

JISL/SEC/2015/09

28<sup>th</sup> September, 2015

To,  
Bombay Stock Exchange Ltd.,  
Corporate Relationship Department,  
1st Floor, New Trading Wing Rotunda  
Building,  
P. J. Tower, Dalal Street,  
Mumbai - 400 001.  
**Fax No. 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: cmlist@nse.co.in**

**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 26<sup>th</sup> August, 2015**

Dear Sir,

Please refer to our letter No. JISL/SEC/2015/08 dated 26.08.2015.

Please take notice that Shareholders of the Company have approved the Special Resolution with respect to sale of Indian Food Business of the Company to Jain Farm Fresh Foods Limited, (Wholly Owned Subsidiary of the Company) under Section 180(1)(a) of the Companies Act, 2013 by way of Postal Ballot, as per report of Scrutinizer i.e. Mr Aaron Solomon, Practicing Advocate, Solicitor and Partner of Solomon & Co, Mumbai dated 28.09.2015.

**Agenda-wise**

| Item No. | Subject of Postal Ballot  | Resolution | Mode of voting             | Remarks   |
|----------|---|------------|----------------------------|---|
| 1        | Authority for sale of Indian Food Business of the Company to Jain Farm Fresh Foods Limited, Wholly Owned Subsidiary 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:

- Certified copy of the Resolution passed by way of Postal Ballot on above matter at Annexure A
- Scrutinizer's Report dated 28.09.2015 at Annexure B

The above results were published and declared at 28<sup>th</sup> 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**

# SOLOMON & Co.

ADVOCATES & SOLICITORS  
(ESTD. 1909)

Ref. No.: 738.85A/1227/2015

28<sup>th</sup> September, 2015

## SCRUTINIZER'S REPORT

To

The Chairman

**Jain Irrigation Systems Limited**

Jain Plastic Park, N.H. No. 6

Jalgaon, Maharashtra

Pin Code - 425 001

### Sub: Scrutiny Report for Passing of Resolution by Postal Ballot

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of Jain Irrigation Systems Limited (JISL) on 26<sup>th</sup> August, 2015. I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolution as circulated in the postal ballot notice dated 26<sup>th</sup> August, 2015.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's Circular No. CIR/CFD/DIL/6/2012, dated 13<sup>th</sup> July, 2012 as amended by its Circular No. CIR/CFD/POLICY CELL/2/2014, dated 17<sup>th</sup> April, 2014, listed Companies are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since JISL falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

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

JISL through RTA has also uploaded the resolution 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 CDSL, the 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 26<sup>th</sup> August, 2015 sent to the shareholders by email and Registered Post. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as on 21<sup>st</sup> August, 2015.





1. On scrutiny, I submit my report as under :-

- 1.1 The Company has completed on 28<sup>th</sup> August, 2015 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members /list of beneficiaries as on 21<sup>st</sup> August, 2015.
  - 1.2 Particulars of all the postal ballot forms received from the Members have been entered in a Register separately maintained for the purpose of scrutiny.
  - 1.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
  - 1.4 The ballot boxes were opened on 26<sup>th</sup> September, 2015 in my presence.
  - 1.5 The postal ballot forms were duly opened and scrutinized in my presence and the shareholding was matched / confirmed with the Register of Members of the Company/ list of beneficiaries as on 21<sup>st</sup> August, 2015.
  - 1.6 All postal ballot forms received up to the close of working hours on 25<sup>th</sup> September, 2015 being the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
  - 1.7 Some Envelopes containing postal ballot forms have been received after close of working hours on 25<sup>th</sup> September, 2015 but have not been considered for the purpose of this report.
  - 1.8 I have found 4 incomplete, improperly or incorrectly tick marked Postal Ballot Forms, which are included in the number of invalid postal ballots.
  - 1.9 I report that out of 1,91,935 shareholders, 1190 folios have exercised their vote through e-voting and 1125 folios have exercised their votes through Postal Ballot Forms, as received
2. A summary of the postal ballot forms received for passing of Special Resolution for the purpose stated in the Notice of the Company dated 26<sup>th</sup> August, 2015 i.e. pursuant to approval for the sale of India Food Business (as defined in the Explanatory Statement) of the Company to Jain Farm Fresh Foods Limited, an effective Wholly Owned Subsidiary (WOS) of the Company under Section 180 (1) (a) of the Companies Act, 2013, which is hereby enclosed as 'Annexure A.'
3. I have on reckoning the voting rights of the shareholders on the basis of the paid up value of the ordinary equity shares and differential voting rights of the DVR shares registered in their names, found that the total number of voting rights as per valid votes polled in favour of the resolution through physical ballot and e-voting is 28,45,08,429 (Twenty Eight Crores Forty Five Lakhs Eight Thousand Four Hundred and Twenty Nine Only) and the percentage of assent of total voting rights in respect of the resolutions is 99.98 % of the total valid votes;




4. For the purpose of this postal ballot, we have not considered 14 cases of voting through postal ballot since we have found duplication in voting i.e., e-voting and postal ballot. Hence, in context of aforesaid 14 cases we have only considered voting through e-voting.
5. You may accordingly arrange to declare the results of the voting by Postal Ballot.

Place: Mumbai

Date: 28<sup>th</sup> September, 2015.

**For SOLOMON & CO.**  
Advocates & Solicitors

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Aaron J. Solomon  
Partner

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Jain Irrigation Systems Limited (L29120MH1986PLC042028)

Annexure A

Details of Reporting as per Clause 35B of Listing agreement based on results of Postal Ballot and Evoting  
of Postal Ballot as per Notice of Postal Ballot dated 26th August, 2015

Report dated: 28.09.2015

|   |       |
|---|-------|
| Total Number of Ballot papers received/ Evoting completed | 2,301 |
| Total No. of Invalid Ballot Papers received.              | 4     |
| Total No. of Valid Ballot Papers received/evoting.        | 2,305 |

| Item no.   | Particulars of business/Resolution  | Particulars of Voting methods | Total Voted Equity Shares | Total Voted DVR Shares | Total VR Shares (4+10% of 5) | Valid Voting Right in favour |               | Valid Voting Right Against |               | Invalid       |               |
|------------|---|-------------------------------|---------------------------|------------------------|------------------------------|------------------------------|---------------|----------------------------|---------------|---------------|---------------|
|            |   |                               |                           |                        |                              | No. of Shares                | % of Total VR | No. of Shares              | % of Total VR | No. of Shares | % of Total VR |
| 1          | 2   | 3                             | 4                         | 5                      | 6                            | 7                            | 8             | 9                          | 10            | 11            | 12            |
| Item no. 1 | Approval for sale of India food business (as defined in the explanatory statement) of the Company to Jain Farm Fresh Foods Limited, an effective Wholly Owned Subsidiary (WOS) of the Company u/s 180 (1) (a) of the Companies Act, 2013. | E-Voting                      | 21,10,60,912              | 16,20,196              | 21,12,22,932                 | 21,11,69,322                 | 99.97         | 53,610                     | 0.03          | -             | 0.00          |
|            |   | Postal Ballot                 | 7,28,59,667               | 48,50,704              | 7,33,44,737                  | 7,33,39,107                  | 99.99         | 4,420                      | 0.01          | 1,210         | 0.00          |
|            |   | Total                         | 28,39,20,579              | 64,70,900              | 28,45,67,669                 | 28,45,08,429                 | 99.98         | 58,030                     | 0.02          | 1,210         | 0.00          |



A. T. S.




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

**"RESOLVED THAT** consent of the Company be and is hereby accorded to the Board of Directors (and/or sub Committee appointed by the Board) of the Company in terms of Section 180 (1) (a) and any other applicable provisions of the Companies Act, 2013, the provisions contained in Memorandum and Articles of Association of Company, the provisions of the Listing Agreement with Stock Exchanges, and subject to such other requisite approvals, consents and clearance from the Company's Lenders (including Bankers, Financial Institutions, Trustees to the Debenture holders, ECB Lenders and/or other Institutions / bodies), if and wherever necessary, the consent of the Shareholders be and is hereby accorded for the sale of the Company's Indian Food Business along with all related assets (whether movable or immovable, real or personal, corporeal or incorporeal, tangible or intangible, business and commercial rights, track record, etc.) and liabilities, licenses, permits, certificates, employees, etc. to Jain Farm Fresh Foods Limited ("JFFFL"), an effective 100% subsidiary of the Company on a "slump sale" basis on such terms and conditions and, on such date as the Committee may deem fit and proper, with such modifications as may be required by any of the concerned authorities or which the Board or sub Committee may deem to be in the best interest of the Company and do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in the best interest of the Company."

**RESOLVED FURTHER THAT** the Board (and/or the Committee) be and is hereby authorised and empowered to finalise the manner and method of sale, negotiating and finalising the terms of sale and authorize any one or more Directors of the Company (with power to delegate to any Officers of the Company), with authorities as required, arranging delivery and registrations (as applicable), execution of contracts, deeds, agreements and instruments including the slump sale agreement, (by whatever name called) and such other necessary documents, including, but not limited to deeds of assignment/ conveyance, documents, indemnities, contracts, declarations, undertakings, forms, letters and other ancillary documents, with effect from such date and in such manner as is decided by the Board (and/or the sub Committee) to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution, including without limitation, to make all such filings and applications for the statutory / regulatory and other approvals as may be required, to settle any questions, difficulties or doubts that may arise in regard to sale of the Indian Food Business as proposed above, as they may in their absolute

**///CERTIFIED TRUE COPY///**

**For Jain Irrigation Systems Ltd.**



**A V Ghodgaonkar**  
**Company Secretary**

**Place:** Jalgaon

**Date:** 30<sup>th</sup> September 2015