

JISL/CS/2018/09

 30<sup>th</sup> September, 2018

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**  
 Scrip Code: **500219, 570004**

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**  
 Symbol: **JISLJALEQS & JISLDVREQS**

**Sub: Disclosure of Voting Results at the 31<sup>st</sup> AGM held on Friday 28.09.2018 at Registered Office, Jalgaon.**

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

Dear Sir(s)

In continuation to our letter No JISL/CS/2018/09/B-2/B-6 dated 28.09.2018 and as per the requirement of Regulation 44 of the SEBI (LODR), Regulations, 2015, given below are the voting results for the 31<sup>st</sup> Annual General Meeting of the Company as per the format prescribed under the said Regulation. A poll was offered to be conducted at the AGM, however none of the Shareholders opted for poll hence it was not held.

**Details of Voting Results**

<b>Date of the AGM</b>	September 28, 2018
<b>Total number of shareholders on record date</b> Cut-off date for: E-voting: 21 <sup>st</sup> September, 2018	Equity Shares- 2,00,111 Holders DVR Shares- 50,902 Holders
<b>No of Shareholders present in the meeting either in person or through proxy:</b> - Promoters and Promoter Group - Public	15 166
<b>No. of Shareholders attended the meeting through Video Conferencing</b> <b>Promoters and Promoter Group:</b> <b>Public:</b>	None None

**Agenda item sequence**

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of voting (Show of hands/ Poll/Postal ballot/ E-voting)	Remarks
1	Adoption of the Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2018	Ordinary Business	E-voting and Ballot	The resolution was passed with requisite majority
2	Declaration of Dividend on Ordinary and DVR Equity Shares of ₹ 2 each	Ordinary Business	E-voting and Ballot	The resolution was passed with requisite majority
3	Appointment of a Director in place of Shri R. Swaminathan (DIN 00060983) who retires by rotation	Ordinary Business	E-voting and Ballot	The resolution was passed with requisite majority

**Regd. Off.:** Jain Plastic Park, P.O. Box: 72, N.H. No. 6, Jalgaon - 425 001. India.

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CIN: L29120MH1986PLC042028



4	Ratification of remuneration of Cost Auditor of the Company for FY 2019	Special Business/ Ordinary Resolution	E-voting Ballot and	The resolution was passed with requisite majority
5	Mortgage/ Charge on select Immovable Properties/ Movable properties of the Company	Special Business/ Special Resolution	E-voting Ballot and	The resolution was passed with requisite majority
6	Re-appointment of and remuneration to Shri Ashok B. Jain as a Whole Time Director	Special Business/ Ordinary Resolution	E-voting Ballot and	The resolution was passed with requisite majority
7	Re-appointment of and remuneration to Shri Anil B. Jain as a Whole Time Director	Special Business/ Ordinary Resolution	E-voting and Ballot	The resolution was passed with requisite majority
8	Re-appointment of and remuneration to Shri Ajit B. Jain as a Whole Time Director	Special Business/ Ordinary Resolution	E-voting and Ballot	The resolution was passed with requisite majority
9	Re-appointment of and remuneration to Shri Atul B. Jain as a Whole Time Director	Special Business/ Ordinary Resolution	E-voting and Ballot	The resolution was passed with requisite majority
10	Re-appointment of and remuneration to Shri R. Swaminathan as a Whole Time Director	Special Business/ Ordinary Resolution	E-voting and Ballot	The resolution was passed with requisite majority
11	Amendments to ESOP 2011 and related issues	Special Business/ Special Resolution	E-voting and Ballot	The resolution was passed with requisite majority
12	Issue of Secured Non-Convertible Debentures (NCD's) upto Rs. 5,000 million on Private Placement basis	Special Business/ Special Resolution	E-voting and Ballot	The resolution was passed with requisite majority

Attached herewith please find Scrutinizer's Report dated 29<sup>th</sup> September, 2018, (6 pages) along with voting details at Annexure-A.

This may also be considered as compliance of Regulation 44 of the SEBI (LODR), Regulations, 2015.

Yours Faithfully  
For **Jain Irrigation Systems Limited**

  
A. V. Ghodgaonkar  
Company Secretary



Encl: As above

# SOLOMON & Co.

ADVOCATES & SOLICITORS  
(SIN. 1909)

29<sup>th</sup> September, 2018

Ref: B.191/1912/18-19

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

Dear Sir,

**Sub: Passing of Resolutions through Electronic Voting ("e-voting") and Postal Ballot in lieu of e-voting conducted for the purpose of 31<sup>st</sup> Annual General Meeting ("AGM") of Jain Irrigation Systems Limited ("Company") held on 28<sup>th</sup> September, 2018.**

The Board of the Company at its meeting held on 13<sup>th</sup> August, 2018 had appointed me to scrutinize the voting process conducted through e-voting conducted between Monday, 25<sup>th</sup> September, 2018 from 09:00 A.M. (IST) till 27<sup>th</sup> September, 2018 upto 05:00 P.M. (IST) and for the Postal Ballot conducted in lieu of e-voting for the purpose of 31<sup>st</sup> AGM of the Company.

Company accordingly has made arrangements with the Central Depository Services (India) Limited ("CDSL") ("System Provider") for providing a system of recording votes of the shareholders of the Company 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 i.e. - <https://www.evotingindia.com/>.

The Company has also appointed its RTA as the Service Provider for extending the facility of e-voting to the shareholders of the Company between 25<sup>th</sup> September, 2018 from 09:00 A.M. (IST) till 27<sup>th</sup> September, 2018 upto 05:00 P.M. (IST). The e-voting results were unblocked by me on 28<sup>th</sup> September, 2018 in the presence of two witnesses.

The Company through its RTA has also uploaded the resolutions together with the explanatory statement on which 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 AGM Notice dated 31<sup>st</sup> August, 2018 ("AGM Notice") sent to the shareholders by email and registered post. The Register of Members was made up, for the purpose of dispatch of AGM Notice to the shareholders as on 24<sup>th</sup> August, 2018.

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 19<sup>th</sup> March, 2015, advertisements were published by the Company in "The Free Press Journal" English edition newspaper and "Navshakti" and "Sakaad" Marathi edition newspaper on 04<sup>th</sup> September, 2018.

Page 1 of 5



Fort Office: Calcot House, 3<sup>rd</sup> Floor, 8/10, M.P. Shetty Marg, (Tamarind Street), Fort, Mumbai 400 023, India. Tel: +9122-6627-3900  
Bandra Office: 801-B, Leo (Kohinoor Bldg.), 24<sup>th</sup> Road, Off Linking Road, Khar (West), Mumbai 400 052, India. Tel: +9122-6136-0360

Received & accepted dated 29.09.2018  
FOR JAIN IRRIGATION SYSTEMS LTD

  
Chairman / Vice Chairman

informing about the completion of dispatch of the AGM Notice, 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 26<sup>th</sup> September, 2018 till 27<sup>th</sup> September, 2018. All the Postal Ballot forms received up to 6:00 P.M. (IST) Tuesday, 25<sup>th</sup> September, 2018, being the last date fixed by the Company for receipt of the ballot forms and for the purpose of e-voting done up to 27<sup>th</sup> September, 2018 at 5:00 P.M. (IST) 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 25 (twenty-five) invalid Postal Ballot Forms. Further, I report that I have conducted a sample check of documents [power of attorney(s) and board resolution(s)] submitted by the shareholders or by the custodian on behalf of the shareholders with the System Provider who had opted for e-voting. During the course of my scrutiny, I have come across one instance, where a power of attorney issued by one of the custodians was already expired prior to casting of e-votes. In view of the same, both positive and negative votes cast on the basis of said power of attorney were considered as invalid and not counted for the purpose of our report.

Since e-voting facility was provided by 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 2,51,710 (two lakhs fifty-one thousand seven hundred ten) shareholders, 3533 (three thousand five hundred thirty-three) shareholders have exercised their vote through e-voting and 219 (two-hundred nineteen) shareholders have exercised their votes through Postal Ballot Forms, as received. The details of polling results for the item placed for consideration by the members which is hereby enclosed as **Annexure 'A'**:

**RESULTS: -**

**Resolution No. 1**

**Adoption of the Financial Statements for the year ended 31st March, 2018.**

As the number of votes casted in favour of the Resolution i.e. 98.13% and hence it is more than number of votes cast against, I report that the Ordinary Resolution as set out in the Notice of AGM dated 31<sup>st</sup> August, 2018 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.

**Resolution No. 2**

**Declaration of dividend on Ordinary Equity Shares and DVR Equity shares of Rs. 2/- each.**



As the number of votes casted in favour of the Resolution i.e. 99.98% and hence it is more than number of votes cast against, I report that the Ordinary Resolution, as set out in the Notice of AGM dated 31<sup>st</sup> August, 2018 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.

**Resolution No. 3**

**Appointment of a Director in place of Shri. R. Swaminathan (DIN- 00060983) who retires by rotation.**

As the number of votes casted in favour of the Resolution i.e. 97.73% and hence it is more than number of votes cast against, I report that the Ordinary Resolution, as set out in the Notice of AGM dated 31<sup>st</sup> August, 2018 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.

**Resolution No. 4**

**Ratification of remuneration of Cost Auditor of the Company for F.Y.2019.**

As the number of votes casted in favour of the Resolution i.e. 99.97% and hence it is more than number of votes cast against, I report that the Ordinary Resolution, as set out in the Notice of AGM dated 31<sup>st</sup> August, 2018 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.

**Resolution No. 5**

**Mortgage/ Charge on select immovable properties/ movable properties of the Company**

As the number of votes casted in favour of the Resolution i.e. 99.98% 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 Notice of AGM dated 31<sup>st</sup> August, 2018 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.

**Resolution No. 6**

**Re-appointment of and remuneration to Shri. Ashok B. Jain as a Whole Time Director**

As the number of votes casted in favour of the Resolution i.e. 99.05% and hence it is more than number of votes cast against, I report that the Ordinary Resolution, as set out in the Notice of AGM dated 31<sup>st</sup> August, 2018 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.

**Resolution No. 7**

**Re-appointment of and remuneration to Shri. Anil B. Jain as a Whole Time Director**



As the number of votes casted in favour of the Resolution i.e. 99.11% and hence it is more than number of votes cast against, I report that the Ordinary Resolution, as set out in the Notice of AGM dated 31<sup>st</sup> August, 2018 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.

**Resolution No. 8**

**Re-appointment of and remuneration to Shri, Ajit B. Jain as a Whole Time Director**

As the number of votes casted in favour of the Resolution i.e. 99.11% and hence it is more than number of votes cast against, I report that the Ordinary Resolution, as set out in the Notice of AGM dated 31<sup>st</sup> August, 2018 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.

**Resolution No. 9**

**Re-appointment of and remuneration to Shri. Atul B. Jain as a Whole Time Director**

As the number of votes casted in favour of the Resolution i.e. 99.11% and hence it is more than number of votes cast against, I report that the Ordinary Resolution, as set out in the Notice of AGM dated 31<sup>st</sup> August, 2018 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.

**Resolution No. 10**

**Re-appointment of and remuneration to Shri. R. Swaminathan as a Whole Time Director**

As the number of votes casted in favour of the Resolution i.e. 99.11% and hence it is more than number of votes cast against, I report that the Ordinary Resolution, as set out in the Notice of AGM dated 31<sup>st</sup> August, 2018 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.

**Resolution No. 11**

**Amendments to ESOP 2011 and related issues**

As the number of votes casted in favour of the Resolution i.e. 83.77% 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 Notice of AGM dated 31<sup>st</sup> August, 2018 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.

**Resolution No. 12**

**Issue of Secured Non-Convertible Debentures (NCD's) upto Rs. 5,000 million on Private Placement basis**

As the number of votes casted in favour of the Resolution i.e. 99.98% 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 Notice of AGM dated 31<sup>st</sup> August, 2018 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 AGM notice dated 31<sup>st</sup> August, 2018 and the Board Resolution dated 13<sup>th</sup> August, 2018, 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](http://www.jains.com) and on the website of System Provider and Stock Exchanges.

I further report that the Company has been duly complied with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014. I further report that as per the said Rules, the records maintained by me including the data as obtained from 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

A → 

Aaron Solomon  
Partner

