

Mandala Rose Co-Investment Limited

IFS Court, Bank Street, TwentyEight, Cybercity, Ebene 72201, Mauritius
Tel: (230) 467 3000 Fax: (230) 467 4000

Ref: FS/GRA/KMU

(Please quote our reference in your reply)

By email

25 September 2017

National Stock Exchange of India Ltd.

Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051
India

Dear Sir

Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of shares and takeovers) Regulations, 2011

Please find enclosed the requisite disclosure as specified under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Trust you would find the same in order.

Thanking you.

Yours faithfully

For Mandala Rose Co-Investment Limited

Gulshan Ramgoolam
Director

Format for Disclosures under Regulation 29(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A-Details of Acquisition

1.	Name of the Target Company (TC)	Jain Irrigation Systems Limited		
2.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mandala Rose Co-Investment Limited		
3.	Whether the acquirer belongs to Promoter/Promoter group	No		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	- BSE Limited - National Stock Exchange of India Limited		
5.	Details of the acquisition as follows:	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
	<u>Before the acquisition under consideration, holding of acquirer along with PACs of:</u>			
	(a) Shares carrying voting rights	(a) 0	(a) 0%	(a) 0%
	(b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	(b) 0	(b) 0%	(b) 0%
	(c) Voting rights (VR) otherwise than by shares	(c) 0	(c) 0%	(c) 0%
	(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	(d) 36,200,000	(d) 0%	(d) 0%
	Total (a + b + c + d)	36,200,000	0%	0%
	<u>Details of acquisition</u>			
	(a) Shares carrying voting rights acquired	(a) 36,200,000	(a) 7.26%	(a) 6.88%
	(b) VRs acquired otherwise than by shares	(b) 0	(b) 0%	(b) 0%

	(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	(c) 0	(c) 0%	(c) 0%
	(d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	(d) 0	(d) 0%	(d) 0%
	Total (a + b + c + d)	36,200,000	7.26%	6.88 %
	<u>After the acquisition, holding of acquirer along with PACs of:</u>			
	(a) Shares carrying voting rights	(a) 36,200,000	(a) 7.26%	(a) 6.88%
	(b) VRs otherwise than by shares	(b) 0	(b) 0%	(b) 0%
	(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	(c) 0	(c) 0%	(c) 0%
	(d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	(d) 0	(d) 0%	(d) 0%
	Total (a + b + c + d)	36,200,000	7.26 %	6.88 %
6.	Mode of acquisition (e.g. open market/off-market/public issue/rights issue/preferential allotment/inter-se transfer, etc.)	Allotment of Equity shares pursuant to conversion of Compulsorily Convertible Debentures of the Company		
7.	Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity shares of face value of INR2 each		
8.	Date of acquisition of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Date of Allotment:16 September 2017 Date of receipt of Allotment: 22 September 2017		

9	Equity share capital/total voting capital of the TC before the acquisition	Equity Capital 479,460,357 Voting Capital 462,095,483
10.	Equity share capital/total voting capital of the TC after the said acquisition.	Equity Capital 515,660,357 Voting Capital 498,295,483
11	Total diluted share/voting capital of the TC after the said the acquisition	Equity Capital 543,660,357 Voting Capital 526,295,483

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31(1) of SEBI (LODR) Regulations, 2015 ~~Clause 35 of the Listing Agreement.~~

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Mandala Rose Co-Investment Limited

Name **Ishan Ramgoolam**
Designation: Director

Place: Mauritius
Date: 25 September 2017