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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SECURITIES ISSUANCE COMMITTEE OF THE BOARD OF DIRECTORS OF JAIN IRRIGATION SYSTEMS LTD HELD AT MUMBAI ON 20<sup>TH</sup> MARCH, 2014.**

“**RESOLVED** pursuant to approval of the Shareholders under Section 81(1A) of the Companies Act, 1956 at meeting dated 21<sup>st</sup> September, 2012, **THAT** 75,00,000 Equity Shares of Rs.2 each of the Company be issued and allotted at a issue price (including premium) of Rs. 86.30/-per share in the following manner:

Name of Allottee	No. of Shares Allotted	Share Certificate No.	Distinctive No.	
			From	To
Jalgaon Investments Pvt Ltd	75,00,000	Demat	435619979	443119978

\* the shares may be issued in demat by uploading the corporate action details in depository where the allottee has an account.

**FURTHER RESOLVED THAT** Letter of Allotment, if necessary, be and is hereby authorised to be issued to the allottee under the signature of Mr. GhanshyamDass, Director, and under the signature of Mr. A.V. Ghodgaonkar, Company Secretary under the common seal of the Company.

**FURTHER RESOLVED THAT** the Ordinary Equity Shares in demat form be and are hereby authorized to be issued and credited to the allottee’s beneficiary accountwith the depository participant after completion of procedure related thereto as under:

**Details of Demat Accounts**

SR.NO.	NAME	DPID	ACCOUNT NO.	DP NAME
1	Jalgaon Investments Pvt. Ltd	IN301330	20520481	Stock Holding Corporation of India Ltd.

**FURTHER RESOLVED THAT** Mr. Anil B. Jain, Managing Director or Mr. A.V. Ghodgaonkar, Company Secretary be and are hereby authorised individually to approach Stock Exchanges for complying various formalities to enable listing and trading of aforesaid Ordinary Equity Shares on all exchanges where the Company’s shares are listed, including but not limited to signing of application, agreement, declaration, undertakings and such other documents as the Stock Exchanges may require or payment of fees etc.

**FURTHER RESOLVED THAT** the Ordinary Equity Shares now allotted shall rank paripassu with the existing Equity Shares of the Company in all respects.

**FURTHER RESOLVED THAT** the Ordinary Equity Shares so allotted shall not be sold, transferred, hypothecated or encumbered in any manner for a period of one/three year from the date of allotment thereof, as may be applicable & provided under the SEBI (ICDR) Guidelines 2009 and to the extent and in the manner permitted there under.

**FURTHER RESOLVED THAT** a Return of Allotment in Form 2, as per format placed before the meeting and initialed by the Chairman for the purpose of identification be and are hereby authorised to be filed on behalf of Company under the signatures of Mr. Anil B. Jain, Managing Director or Mr. A.V. Ghodgaonkar, Company Secretary.

**CERTIFIED TRUE COPY!!!**

**For Jain Irrigation Systems Ltd.,**

**A. V. Ghodgaonkar  
Company Secretary**