



JISL/SEC/2017/03/B-2/B-6

24<sup>th</sup> March, 2017

To,  
Bombay Stock Exchange Ltd.,  
Corporate Relationship Department,  
1st Floor, New Trading Wing, Rotunda  
Building, P. J. Tower, Dalal Street,  
Mumbai - 400 001.

To,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai - 400 051.

**Fax No.022- 22723121/22722037(Day)**  
**022-22721072 (Night)**  
**Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)**

**Fax No. : 022-26598237/38**  
**Email : [cc@nse.co.in](mailto:cc@nse.co.in)**

**Ref: Code No. 500219 (BSE) & JISLJALEQS (NSE) Ordinary Equity Shares**  
**Code No. 570004 (BSE) & JISLDVREQS (NSE) for DVR Equity Shares**

**Sub: Business transacted at EGM held on 24.03.2017 at Jalgaon.**

Dear Sir,

With respect to our letter(s) dated 25.02.2017 and 27.02.2017, we wish to inform you that the Extra Ordinary General Meeting of the Company was held today at Jalgaon and the following business as proposed in the Notice dated 25<sup>th</sup> February, 2017 was completed at the meeting:

- i) Issue of Foreign Currency Convertible Bonds (FCCB's) upto USD 75 million to Non-Promoter entities for redemption of FCCB's worth USD 50 million issued in 2012/2013 and balance USD 25 million fresh issue for permitted use.

We are enclosing herewith certified true copy of the resolution passed by the Shareholders along with Scrutinizer's Report containing voting results for your record.

Please receive the above and acknowledge.

Thanking you,

Yours faithfully,  
**For Jain Irrigation Systems Ltd.,**



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

**Regd Off. : Jain Plastic Park, N.H.No.6, Bambhori, Jalgaon – 425001.**  
**Tel. 0257-2258011/22 : Fax : 0257-2258111/22**  
**E-mail : [jisl@jains.com](mailto:jisl@jains.com); Visit us at : [www.jains.com](http://www.jains.com)**  
**CIN : L29120MH1986PLC042028**



**Jain Irrigation Systems Ltd.**

*Small Ideas. Big Revolutions.\**

**"Leave this world better than you found it."**

Founder - Bhavarlal H. Jain (1937 - 2016)

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD ON 24<sup>th</sup> MARCH, 2017 AT JALGAON.**

**"RESOLVED THAT**, pursuant to the provisions of Section 62 and/or any other applicable provisions, if any, of the Companies Act, 2013 and/or Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) scheme, 1993; as amended upto date (including any amendment to or re-enactment thereof and rules made thereunder), Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable Rules, Guidelines, Regulations, Notifications and Circulars, if any, of the Reserve Bank of India and other concerned and relevant authorities, applicable provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and/or pursuant to (if necessary) approvals, consents, permissions and sanctions of lenders, governmental authorities, the Reserve Bank of India, the Securities and Exchange Board of India and/or the Stock Exchanges and other provisions of law in force and such other authorities, as may be required, and subject to such conditions as may be prescribed by them while granting the approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any sub-committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) may accept, consent of the Shareholders of the Company, be and is hereby accorded as an enabling authority to the Board/Committee to create, offer, issue and allot (approval hereunder and under succeeding resolutions includes to allot Ordinary Equity Shares on conversion where convertible securities are allotted) Foreign Currency Convertible Bonds (FCCB's) to eligible investor(s) (whether residents and/or non-residents and/or institutions and/or incorporated bodies and/or mutual funds and venture capital funds and Indian and/or individuals and/or trustees or otherwise and whether or not such investors are members of the Company) for an aggregate amount of up to 75 million Dollars (equivalent to Rs. 3,350 million approx. @ Rs. 67 = USD 1)"

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, issue of Securities in international offering shall comply with necessary regulatory requirements and may have all or any terms or combination of terms in accordance with the international practice including, but not limited to conditions in relation to Face Value, coupon rate, payment of interest, additional interest, premium on redemption, pre-payment and any other debt service payment whatsoever, conversion terms of FCCB's into underlying Ordinary Equity Shares of ` 2 each, and/or all such terms as are provided in international offerings of this nature including, terms for issue of additional Ordinary Equity Shares, variation of conversion price of the securities during the duration of the securities, etc.

**RESOLVED FURTHER THAT** the Board/Committee thereof be and is hereby authorised to decide the above mentioned terms of FCCB's provided, that the overall terms of FCCB's shall be better as compared to current outstanding FCCB's of USD 50 million.

Regd. Off.: Jain Plastic Park, P.O.Box: 72, N.H. No. 6, Jalgaon - 425 001. India.  
Tel: +91-257-2258011; Fax: +91-257-2258111;  
E-mail: [jjisl@jains.com](mailto:jjisl@jains.com); Visit us at: [www.jains.com](http://www.jains.com)  
CIN: L29120MH1986PLC042028



**RESOLVED FURTHER THAT** the “**Relevant Date**” in relation to the issue of FCCB's in accordance with FEMA Guidelines shall be the date of meeting of Board of Directors where decision to open the proposed issue of FCCB's is taken.

**RESOLVED FURTHER THAT** the Company and/or any agency or body authorised by the Company may issue Depository Receipts representing the underlying Ordinary Equity Shares/Convertible Bonds provided, that the overall terms of FCCB's shall be better as compared to current outstanding FCCB's of USD 50 million. Issued by the Company with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international regulations and practices and under the norms and practices prevalent in international markets.

**RESOLVED FURTHER THAT** the Board/Committee be and is hereby authorised to issue, allot and arrange to list on the existing Stock Exchanges in India, such number of Ordinary Equity Shares as may be required to be issued and allotted upon conversion of any Securities referred to above, as may be necessary in accordance with the terms of the offering and all, such shares shall rank pari-passu with the existing Ordinary Equity Shares of the Company in all respects, and further authorised to enter into and execute all such arrangements/agreements as the Board / Sub Committee may deem fit with any lead managers, managers, underwriters, legal and other advisors, guarantors, depositories, custodians and all other agencies/intermediaries as may be involved or concerned in such an offering of the Securities and to remunerate all such agencies including the payment of commission, brokerage, fee or the like.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of Ordinary Equity Shares /Securities/ Convertible Bonds/ Instruments/ Depository Receipts or securities representing the same and by this resolution the Board of Directors of the Company or Sub Committee thereof, be and is hereby authorised to do all deeds, things and take action on matters, give such directions or instructions for settling any questions doubt or difficulty which may arise with regard to the offer, issue or allotment of the Equity Shares/ Securities/ Convertible Bonds/ Instruments/Depository Receipts or securities representing the same and to take appropriate actions to bring into effect the decision of above as an enabling resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company with power to delegate to any of the officers of the Company, including to decide and disclose the name of the proposed allottee as and when decided by the Board or such Committee, filing of offer document with the authorities as required, arranging delivery and execution of contracts, deeds and agreements.

**RESOLVED FURTHER THAT** any Director(s) and/or the Company Secretary of the Company be and is hereby authorised to file the necessary applications and documents with the Stock Exchanges/SEBI/RBI/ROC and to take such steps as may be necessary and desirable to give effect to this resolution.

**///Certified True Copy///**

**For Jain Irrigation Systems Limited,**

  
A. V. Ghodgaonkar,  
Company Secretary



# SOLOMON & CO.

ADVOCATES & SOLICITORS  
(ESTB. 1909)

24<sup>th</sup> March, 2017

To,

The Chairman,  
**Jain Irrigation Systems Limited.,**  
Jain Plastic Park, N.H. No. 6,  
Jalgaon, Maharashtra,  
Pin Code - 425 001

Dear Sir,

**Sub: Passing of Resolutions through Electronic and Postal Ballot in lieu of e-voting conducted for the purpose of Extra Ordinary General Meeting ("EGM") held on 24<sup>th</sup> March, 2017 of the Jain Irrigation Systems Limited ("JISL")**

The Board of the Company at its meeting held on 25<sup>th</sup> February, 2017 had appointed me as Scrutinizer for the e-voting between Tuesday, 21<sup>st</sup> March, 2017 at 10.00 a.m. and 23<sup>rd</sup> March, 2017 at 5.00 p.m. and for the Postal Ballot in lieu of e-voting for the purpose of EGM received from the shareholders till close of business hours on Tuesday, 21<sup>st</sup> March, 2017.

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

The Company has appointed RTA as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company between Tuesday, 21<sup>st</sup> March, 2017 at 10.00 a.m. and 23<sup>rd</sup> March, 2017 at 5.00 p.m. (I.S.T.). The e-voting results were unblocked by me on 24<sup>th</sup> March, 2017 in the presence of two witnesses.

JISL through RTA has also uploaded the resolutions 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 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 EGM Postal ballot notice dated 25<sup>th</sup> February, 2017 sent to the shareholders by email and registered post. The Register of Members was made up, for the purpose of dispatch of EGM Notice to the shareholders as on 24<sup>th</sup> February, 2017.

As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on 27<sup>th</sup> March, 2014 an advertisement was published by the Company in "Times of India, Aurangabad" English newspaper and "Sakaal, Jalgaon" Marathi edition newspaper on 28<sup>th</sup> February, 2017 informing about the completion of dispatch of the Postal Ballot Notices, both by



registered post and email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I, report that I have received the Postal Ballot forms in lieu of e-voting from the shareholders during the period starting from 1<sup>st</sup> March, 2017 till 21<sup>st</sup> March, 2017. All the Postal Ballot forms received up to 6.00 p.m. (i.e. close of business hours) on Tuesday, 21<sup>st</sup> March, 2017, being the last date fixed by the Company for receipt of the ballot forms and for the purpose of e-voting done up to 23<sup>rd</sup> March, 2017 at 5.00 p.m. were considered for my scrutiny.

The Postal Ballots forms received at the Company's address in the name of the Scrutinizer were opened and then taken up for scrutiny by me. During the course of scrutiny of Postal Ballot Forms, I have come across 51 (Fifty-one) invalid Postal Ballot Forms.

Since e-voting facility was provided by System Provider, 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.

On scrutiny, I report that out of 1,61,718 (One Lakh Sixty-One Thousand Seven Hundred and Eighteen) shareholders, 3405 (Three Thousand Four Hundred and Five) shareholders have exercised their vote through e-voting and 361 (Three Hundred and Sixty-One) shareholders have exercised their votes through Postal Ballot Forms, as received. The details of polling results for the item placed for consideration by the members which is hereby enclosed as **Annexure 'A'**:

## **RESULTS:**

### **Item No. 1**

**Issue of Foreign Currency Convertible Bonds (FCCBs) up to USD 75 million to Non - Promoter entities for redemption of FCCBs worth USD 50 million issued in 2012 /2013 and balance USD 25 million fresh issue for permitted use.**

As the number of votes casted in favour of the Resolution i.e. 99.34 % and hence it is more than three times the number of votes cast against, I report that the Special Resolution, as set out in the Notice of EGM dated 25<sup>th</sup> February, 2017 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of the results.

I, further report that as per the EGM notice dated 25<sup>th</sup> February, 2017 and the Board Resolution dated 25<sup>th</sup> February, 2017 the Chairman or any other person as authorized in this regard may declare and confirm the above results in respect of the aforesaid resolutions to the Stock Exchanges where the shares of the JISL are listed. The results would be displayed on Company's website [www.jains.com](http://www.jains.com) and on the website of the System Provider and Stock Exchanges.

I, further report that as per Rule 22 of the Companies (management and Administration) Rules, 2014, the Company has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from the System Provider, for the e-Voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders such as the name folio number/ DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the



Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above purpose.

Thanking you,  
Yours Faithfully,

For **Solomon & Co.**  
Advocates & Solicitors

A T

Aaron Solomon  
Partner



Annexure A

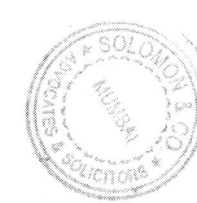
Total Number of valid Ballot papers received	310
Total No. of Invalid Ballot Papers received.	51
Total No. of Valid Ballot Papers received	361

Total Number of votes	3405 (Equity)	1891 (DVR)
Total No. of Invalid votes received.	-	-

Resolution No. 1

Resolution Required : (Ordinary / Special)

	Promoter / Public	Mode of Voting	Total Voted		Total Voted DVR Shares	Total VR Shares (4+10% of 5)	Valid Voting Right in favour		Valid Voting Right Against		Abstain from Voting	% of Total VR abstained	Invalid	
			Total Voted Equity Shares	Total Voted DVR Shares			No. of Shares	% of Total VR	No. of Shares	% of Total VR			No. of Shares	% of Total VR
			No				No. of Shares	% of Total VR	No. of Shares	% of Total VR			No. of Shares	% of Total VR
Issue of Foreign Currency Convertible Bonds (FCCB's) upto USD 75 million to Non- Promoter entities for redemption of FCCB's.														
1	Promoter and Promoter Group	e-Voting Poll Total	179,32,585 1020,72,086 1200,04,671	8,96,624 40,18,150 49,14,774	180,22,247.40 1024,73,901.00 1204,96,148.40	100.00 100.00 100.00	180,22,247 1024,73,901 1204,96,148	0.00 0.00 0.00	0.00 0.00 0.00	0.00 0.00 0.00	- - -	0.00 0.00 0.00	- - -	0.00 0.00 0.00
2	Public - Institutional holders	e-Voting Poll Total	1488,35,349	4,37,780	1488,79,127.00	98.74	1470,08,382	0.00	1870745	1.26	- - -	- - -	- - -	0.00 0.00 0.00
3	Public - Others	e-Voting Poll Total	1488,35,349 188,14,652 3,00,812	4,37,780 3,35,133 33,054	1488,79,127.00 188,48,165.30 3,04,117.40	98.74 100.00 87.53	1470,08,382 188,48,121 2,66,207	0.00 0.00 0.85	1870745	1.26	45 2,585 2,630	0.00 0.00 0.01	- - 0	0.00 0.00 0.18
<b>Total</b>		e-Voting Poll Total	1855,82,586 1023,72,898 2879,55,484	16,69,537 40,51,204 57,20,741	1857,49,539.70 1027,78,018.40 2885,27,558.10	98.99 99.96 99.34	1838,78,750 1027,40,108 2866,18,858	0.00 0.00 0.00	1870745	1.01	45 2,585 2,630	0.00 0.00 0.65	- 0 1870745	0.00 0.00 0.65



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