Jain Irrigation Systems Ltd.
Small Ideas. Big Revolutions.®

Regd. Office: Jain Plastic Park, N.H.No. 6, Bambhori, 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

By Email

JISL/SEC/2015/08

26th August, 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,
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 : Decision of Postal Ballot Committee

Dear Sir / Madam,

In continuation to our letter dated 26th August, 2015, please find attached herewith the following :-

a) Postal Ballot Form and instructions related to voting on the Postal Ballot and thru e-voting (as per Rule 20 applicable to matters covered by Rule 22(16), matters to be transacted thru Postal Ballot) and instructions related thereto.

b) The Notice u/s 110 of the Companies Act, 2013 the Explanatory Statement as per Section 102 (1) of the Companies Act, 2013 for seeking Shareholder approval for sale of Indian Food business to its effective Wholly Owned Subsidiary Jain Farm Fresh Foods Ltd., (JFFFL) u/s 180(1) (a) of Companies, Act, 2013.

Please acknowledge the receipt.

Thanking you,

Yours faithfully,
For Jain Irrigation Systems Ltd.,

A V Ghodgaonkar
Company Secretary

Jain Irrigation Systems Ltd.

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CIN : L29120MH1986PLC042028

Regd. Office: Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon - 425 001. (M.S.)
Tel. 0257-2258011 Fax No. 0257-2258111 E-mail: investor.corr@jains.com

POSTAL BALLOT FORM

Serial No.:

1) **Name(s)** of Members (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 (On August 21st, 2015): Ordinary Equity** .....
DVR .....

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 **August 26th, 2015** by sending and 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	Approval for sale of entire Food Business (as defined in the Explanatory Statement appended) of the Company to Jain Farm Fresh Foods Limited, an effective Wholly Owned Subsidiary (WOS) of the Company, u/s 180 (1) (a) of Companies Act, 2013.						

Place :

Date :

_____

Signature of the Member

JAIN IRRIGATION SYSTEMS LTD. JALGAON

INSTRUCTIONS FOR VOTING THROUGH PHYSICAL POSTAL BALLOT FORM.

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is (permitted) and send it to the Scrutinizer, **Mr. Aaron Solomon, Solomon & Co., at Calcot House, 3rd Floor, 8/10, M.P. Shetty Marg (Tamarind Street) Fort, Mumbai-400023** enclosed self-addressed and prepaid envelope.

2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Company.

3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.

4. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.

5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST by placing a tick mark (a) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.

6. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.

7. There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders.

8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 6.00 p.m. on **September 25th, 2015**. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.

9. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.8 above.

10. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.

11. The Scrutinizer's decision on the validity of a Postal Ballot/ e-voting will be final and binding

12. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.

Encl: - Postage prepaid envelope.

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 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 bear the name of the Scrutinizer appointed by the Board of Directors / Committee 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) Postal Ballot forms that are unsigned, incomplete, improperly or incorrectly marked or without proper marking or signature or authority are liable to be summarily rejected. The decision of Scrutinizer in this respect shall be final and binding.

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). The Duplicate Forms if requested by shareholders shall be issued by Company 10 days after posting of Notice and forms.

6) Duly completed Postal Ballot forms should reach the Company not later that by the close of working hours on **September 25th, 2015**. 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 so as to reach the Scrutinizer well before or on **September 25th, 2015** 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 / Authorization.

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) Member 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 **September 25th, 2015** and through Stock Exchanges where shares of Company are listed. The result will thereafter be published in newspapers, for the information of the Members.

THE INSTRUCTIONS FOR E VOTING

(i) The voting period begins on **August 28th, 2015** at 10.00 A.M. and ends on **September 25th, 2015** at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **August 21st, 2015**, 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 I D

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.

JAIN IRRIGATION SYSTEMS LTD. JALGAON

(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) • 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 takes 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 alllowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed 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) Note for Non -Individual Shareholders and Custodians

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should 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.
- be emailed to **helpdesk.evotina@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 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.

(xix) 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.evotinaindia.com**. under help section or write an email to **helDdesk.evotina@cdslindia.com.**

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.

(B) The voting period begins **August 28th, 2015** at 10.00 A.M and ends on **September 25th, 2015** at 6.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) **August 21st, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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 ATTACHED RESOLUTION IN RELATION TO THE MATTER DETAILED IN THE ATTACHED EXPLANATORY STATEMENT.

Pursuant to the provisions of Section 180 (1) (a) of the Act, any sale of the whole or substantially the whole of the undertaking of a Company or where a Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the Shareholders by way of an 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 proposes to sell its entire Indian Food Business (as defined in the Explanatory Statement) to its effective wholly owned subsidiary Jain Farm Fresh Foods Limited ("JFFFL") together with all assets (whether movable or immovable, real or personal, corporeal or incorporeal, tangible or intangible, business and commercial rights, track record, employee etc.) and licenses, permits, certifications, liabilities in relation to the Indian Food Business on 'a slump sale' basis as a 'going concern' for a lump sum consideration as may be approved by the Board or its sub Committee. The entire assets (whether movable or immovable, real or personal, corporeal or incorporeal, tangible or intangible, business and commercial rights, track record, employees etc.) and licenses, permits, certifications, liabilities of the Indian Food Business located in India are proposed to be sold to JFFFL.

The Company is therefore seeking your consent for the said proposals as contained in the Special Resolution appended. 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 & Company, Advocates & Solicitors, Calcot House, 3rd Floor, 8/10, M.P. Shetty Marg (Tamarind Street) Fort, Mumbai-400023 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, 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 **25th September, 2015.** 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 **30th September, 2015** 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.

Sale of Indian Food Business of the Company to an effective Wholly Owned Subsidiary-

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 (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 discretion deem fit in the best interest of the Company.

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

Sd/-
A.V. Ghodgaonkar
Company Secretary

Jalgaon
26th August, 2015

NOTES:

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

2) 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 **August 21st, 2015**.

3) Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Members as on **August 21st, 2015**

JAIN IRRIGATION SYSTEMS LTD. JALGAON

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

ITEM NO.1

Jain Irrigation is diversified Company with about 9,200 employees and a product portfolio encompassing irrigation products, piping products, plastic sheets, dehydrated foods, fruit puree, juice concentrates and Solar Thermal/ energy systems. Jain Irrigation has pioneered drip irrigation for small farmers in India and has a major market share in one of the fastest growing irrigation markets in the world and is also the second largest drip irrigation company in the world. Jain Irrigation has three major reported business segments: Hi-Tech Agri Input Products, Industrial Products(includes Indian Food Business) and Green Energy.

The Indian food business of the Company, presently comprises of the following ("**Indian Food Business**") –

a) Processing, manufacturing, packing and sale of fruits, dehydrated onions,vegetable products, aseptic fruit purees, etc marketed under the brand name 'FarmFresh'

b) Processing of selected varieties of Banana, Guava, Mango, Pomegranate, Aonlas, Papaya and Tomato etc. into puree/ or concentrate in the plant.

c) Land, building, plant and machinery situated at Jalgaon (Maharashtra), Chittoor (Andhra Pradesh) and Vadodara (Gujarat);

d) All 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, Consents, employees, etc. with respect to above manufacturing Facilities.

The slump sale consideration shall be in the range of Rs. 400 to Rs. 600 crores, subject to working capital adjustments at the closing of slump sale transaction as may be finalized by the Board or its sub Committee.

The Company's Global Food Business includes, two indirect foreign subsidiaries, namely, SQF 2009 Ltd., UK and Cascade Specialities Inc., USA, which though not part of Indian Food Business, will be part of JFFFL after the slump sale is affected, subject to required FEMA compliances.

The Food Business of the Company has an excellent performance track record. In order to provide the Food Business a separate and independent growth opportunity and recognition in the Indian and international markets, it is proposed to carve out the Food Business of the Company to the Company's effective Wholly Owned Subsidiary. The Management and Board of Directors of the Company, therefore, have been exploring the option of sale of its Indian Food Business to Jain Farm Fresh Foods Limited ("**JFFFL**"), its already incorporated effective wholly owned subsidiary.

The sale of Food Business to separate entity shall enable the Company organise its Foods vertical under an independent and focused management and achieving benefits of scale. With this sale, JFFFL will have access for requisite capital for its expansion and growth, which would be directly and indirectly beneficial for the Company as well as its Shareholders. The sale of Indian Food Business to JFFFL will also allow creation of strategic focus and value creation opportunity as a consequence.

Slump Sale Agreement or Business Sale Agreement ("SSA" or "BSA") between the Company and JFFFL is to be entered for sale of Indian Food Business along with all assets (whether movable or immovable, real or personal, corporeal or incorporeal, tangible or intangible, business and commercial rights, track record etc.) and liabilities, including all Licenses, Permits, Consents employees etc. related thereto, and the said agreement, shall be effective after the approval of the Members and decision of Board or sub Committee post the approval of members.

Hence, the Shareholders approval will enable the Board/ sub Committee to finalize the terms of sale and complete the sale of the Indian Food Business to JFFFL. This sale will be subject to receipt of approval/consents from various regulatory authorities and the various lenders as may be necessary.

Sale of Indian Food Business of the Company requires the approval of Shareholders under Section 180 (1) (a) of the Companies Act, 2013, Listing Agreement and other applicable provisions of law by way of Special Resolution through Postal Ballot. Hence, this resolution is proposed to the shareholders for their approval. In the opinion of the Directors, it is in the best interest of Jain Irrigation Systems Limited that the Indian Food Business be sold as stated above. Your approval is sought through voting by postal ballot or e-voting as applicable in terms of the provisions of Section 110 of the Companies Act, 2013, read with the provisions of the Rule 22 of the Companies (Management and Administration) Rules, 2014.

None of the Directors of the Company are in any way concerned or interested in the resolution, except that the Company has nominated Shri Ashok B. Jain, Shri Anil B. Jain, and Shri Ajit B. Jain as its nominees on the Board of the said JFFFL.

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

Sd/-
A.V. Ghodgaonkar
Company Secretary

Jalgaon
26th August, 2015

JAIN IRRIGATION SYSTEMS LTD. JALGAON