

JISL/SEC/2019/03/B-2/B-6

29th March, 2019

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 : 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: Disclosure of Voting Results - Postal Ballot.

Dear Sir/Madam,

Please take notice that Shareholders of the Company have approved the Special Resolution with respect to "Reappointment of Shri Devendra Raj Mehta (DIN 01067895), Independent Director, who has attained the age of 75 years" by way of Postal Ballot, as per report of Scrutinizer i.e. Shri Aaron Solomon, Practicing Advocate, Solicitor and Partner of Solomon & Co., Mumbai dated 28.03.2019, which has been declared at the Registered Office of the Company by Chairman today at 10 AM.

Agenda

Item No.	Subject of Postal Ballot	Resolution Type	Mode of voting	Remarks
1	Reappointment of Shri Devendra Raj Mehta (DIN 01067895), Independent Director, who has attained the age of 75 years	Special	E-voting and Postal Ballot	The resolution was passed with requisite majority

Please find attached herewith following:

- (i) Scrutinizer's Report dated 28.03.2019 as **Annexure A**.
- (ii) Certified true copy of resolution passed by way of Postal Ballot as **Annexure B**.

The above results shall be published in newspapers and on the website of the Company i.e. www.jains.com.

Please take the above on record and acknowledge.

Thanking you,
Yours faithfully,
For Jain Irrigation Systems Limited,


A. V. Ghodgaonkar,
Company Secretary

SOLOMON & Co.ADVOCATES & SOLICITORS
(ESTD. 1909)

Ref: 8.194/638/19

28th March 2019

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

Dear Sir,

Sub: Passing of Special Resolution for Jain Irrigation Systems Limited ("Company") through Electronic Voting ("e-voting") and Postal Ballot in lieu of e-voting conducted for the purpose of Re-appointment of Shri Devendra Raj Mehta, Independent Director of the Company who has attained the age of 75 years.

The Postal Ballot Sub-Committee of Board of Directors of the Company at its meeting held on 25th February 2019 had appointed me to scrutinize the voting process conducted through e-voting conducted between Wednesday, 27th February 2019 from 09:00 A.M. (IST) till Thursday, 28th March 2019 upto 05:00 P.M. (IST) and for the Postal Ballot conducted in lieu of e-voting for the purpose of Re-appointment of Shri Devendra Raj Mehta, Independent Director of the Company who has attained the age of 75 years, which was considered till Thursday, 28th March 2019 upto 05:00 P.M. (IST).

Company accordingly has made arrangements with the Central Depository Services (India) Limited ("CDSL") ("System Provider") for providing a system of recording votes of the shareholders of the Company 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 i.e. <https://www.evotingindia.com/>

The Company has also appointed its RTA as the Service Provider for extending the facility of e-voting to the shareholders of the Company between Wednesday, 27th February 2019 from 09:00 A.M. (IST) till Thursday, 28th March 2019 upto 05:00 P.M. (IST). The e-voting results were unblocked by me on 28th March 2019 in the presence of two witnesses.

The Company through its 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 Postal Ballot Notice dated 25th February 2019 ("Postal Ballot Notice") sent to the shareholders by email and registered post. The Register of Members was made up, for the purpose of dispatch of Postal Ballot Notice to the shareholders as on 22nd February 2019.



Received & Accepted on 29/03/2019

Jain Irrigation Systems Limited Page 1 of 3

Fort Office: Calcot House, 3rd Floor, 8/10, M.P. Shetty Marg, (Tamarind Street), Fort, Mumbai 400 023, India. Tel: +9122-6627-3900
Bandra Office: 801-B, Leo (Kohinoor Bldg.), 24th Road, Off Linking Road, Khar (West), Mumbai 400 052, India. Tel: +9122-6136-0360

Chairman

As stated in sub rule (3) of Rule 22 under Chapter VII - The Companies (Management and Administration) Rules, 2014 prescribed under the Companies Act, 2013, advertisements were published by the Company in "The Free Press Journal" English edition newspaper and "Sakaal" Marathi edition newspaper on 27th February 2019, informing about the completion of dispatch of the Postal Ballot Notice, 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 27th February 2019 till 28th March 2019. All the Postal Ballot forms received up to 05:00 P.M. (IST), Thursday, 28th March 2019, being the last date fixed by the Company for receipt of the ballot forms and for the purpose of e-voting done up to 05:00 P.M. (IST), Thursday, 28th March 2019 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 19 (nineteen) invalid Postal Ballot Forms. Further, I report that I have conducted a sample check of documents [power of attorney(s) and board resolution(s)] submitted by the shareholders or by the custodian on behalf of the shareholders with the System Provider who had opted for e-voting. During the course of my scrutiny, I have not come across any discrepancies thereto and therefore, all the votes casted by the such shareholders, both, positive and negative, have been considered for the purpose of our report.

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 2,61,742 (two lakhs sixty-one thousand seven hundred forty-two) shareholders, 5106 (five thousand one hundred and six) shareholders have exercised their vote through e-voting and 223 (two-hundred twenty-three) 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: -

Resolution No. 1

Re-appointment of Shri Devendra Raj Mehta, Independent Director of the Company who has attained the age of 75 years -

As the number of votes casted in favour of the Resolution i.e. **90.95%** and hence it is more than number of votes cast against, I report that the Special Resolution, as set out in the Postal Ballot Notice dated 25th February 2019 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on 28th March 2019.

I further report that as per the Postal Ballot Notice dated 25th February 2019, any person authorized by the Company may declare and confirm the above results in respect of the aforesaid resolution to the Stock Exchanges where the shares of the Company are listed. The results would



be displayed on Company's website www.jains.com and on the website of System Provider and Stock Exchanges.

I further report that the Company has been duly complied with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014. I further report that as per the said Rules, the records maintained by me including the data as obtained from 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

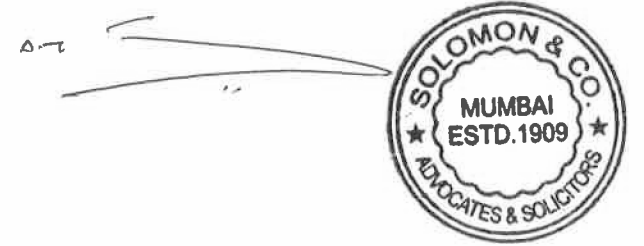
A. -1
Aaron Solomon
Partner



Voting Summary for Special Resolution passed on 28th March 2019 through Postal Ballot (Physical & E-voting)

Total Number of valid Ballot papers received	223	Total Number of e-votes	Equity	DVR
Total No. of Invalid Ballot Papers received.	19	3208		1098
Total No. of Valid Ballot Papers received	204			

Resolutions	Resolution required (Ordinary/Special)	Whether promoter/promoter group are interested in the agenda/resolution?	Category	Voting					Assent					Dissent					Abstain					Invalid										
				Total Voted Eq Shares		Total Voted DVR Shares		Total	Equity		DVR		Total	%	Equity		DVR		Total	%	Equity		DVR		Total	%	Equity		DVR		Total	%		
				E-Voting	Physical	E-Voting	Physical		E-Voting	Physical	E-Voting	Physical			E-Voting	Physical	E-Voting	Physical			E-Voting	Physical	E-Voting	Physical			E-Voting	Physical	E-Voting	Physical				
1	Re-appointment of Shri Devendra Raj Mehta (DIN:01067895) Independent Director who has attained the age of 75 years.	Special	No	Promoter and Promoter Group	9,91,97,130	-	50,47,536	-	10,42,44,666	9,97,01,883.60	9,91,97,130	-	5,04,753.60	-	9,97,01,883.60	29.99	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
				Public - Institutions	12,73,84,356	-	1,34,249	-	12,75,18,605	12,73,97,760.90	9,73,20,852	-	13,424.90	-	9,73,34,276.90	29.27	3,00,63,504	0	0	0	0	0	0	0	0	0	0	0	0	0	0			
				Public - Others	10,46,04,970	5,90,763	18,83,618	27,904	10,71,07,255	10,53,86,885.20	10,45,81,211	5,87,812	1,87,049.80	2,786	10,53,58,858.70	31.69	23,759	1,040	1,312.00	1.1	26,112.10	0.01	0	0	0	0	0	0	0	1,911	0	34	1914.4	0.00
				Total	33,11,86,456	5,90,763	70,65,403	27,904	33,89,70,526	33,24,86,549.70	30,10,99,193	5,87,812	7,05,228.30	2,785.90	30,23,95,019.20	90.95	3,00,87,263	1,040	1,312.00	1.10	3,00,89,616	9.05	-	-	-	-	-	-	-	1,911	3	1,914	0.00	



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LIMITED

"RESOLVED THAT pursuant to the provisions of Section 149 (4), 152(2) read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of members of the Company be and is hereby accorded for reappointment of Shri Devendra Raj Mehta (DIN 01067895) (who has attained the age of 75 years), for a period of 5 years effective from 1st April, 2019 as an Independent Director of the Company, not subject to retirement by rotation. Mr. Devendra Raj Mehta (DIN 01067895) has submitted a declaration that he meets the criteria of independence specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company or an authorised committee thereof be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution"

///Certified True Copy///

For Jain Irrigation Systems Limited,



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