

JISL/CS/2017/09

28th September, 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.com

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

Sub. : Sub: Disclosure of Voting Results of Postal Ballot dated 24th August, 2017

Dear Sir,

Please refer to our letter No. JISL/SEC/2017/08 dated 24th August, 2017.

Please take notice that Shareholders of the Company have approved the Special Resolution with respect to renewal/enhancement of mortgage/charge on select immovable properties/movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 through Postal Ballot, as per report of Scrutinizer i.e. Mr Aaron Solomon, Practicing Advocate, Solicitor and Partner of Solomon & Co, Mumbai dated 27th September, 2017.

Agenda-wise

Item No.	Subject of Postal Ballot	Resolution	Mode of voting	Remarks
1	Authority for renewal/enhancement of mortgage/charge on select immovable properties/movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013	Special	E-voting and Postal Ballot	The resolution was passed with requisite majority

Attached herewith please find:

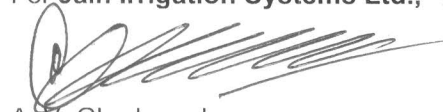
- i) Certified copy of the Resolution passed by way of Postal Ballot on above matter at Annexure A
- ii) Scrutinizer's Report dated 27th September, 2017 at Annexure B

The above results were published and declared at 30th AGM of the Company and the same shall be published in newspapers and through website of the Company also as prescribed.

Please receive the above in order, take on record and acknowledge.

Thanking you,

Yours faithfully,
For **Jain Irrigation Systems Ltd.**,



A. V. Ghodgaonkar
Company Secretary



"Leave this world better than you found it."
Founder - Bhavari H. Jain (1937 - 2016)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LTD THROUGH POSTAL BALLOT.

"**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 Rs. 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."

///Certified True Copy///

For Jain Irrigation Systems Ltd.,

A. V. Ghodgaonkar
Company Secretary

SOLOMON & Co.

ADVOCATES & SOLICITORS
(ESTD. 1909)

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

27th September 2017

Dear Sir,

Sub: Passing of Special Resolution through Electronic and Postal Ballot in lieu of Postal Ballot conducted for the purpose of renewal/ enhancement of mortgage/ charge on select immovable properties/ movable properties of Jain Irrigation Systems Limited ("JISL")

The Board of the Company at its meeting held on 14th August, 2017 had appointed me as Scrutinizer for Postal Ballot including e-voting period beginning from Monday, 28th August, 2017 at 09:00 a.m. and ending on Tuesday, 26th September, 2017 at 05:00 p.m.

JISL accordingly has made arrangements with CDSL (the "System Provider") for providing a system of recording votes of the shareholders electronically through e-voting. The company has also accordingly made arrangements through its Registrar & Transfer Agent, 'Link Intime India Private Limited' ("RTA") to set up the e-voting facility on the System Provider's e-voting website <http://www.evotingindia.com>.

The e-voting results were unblocked by me on 26th September, 2017 in the presence of two witnesses.

JISL through RTA has also uploaded the resolutions together with the explanatory statement on which Postal Ballot including e-voting is required and for generating Electronic Voting Sequence Number ("EVSN") by the System Provider. All necessary formalities in compliance with the requirements specified by System Provider has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated 24th August, 2017 sent to the shareholders by email and registered post. The Register of Members was made up, for the purpose of dispatch of Postal Ballot Notice to the shareholders as on 18th August, 2017.

As stated in clause(v) of sub-rule 4 of Rule 20 under the Chapter on "Management and Administration" Rules as amended by the Ministry of Corporate Affairs on 19th March, 2015, an advertisement was published by the Company in "Times of India," English newspaper and "Sakaal, Jalgaon" Marathi edition newspaper on 27th August, 2017 informing about the

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completion of dispatch of the Postal Ballot Notices, both by registered post and email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I, report that I have received the Postal Ballot forms in lieu of e-voting from the shareholders during the period starting from Monday, 28th August, 2017 till Tuesday, 26th September, 2017. All the Postal Ballot forms received up to 05.00 p.m. on Tuesday, 26th September, 2017, being the last date fixed by the Company for receipt of the ballot forms were considered for my scrutiny.

The Postal Ballots forms received at the Company's address in the name of the Scrutinizer were opened and then taken up for scrutiny by me. During the course of scrutiny of Postal Ballot Forms, I have come across 21 (Twenty One) invalid Postal Ballot Forms and 02 (Two) Postal Ballot Forms were not taken on record as the shareholders holding the same folio numbers had also casted their votes through e-voting facility.

Since e-voting facility was provided by the System Provider, the details of the e-voting exercised by the shareholders as also the votes exercised through Postal ballots, which were duly scrutinized and processed, were duly complied by the RTA.

On scrutiny, I report that out of 1,87,971 (One Lakh Eighty Seven Thousand Nine Hundred and Seventy One) shareholders, 4,559 (Four Thousand Five Hundred and Fifty Nine) shareholders have exercised their vote through e-voting and 324 (Three Hundred and Twenty Four) shareholders have exercised their votes through Postal Ballot Forms. The details of polling results for the item placed for consideration by the members which is hereby enclosed as **Annexure 'A'**:

RESULTS:

Item No. 1

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

As the number of votes casted in favour of the Resolution i.e. 99.31 % and hence it is more than three times the number of votes cast against, I report that the Special Resolution, as set out in the Postal Ballot Notice dated 24th August, 2017 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of the results.

I, further report that as per the Postal Ballot Notice dated 24th August, 2017 and the Board Resolution dated 14th August, 2017, the Chairman or any other person as authorized in this regard may declare and confirm the above results in respect of the aforesaid resolutions to the Stock Exchanges where the shares of the JISL are listed. The results would be displayed on Company's website www.jains.com and on the website of the System Provider and Stock Exchanges.



I, further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from the System Provider, for the e-Voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders such as the name folio number/ DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above purpose.

Thanking you,
Yours Faithfully,

For **Solomon & Co.**
Advocates & Solicitors



Aaron Solomon
Partner



Annexure A

Equity	DVR
2896	1663

Total Number of valid Ballot papers received	324
Total No. of Invalid Ballot Papers received	21
Total No. of Valid Ballot Papers received	303

Resolution No. 1		Renewal/ enhancement of Mortgage/ Charge on select Immovable Properties/ Movable Properties of the										
Resolution Required : (Ordinary / Special)		No										
Promoter / Public	Mode of Voting	Total Voted Equity Shares	Total Voted DVR Shares	Total VR Shares (4+10% of 5)	Valid Voting Right in favour		Valid Voting Right Against		Abstain from Voting	% of Total VR abstained	Invalid	
					No. of Shares	% of Total VR	No. of Shares	% of Total VR			No. of Shares	% of Total VR
Promoter and												
1 Promoter Group	e-Voting	1135,54,671.00	49,14,774.00	1140,46,148.40	100.00	1140,46,148.40	100.00	0.00	0.00	0.00	-	0.00
	Poll				0.00			0.00	0.00	0.00	-	0.00
	Total	1135,54,671.00	49,14,774.00	1140,46,148.40	100.00	1140,46,148.40	100.00	0.00	0.00	0.00	-	0.00
2 Public - Institutional	e-Voting	1235,86,835.00	70,474.00	1235,93,882.40	98.49	1217,23,182.40	98.49	0.00	1870700.00	1.51	-	0.00
	Poll				-			-	0.00	-	-	-
	Total	1235,86,835.00	70,474.00	1235,93,882.40	98.49	1217,23,182.40	98.49	0.00	1870700.00	1.51	-	0.00
3 Public - Others	e-Voting	345,58,808.00	13,86,254.00	346,97,433.40	99.96	346,82,651.10	99.96	0.04	14,782.30	0.00	-	0.00
	Poll	3,09,788.00	18,682.00	3,11,656.20	98.67	3,07,505.50	98.67	0.60	1,854.80	0.00	2,295.90	0.74
	Total	348,68,596.00	14,04,936.00	350,09,089.60	99.95	349,90,156.60	99.95	0.05	16,637.10	0.00	2,295.90	0.01
Total	e-Voting	2717,00,314.00	63,71,502.00	2723,37,464.20	99.31	2704,51,981.90	99.31	0.01	1870700.00	0.69	-	0.00
	Poll	3,09,788.00	18,682.00	3,11,656.20	98.67	3,07,505.50	98.67	0.60	1,854.80	0.00	2,295.90	0.74
	Total	2720,10,102.00	63,90,184.00	2726,49,120.40	99.31	2707,59,487.40	99.31	0.01	18,70,700	0.69	2,296	0.00



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