

JISL/SEC/2014/09

26th September, 2014

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: 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. : Decisions by way of Postal Ballot

Dear Sir,

Please refer to our letter No. JISL/SEC/2013/08 dated 11.08.2014.

Please take notice that Shareholders of the Company approved the Special Resolution with respect of Mortgage/Charge on Movable/Immovable Properties 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 25.09.2014. The result of said Postal Ballot was declared by the Chairman at the 27th AGM held today:

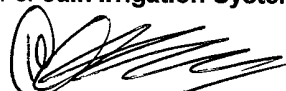
Attached herewith please find:

- i) Certified copy of the Resolution passed by way of Postal Ballot on above matter – Annexure A
- ii) Scrutinizer's Report dated 25.09.2014 - Annexure B

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



Annexure-A

Jain Irrigation Systems Ltd.

Regd. Office: Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon 425001.
Tel.: 91-257-2258011/22 Fax: 91-257-2258111/22, E-mail: shares@jains.com, Website: www.jains.com
CIN: L29120MH1986PLC042028

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LTD ON, 26.09.2014.

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of 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 mortgage/ charge/ hypothecate or otherwise create an encumbrance, 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, (whether by way of equitable or registered mortgage) including its movable and immovable properties, against Working Capital facilities, Non-Convertible Debentures (NCD), Rupee Short Term Loans, Rupee Long Term Loans, Corporate Loans, External Commercial Borrowings and Standby Letter of Credit obtained/ to be obtained, 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, NCD subscribers 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 creating 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)

Annexure- B

Ref. No.: 738.85A/1334/2014

25th September, 2014

SCRUTINIZER'S REPORT

To

The Chairman

Jain Irrigation Systems Limited

Jain Plastic Park, N.H. No. 6

Jalgaon, Maharashtra

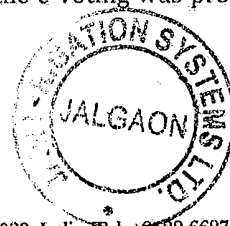
Pin Code - 425 001

Sub: Scrutiny Report for Passing of Resolution by Postal Ballot

Dear Sir,

1. I, Aaron Solomon, Practicing Advocate, Solicitor and Partner at Solomon & Co., Advocates & Solicitors, was appointed as the Scrutinizer by the Board authorized Sub-Committee of Jain Irrigation Systems Limited ("Company") on 11th August, 2014 for the Postal Ballot Poll held pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, for the purpose of passing resolutions as contained in Notice of Postal Ballot dated 14th August, 2014.
2. 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 13th July, 2012 as amended by its Circular No. CIR/CFD/POLICY CELL/2/2014, dated 17th April, 2014, listed Companies listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), 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.
3. Company accordingly has made arrangements with the System Provider Central Depository Services Limited (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, Bigshare Services Private Limited (RTA) to set up the e-voting facility on the CDSL e-voting website <http://www.evotingindia.com>.
4. Since e-voting facility was provided by CDSL, 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. While the details of the e-voting was provided by the

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Fort Office: Calcut House, 3rd Floor, 8/10, M.P. Shetty Marg, (Tamarind Street), Fort, Mumbai 400 023, India. Tel: +9122-6627-3900 Fax: +9122-2281-6192
Bandra Office: 405-B, Leo (Kohinoor Bldg.), 24th Road, Off Linking Road, Khar (West), Mumbai 400 052, India. Tel: +9122-6186-0360 Fax: +9122-2605-6592

System Provider namely the CDSL, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

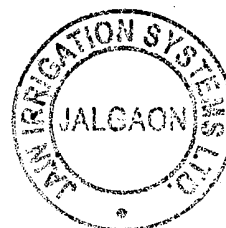
5. On scrutiny, I submit my report as under:

- 2.1 The Company has completed on 14th August, 2014, 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 8th August, 2014.
- 2.2 Particulars of all the postal ballot forms received from the Members have been entered in a Register separately maintained for the purpose of scrutiny.
- 2.3 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.
- 2.4 The ballot boxes were opened on 23rd September, 2014 in my presence.
- 2.5 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 8th August, 2014.
- 2.6 All postal ballot forms received up to the close of working hours on 22nd September, 2014 being the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- 2.7 No Envelope containing postal ballot forms has been received after close of working hours on 22nd September, 2014.
- 2.8 I have found 39 incomplete, improperly or incorrectly tick marked Postal Ballot Forms, which are included in the number of invalid postal ballots.
- 2.9 I report that out of 1,37,207 shareholders, 234 shareholders have exercised their vote through e-voting and 809 shareholders have exercised their votes through Postal Ballot Forms, as received

6. A summary of the postal ballot forms received for passing of Ordinary Resolution for the purpose stated in the Notice of the Company dated 14th August, 2014 i.e. pursuant to Section 180 (1) (a) of the Companies Act, 2013, for Mortgage / Charge on Movable/ Immovable Properties of the Company, which is given herein below:

i) Summary of Postal Ballot Form Issued & Received by the Company:

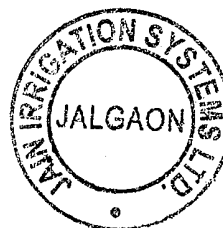
| Sr. | Particulars | No. of | No. of | No. of DVR | Paid-up | Total Voting |
|-----|-------------|--------|--------|------------|---------|--------------|
|-----|-------------|--------|--------|------------|---------|--------------|



| No. | | Postal Ballot Forms | Ordinary Equity Shares (Rs. 2 each) | Shares (Rs. 2 each & 1/10 th Voting Rights as compared to Ordinary Equity Shares) | value of the Equity Shares (In Rs.) | Rights |
|-----|----------------------------------------------------------------------------|---------------------------|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-------------|
| a. | Total physical postal ballots issued | 54489 | 195150110 | 4082993 | 398466206 | 398874505.3 |
| b. | Total number of physical postal ballots forms received | 809 | 167041793 | 6057131 | 334083586 | 34619782.2 |
| c. | Total number of shareholders casted votes through e- voting | 234 | 115932530 | 505866 | 231865060 | 231966233.2 |

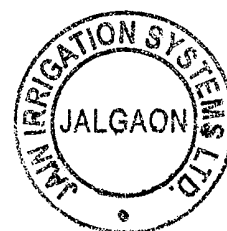
ii) Summary of Valid & Invalid Postal Ballot Form for Assent and Dissent of the shareholders:

| Sr. No. | Particulars | No. of Postal Ballot Forms | No. of Voting Rights [No. of Ordinary Equity Share + No. of DVR Shares(i.e. 1/10 th Voting Rights as compared to Ordinary Equity Shares)] |
|------------|----------------------------------------|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a. | Invalid Postal Ballot Forms (as per | 39 | 24161.2 |



| | | | |
|----|-----------------------------------------------------------------------------|-----|-----------------------|
| | register] | | |
| b. | Net Valid Postal Ballot Forms (as per register) | 770 | 335270851 |
| c. | Votes with assent for Resolution as a percentage of net valid votes polled | 754 | 167633729 (99.99%) |
| d. | Votes with dissent for Resolution as a percentage of net valid votes polled | 16 | 1696.5 (0.01%) |
| e. | Votes with assent for Resolution as a percentage of net valid e-votes | 156 | 11582746 (92.79%) |
| f. | Votes with dissent for resolution as a percentage of net valid e-votes | 31 | 900370.6 (7.21%) |
| g. | Total assent on Postal Ballot and e-votes (c + e) | 910 | 179216475 (99.50%) |
| h. | Total dissent on Postal Ballot and e-votes (d + f) | 47 | 902067.1 (0.50%) |

7. 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 18,01,18,542.1 (Eighteen crores One Lakh Eighteen




Thousand Five Hundred and Forty Two and One Decimal point only) and the percentage of assent of total voting rights in respect of the resolutions is **99.50%** of the total valid votes;

8. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary of the Company, authorized by the Board to supervise the postal ballot process and have briefed the Chairman of the Company about the process and advised the Company to obtain the decision of the Chairman of the Company on the conduct of Postal Ballot for the resolution as contained in the Notice dated 14th August, 2014.
9. You may accordingly arrange to declare the results of the voting by Postal Ballot.

Place: Mumbai


Date: 25th September, 2014.

For SOLOMON & CO.
Advocates & Solicitors


for Aaron J. Solomon
Partner

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8/10 M. P. Shetty Marg,
Fort, Mumbai 400023
Tel: +9122-2204-2310
Fax: +9122-2281-6192
Email:
aaron.solomon@slmnco.in

CERTIFIED TRUE COPY
For Jain Irrigation Systems Ltd


(V. Ghodgaonkar)
Company Secretary.