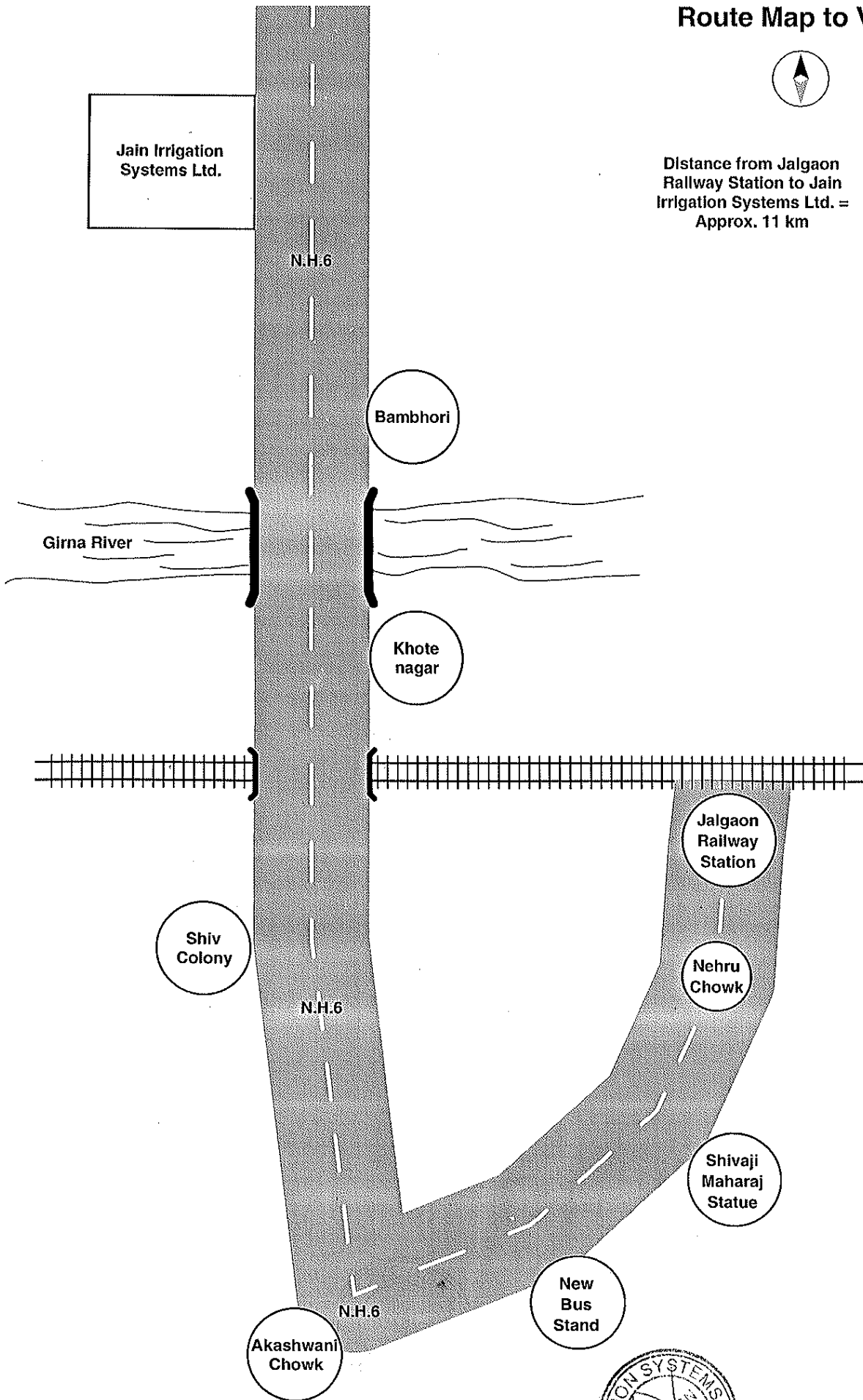
A V Ghodgaonkar
Company Secretary



Route Map to Venue



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





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	

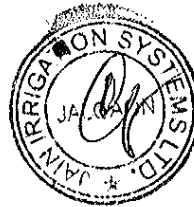
DVR Equity Shares

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

I/ we hereby record my/ our presence at the **30th Annual General Meeting** of the Company being held on **Thursday, 28th September, 2017** 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:

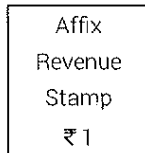
1.	Name		E-mail	
	Address		Signature	
or failing him				
2.	Name		E-mail	
	Address		Signature	
or failing him				
3.	Name		E-mail	
	Address		Signature	

as my/ our proxy to attend and vote (on a poll at the meeting) for me/ our behalf at the **30th Annual General Meeting** of the Company, to be held on **Thursday, the 28th September, 2017** 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	Consider and adopt the Financial Statements (Standalone and Consolidated) for the year ended 31 st March, 2017 together with Schedules, Notes thereon and the reports of Board of Directors and Auditor's thereon.
2	Declaration of Dividend on Ordinary Equity Shares and DVR Equity Shares of ₹ 2 each
3	Reappointment of a Director in place of Shri Ajit B. Jain (DIN 00053299), who retires by rotation
4	Reappointment of Statutory Auditors of the Company
5	Ratify the remuneration of Cost Auditor for Financial Year ending 31 st March, 2018
6	Payment of commission to Independent/Non-Executive Directors

Signed this _____ day of September, 2017

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 30th Annual General Meeting.
- (3) Please complete all details including details of member(s) in above box before submission.

