



"Leave this world better than you found it."
Founder - Bhavarlal H. Jain (1937 - 2016)

JISL/SEC/2018/09/B-2/B-6

1st September, 2018

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) for Ordinary Equity shares
Code No. 570004 (BSE) & JISLDVREQS (NSE) for DVR Equity Shares

Sub: Notice of 31st AGM along with Explanatory Statement.

Dear Sir/Madam,

In continuation to our letter No.JISL/CS/2018/08 dated 13.08.2018, enclosed herewith please find copy of Notice convening 31st Annual General Meeting to be held on Friday 28th September, 2018 along with Explanatory Statement u/s 102(1) of the Companies Act, 2013 together with Postal Ballot in lieu of evoting, Proxy form and Attendance Sheet etc.

Please receive the above in order and acknowledge.

Thanking you,

Yours faithfully,
For Jain Irrigation Systems Limited,


A. V. Ghodgaonkar,
Company Secretary





NOTICE

NOTICE IS HEREBY GIVEN THAT 31st ANNUAL GENERAL MEETING OF SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LIMITED SHALL BE HELD ON FRIDAY, 28th SEPTEMBER, 2018 AT 11:00 AM AT REGISTERED OFFICE OF THE COMPANY AT JAIN PLASTIC PARK, N.H. NO. 6, BAMBHORI, JALGAON 425001 TO TRANSACT THE FOLLOWING BUSINESS;

ORDINARY BUSINESS

- 1) To receive, consider and adopt or approve the Financial Statements for the year ended 31st March, 2018 (including Standalone Balance Sheet as at 31st March, 2018, Standalone Profit & Loss account, Standalone Cash Flow Statement and Consolidated Balance Sheet as at 31st March, 2018, Consolidated Profit & Loss account and Consolidated Cash Flow Statement for the year ended on even date) together with Schedules, Notes thereon and the reports of Board of Director's and Auditor's thereon.

- 2) To declare a Dividend on Ordinary and DVR Equity Shares of ₹ 2 each as follows;

Sr.No.	Particulars of Equity Shares	Amount (₹)
1	50% (₹ 1.00 per share) on 49,63,66,053 Ordinary Equity Shares of ₹ 2 each	49,63,66,053
2	50% (₹ 1.00 per share) on 1,92,94,304 DVR Equity Shares of ₹ 2 each	1,92,94,304
Total (Excluding applicable Dividend Distribution Tax)		51,56,60,357

- 3) To appoint a Director in place of Shri R. Swaminathan, who retires by rotation and being eligible, offers himself for reappointment as a Director.

SPECIAL BUSINESS

To ratify remuneration of Cost Auditor for Financial Year ending 31st March, 2019.

- 4) To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the consent of the Company be and is hereby accorded to ratify the action of the Board of Directors of the Company of approving recommendation of Audit Committee for remuneration of ₹ 500,000 of M/s D. C. Dave & Co., Cost Auditor(s) to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2019.

Mortgage/ Charge on select Immovable Properties/ Movable properties of the Company -

- 5) To consider and, if thought fit, to pass with or without modifications, as may be practical and permissible, the following resolution as a Special Resolution:

"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 reduce/enhance mortgage/charge/hypothecate or otherwise create an encumbrance, on the whole or substantially the whole or substantially the whole of one or more of the Company's undertakings, (including its movable and immovable properties) on such terms and conditions and in such form and manner, as it may think fit, whether as interim or final security, against Working Capital facilities, Term Loan, Corporate loans Non Convertible Debentures (NCD's) or Bond's raised 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 and other lenders subscribers of NCD's/Bond's 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 obtained/to be obtained.

RESOLVED FURTHER THAT the Board of Directors of the Company or an authorized committee (Operations Review 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 reducing/renewing/enhancing 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."

Re-appointment of and remuneration to Shri. Ashok B. Jain as a Whole Time Director

- 6) To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an Ordinary Resolution:

"RESOLVED pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, and subject to all other approvals, as may be required, **THAT** the Company be and does hereby approve and consent to the re-appointment of Mr. Ashok B. Jain (DIN 00053157) as a Whole Time Director of the Company, w.e.f. 1st October, 2018 to 30th September, 2023 for a period of 5 (Five) years, on the terms and conditions of remuneration including perquisites, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions including designation of the said appointment and annual increment in the scale each year, so as not to exceed the limits specified in Section 197 read with Part II, Section I of Schedule V to the Companies Act, 2013, or the applicable provisions of the Companies Act, 2013 for the time being in force or any amendments thereof, including any Ministry of Corporate Affairs' notifications in





this respect, or any amendments and / or modification as may be agreed between the Board of Directors and the appointee during the tenure of the appointment.

Terms of Remuneration

Salary per month in scale of ₹35,00,000 - ₹70,00,000 as monthly remuneration, and commission as a percentage of net profits as may be decided by Nomination and Remuneration Committee (NRC), each year, based on various performance parameters, applicable for a period of 5 (Five) years w.e.f. 1st October, 2018 to 30th September, 2023, and on such further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, allowances, incentive, extra salary valued as per Income Tax Act, 1961 and rules made thereunder, inclusive of following as illustrative perquisites.

- a) Housing: Rent free furnished accommodation or house rent allowance in lieu thereof upto ₹ 7,00,000 or 15% of salary or Actual Rent per month, whichever is lower;
- b) Medical Expenses Reimbursement: Reimbursement of all medical expenses incurred for self and family (family means spouse and the dependent children of the appointee) at actuals (including domiciliary and medical expenses) and insurance premium for medical and hospitalization policy as applicable as per Company's policy;
- c) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company and Income Tax Rules;
- d) Club Fees: Fees of Clubs subject to a maximum of two clubs.
- e) Personal accident insurance premium: Personal accident insurance under Group Personal Accident Policy of the Company;
- f) Car: Car with driver shall be provided for use on Company's business and the same will not be considered as perquisite; use of car for private purposes shall however, be billed by the Company, if any;
- g) Telephone: Telephone at residence and mobile telephones will be provided and the same will not be considered as perquisite;
- h) Coverage under Keyman Insurance Scheme as may be deemed fit by Nomination and Remuneration Committee / Board of Directors.
- i) Contribution upto 10% of salary into National Pension Scheme.
- j) Other Allowances/ benefits, perquisites- any other allowances, benefits and perquisites as per the Rules applicable to the Higher Management and Key Managerial Personnel(s) of the Company and/ or which may become applicable in the future and/or any other allowance, perquisites as the Board/Nomination and Remuneration Committee may from time to time decide.

The following perquisites shall not form a part of remuneration and shall be paid separately:

- i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund to the extent permitted under Law;
- ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;

- iii) Leave encashment, if any, as per Company's policy applicable.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

Re-appointment of and remuneration to Shri. Anil B. Jain as a Whole Time Director

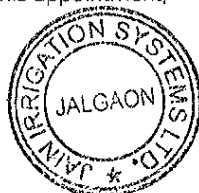
- 7) **To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an Ordinary Resolution:**

"RESOLVED pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, and subject to all other approvals, as may be required, **THAT** the Company be and does hereby approve and consent to the re-appointment of Mr. Anil B. Jain (DIN 00053035) as a Whole Time Director of the Company, designated as Vice Chairman and Managing Director w.e.f. 1st October, 2018 to 30th September, 2023 (hereinafter referred to as 'VC & MD') for a period of 5 (Five) years, on the terms and conditions of remuneration including perquisites, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions including designation of the said appointment and annual increment in the scale each year, so as not to exceed the limits specified in Section 197 read with Part II, Section I of Schedule V to the Companies Act, 2013, or the applicable provisions of the Companies Act, 2013 for the time being in force or any amendments thereof including any Ministry of Corporate Affairs notifications in this respect, or any amendments and / or modification as may be agreed between the Board of Directors and the appointee during the tenure of the appointment.

Terms of Remuneration

Salary per month in scale of ₹ 35,00,000 - ₹ 70,00,000 as monthly remuneration, and commission as a percentage of net profits as may be decided by Nomination and Remuneration Committee (NRC), each year, based on various performance parameters, applicable for a period of 5 (Five) years w.e.f. 1st October, 2018 to 30th September, 2023, and on such further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, allowances, incentive, extra salary valued as per Income Tax Act, 1961 and rules made thereunder, inclusive of following as illustrative perquisites.

- a) Housing: Rent free furnished accommodation or house rent allowance in lieu thereof upto ₹ 7,00,000 or 15% of salary or Actual Rent per month, whichever is lower;
- b) Medical Expenses Reimbursement: Reimbursement of all medical expenses incurred for self and family (family means spouse and the dependent children of the appointee) at actuals (including domiciliary and medical expenses) and insurance premium for medical and hospitalization policy as applicable as per Company's policy;
- c) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company and Income Tax Rules;



- d) Club Fees: Fees of Clubs subject to a maximum of two clubs.
- e) Personal accident insurance premium: Personal accident insurance under Group Personal Accident Policy of the Company;
- f) Car: Car with driver shall be provided for use on Company's business and the same will not be considered as perquisite; use of car for private purposes shall however, be billed by the Company, if any;
- g) Telephone: Telephone at residence and mobile telephones will be provided and the same will not be considered as perquisite;
- h) Coverage under Keyman Insurance Scheme as may be deemed fit by Nomination and Remuneration Committee / Board of Directors.
- i) Contribution upto 10% of salary into National Pension Scheme.
- j) Other Allowances/ benefits, perquisites- any other allowances, benefits and perquisites as per the Rules applicable to the Higher Management and Key Managerial Personnel(s) of the Company and/ or which may become applicable in the future and/or any other allowance, perquisites as the Board/Nomination and Remuneration Committee may from time to time decide.

The following perquisites shall not form a part of remuneration and shall be paid separately:

- i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund to the extent permitted under Law;
- ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iii) Leave encashment, if any, as per Company's policy applicable.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

Re-appointment of and remuneration to Shri Ajit B. Jain as a Whole Time Director

8) To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an Ordinary Resolution:

"RESOLVED pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, and subject to all other approvals, as may be required, **THAT** the Company be and does hereby approve and consent to the re-appointment of Mr. Ajit B. Jain (DIN 00053299) as a Whole Time Director of the Company, designated as Joint Managing Director w.e.f 1st October, 2018 to 30th September, 2023 (hereinafter referred to as 'JMD') for a period of 5 (Five) years, on the terms and conditions of remuneration including perquisites, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions including designation of the said appointment and annual increment in

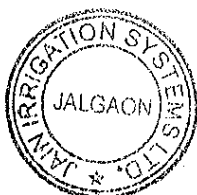
the scale each year, so as not to exceed the limits specified in Section 197 read with Part II, Section I of Schedule V to the Companies Act, 2013, or the applicable provisions of the Companies Act, 2013 for the time being in force or any amendments thereof including any Ministry of Corporate Affairs' notifications in this respect or any amendments and / or modification as may be agreed between the Board of Directors and the appointee during the tenure of the appointment.

Terms of Remuneration

Salary per month in scale of ₹ 35,00,000 - ₹ 70,00,000 as monthly remuneration, and commission as a percentage of net profits as may be decided by Nomination and Remuneration Committee (NRC), each year, based on various performance parameters, applicable for a period of 5 (Five) years w.e.f. 1st October, 2018 to 30th September, 2023, and on such further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, allowances, incentive, extra salary valued as per Income Tax Act, 1961 and rules made thereunder, inclusive of following as illustrative perquisites.

- a) Housing: Rent free furnished accommodation or house rent allowance in lieu thereof upto ₹ 7,00,000 or 15% of salary or Actual Rent per month, whichever is lower;
- b) Medical Expenses Reimbursement: Reimbursement of all medical expenses incurred for self and family (family means spouse and the dependent children of the appointee) at actuals (including domiciliary and medical expenses) and insurance premium for medical and hospitalization policy as applicable as per Company's policy;
- c) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company and Income Tax Rules;
- d) Club Fees: Fees of Clubs subject to a maximum of two clubs.
- e) Personal accident insurance premium: Personal accident insurance under Group Personal Accident Policy of the Company;
- f) Car: Car with driver shall be provided for use on Company's business and the same will not be considered as perquisite; use of car for private purposes shall however, be billed by the Company, if any;
- g) Telephone: Telephone at residence and mobile telephones will be provided and the same will not be considered as perquisite;
- h) Coverage under Keyman Insurance Scheme as may be deemed fit by Nomination and Remuneration Committee / Board of Directors.
- i) Contribution upto 10% of salary into National Pension Scheme.
- j) Other Allowances/ benefits, perquisites- any other allowances, benefits and perquisites as per the Rules applicable to the Higher Management and Key Managerial Personnel(s) of the Company and/ or which may become applicable in the future and/or any other allowance, perquisites as the Board/Nomination and Remuneration Committee may from time to time decide.

The following perquisites shall not form a part of remuneration and shall be paid separately:





- i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund to the extent permitted under Law;
- ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iii) Leave encashment, if any, as per Company's policy applicable.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

Re-appointment of and remuneration to Shri Atul B. Jain as a Whole Time Director

9) To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an Ordinary Resolution:

"**RESOLVED** pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, and subject to all other approvals, as may be required, **THAT** the Company be and does hereby approve and consent to the re-appointment of Mr. Atul B. Jain (DIN 00053407) as a Whole Time Director of the Company, designated as Chief Financial Officer w.e.f. 1st October, 2018 to 30th September, 2023 (hereinafter referred to as 'CFO') for a period of 5 (Five) years, on the terms and conditions of remuneration including perquisites, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions including designation of the said appointment and annual increment in the scale each year, so as not to exceed the limits specified in Section 197 read with Part II, Section I of Schedule V to the Companies Act, 2013, or the applicable provisions of the Companies Act, 2013 for the time being in force or any amendments thereof including any Ministry of Corporate Affairs' notifications in this respect or any amendments and / or modification as may be agreed between the Board of Directors and the appointee during the tenure of the appointment.

Terms of Remuneration

Salary per month in scale of ₹ 35,00,000 - ₹ 70,00,000 as monthly remuneration, and commission as a percentage of net profits as may be decided by Nomination and Remuneration Committee (NRC), each year, based on various performance parameters, applicable for a period of 5 (Five) years w.e.f. 1st October, 2018 to 30th September, 2023, and on such further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, allowances, incentive, extra salary valued as per Income Tax Act, 1961 and rules made thereunder, inclusive of following as illustrative perquisites.

- a) Housing: Rent free furnished accommodation or house rent allowance in lieu thereof upto ₹ 7,00,000 or 15% of salary or Actual Rent per month, whichever is lower;
- b) Medical Expenses Reimbursement: Reimbursement of all medical expenses incurred for self and family (family means spouse and the dependent children of the

appointee) at actuals (including domiciliary and medical expenses) and insurance premium for medical and hospitalization policy as applicable as per Company's policy;

- c) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company and Income Tax Rules;
- d) Club Fees: Fees of Clubs subject to a maximum of two clubs.
- e) Personal accident insurance premium: Personal accident insurance under Group Personal Accident Policy of the Company;
- f) Car: Car with driver shall be provided for use on Company's business and the same will not be considered as perquisite; use of car for private purposes shall however, be billed by the Company, if any;
- g) Telephone: Telephone at residence and mobile telephones will be provided and the same will not be considered as perquisite;
- h) Coverage under Keyman Insurance Scheme as may be deemed fit by Nomination and Remuneration Committee / Board of Directors.
- i) Contribution upto 10% of salary into National Pension Scheme.
- j) Other Allowances/ benefits, perquisites- any other allowances, benefits and perquisites as per the Rules applicable to the Higher Management and Key Managerial Personnel(s) of the Company and/ or which may become applicable in the future and/ or any other allowance, perquisites as the Board/Nomination and Remuneration Committee may from time to time decide.

The following perquisites shall not form a part of remuneration and shall be paid separately:

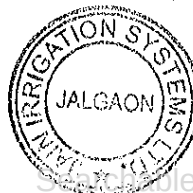
- i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund to the extent permitted under Law;
- ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iii) Leave encashment, if any, as per Company's policy applicable.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

Re-appointment of and remuneration to Shri R. Swaminathan as a Whole Time Director

10) To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an Ordinary Resolution:

"**RESOLVED** pursuant to provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions; if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, and subject to all other approvals, as may be required, **THAT** the Company be and does hereby approve and consent





to, the re-appointment of Mr. R. Swaminathan (DIN 00060983) as a Whole Time Director of the Company, designated as Executive Director w.e.f. 1st October, 2018 to 30th September, 2023 (hereinafter referred to as 'ED') for a period of 5 (Five) years, on the terms and conditions of remuneration including perquisites, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions including designation of the said appointment, and annual increment in the scale, so as not to exceed the limits specified in Section 197 read with Part II, Section I of Schedule V to the Companies Act, 2013, or the applicable provisions of the Companies Act, 2013 for the time being in force or any amendments thereof including any Ministry of Corporate Affairs notifications in this respect or any amendments and / or modification as may be agreed between the Board of Directors and the appointee during the tenure of the appointment.

Terms of Remuneration

₹ 5,20,320 per month as monthly remuneration, applicable for a period of 5 (Five) years from 1st October, 2018 to 30th September, 2023, and on such further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, allowance, incentive, extra salary valued as per Income Tax Act, 1961 and rules made thereunder etc., but excluding the following (which shall be paid separately):

- Contribution to the Provident Fund, Superannuation Fund, Annuity Fund to the extent permitted under Law;
- Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- Leave encashment, if any, as per Company's policy applicable.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

Amendments to JISL ESOP 2011 and related issues

- 11) To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as a Special Resolution:**

"RESOLVED pursuant to Sections 67, 179, 186 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as SEBI regulations), other relevant provisions of Securities Laws, the Articles of Association of the Company and other relevant provisions of law, **THAT**

- approval of the Shareholders of the Company be and is hereby given to the following modifications (not being prejudicial to the interests of the grantees of the Stock Options) to Jain Irrigation Employee Stock Option Plan 2011 ("ESOP 2011") and the terms of issue of stock options to be granted pursuant to such Plan.
 - Clause 6.3(O) of the ESOP-2011 be and is hereby modified replacing the existing clause with the following clause and accordingly.

revised clause 6.3(o) of ESOP – 2011 to read as follows:

6.3 (o) Set up a Trust for administration of the Options and provide, inter alia, for grant of Options to the Trust, provide for power to Trust to purchase/subscribe to Shares through

exercise of Options or from the secondary market, for issue/ transfer of Shares to the employees on exercise of Options, etc.

- FURTHER RESOLVED THAT** pursuant to the approval of the Shareholders at the General Meeting of the Company held on 30th September 2011 and 27th September, 2013 for approving a scheme of employees stock options (ESOP 2011), approval of the Shareholders be and is hereby given to the Company to set up a Trust or Trusts for implementing the ESOPs 2011 and for acquisition by such Trust of fully paid up Equity Shares of the Company by subscription and/or by purchase (subject to a maximum of 5% of the paid up Equity Share Capital of the Company, but not exceeding the limits as prescribed under the SEBI Regulations) through recognized Stock Exchanges and that the Board of Directors of the Company (including a Committee and/or Director or Officer of the Company authorised by the Board for this purpose) be and is hereby authorized to do all acts to give effect to this including any matters incidental or connected with it.
- FURTHER RESOLVED THAT** approval of the Shareholders be and is hereby given to the Company to grant loans to any employees of the Company and/or to any Trust(s) whose beneficiaries are such employees, for purchase and/or subscription of fully Paid Up Equity Shares of the Company, on such terms and conditions as are stated in the Explanatory Statement for this resolution and also such other terms and conditions as the Board (including Nomination and Remuneration Committee authorised by the Board for this purpose) may, at its sole discretion, deem fit provided that the total amount of such loan standing at any time shall not exceed amount equivalent cost of acquisition upto 25 million shares at any time, and for this purpose the Board (including a Committee and/or Director or Officer of the Company authorised by the Board for this purpose) is hereby authorised to carry out all acts incidental or connected thereto or related thereto."

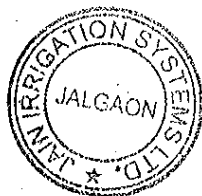
FURTHER RESOLVED THAT the Board and/or the Nomination and Remuneration Committee of the Company be and is hereby authorised to take such steps to give effect to and matters which are incidental or consequent to the amendments made to the Plan and the terms of the Stock Options, including issuance of necessary documents to the employees, filings of documents with authorities and such other steps or acts as the Board/ Nomination and Remuneration Committee may deem fit for this purpose.

FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

Issue of Secured Non-Convertible Debentures (NCD's) upto ₹ 5,000 million on Private Placement basis.

- 12) To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.**

"RESOLVED pursuant to the provisions of Section 23, 42, 71 or any other applicable provisions, if any, of the Companies Act, 2013 read with, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment to or re-enactment thereof), 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 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, and, 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 under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations") the rules and regulations of the Bombay Stock Exchange Limited, National Stock Exchange of India Limited ("Stock Exchanges") and other provisions of law/regulation in force and such other Statutory Authority approvals, consents, permissions and sanctions, also as may be required, and subject to such conditions as may be prescribed by them whilst 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, **THAT** the consent of Shareholders of the Company be and is hereby accorded to the Board to offer, issue and allot Secured Non-Convertible Debentures (NCD's) in one or more tranches upto value equivalent to INR 5,000,000,000 (Indian Rupees Five Thousand Million) to any entity willing to subscribe to NCD's including company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board may decide, on a "private placement" basis.

FURTHER RESOLVED THAT for the purpose of giving effect to proposed offer, issue or allotment of NCD's, the Board of Directors of the Company (or Committee thereof), be and is hereby authorised to decide the terms of the issue, number of NCD's to be allotted in each tranche, issue price, rate of interest, redemption period, security, listing on one or more Stock Exchanges and all such terms as the Board/Committee may in its absolute discretion deem fit in the best interest of the Company and to make and accept any modification in the issue as may be required by the authorities involved and to settle any question or difficulties that may arise in regard to the offer/issue of NCD's and to do all deeds, things and take action on matters and to take appropriate actions to bring into effect the decision of above as an "enabling resolution".

FURTHER RESOLVED THAT the terms and conditions of issue of NCD's, shall include following:

- a) A sum of 100% of the Subscription Price shall be payable by the Allottee(s) before allotment of the Secured Non-Convertible Debentures as subscription money in a specified bank account.
- b) The terms relating to such NCD's may be decided by the Board/Committee in accordance with applicable SEBI Regulations, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other provisions of law as may be applicable to the transaction.

RESOLVED FURTHER THAT the consent of the Shareholders of the Company be and is hereby accorded to the Board/Committee to appoint lead managers, arrangers, underwriters, depositories, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in issue of NCD's and to decide their remuneration by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and to enter into and execute all such arrangements, contracts, agreements, memorandum, documents etc. with such agencies and to do such acts, deeds to execute all such documents as may be necessary for giving effect to this resolution.

RESOLVED FURTHER THAT any Director 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 and to take such steps as may be necessary and desirable to give effect to this resolution.

By the Order of the Board
For Jain Irrigation Systems Ltd.

Sd/-

A.V. Ghodgaonkar
Company Secretary

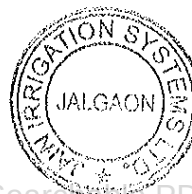
Mumbai
31st August, 2018

Notes

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED HERewith. ALL PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, SIGNED, STAMPED AND RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE SCHEDULED COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2) The Company had appointed Haribhakti and Co., LLP, Mumbai as Statutory Auditors of the Company for a period of 3 years (for FY 2018 – FY 2020) in previous AGM held in 2017. Ministry of Corporate Affairs (MCA) vide its notification has notified the provisions of the Companies (Amendment) Act, 2017 pursuant to which the first proviso of Section 139(1) of the Companies Act, 2013, with respect to ratification of appointment of Statutory Auditors of the Company every year shall be omitted with effect from 07th May, 2018.





- 3) The Register of Members and related transfer books of the Company shall be closed from **Monday, 17th September, 2018 to Friday, 28th September, 2018 (both days inclusive)**.
- 4) Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed herewith.
- 5) The documents mentioned in the Notice and Explanatory Statement shall be available for inspection at Registered Office of the Company upto the date of the meeting on all working days, except Saturday, between 11:00 AM and 1:00 PM.
- 6) Members who have not claimed dividend declared by the Company are requested to write to the Company for obtaining demand draft before the balance in the respective account gets transferred to **Investor Education and Protection Fund** as per rules established by the Central Government under Section 124(5) of the Companies Act, 2013. The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2009-10, from time to time on due dates, to the Investor Education and Protection Fund. The unclaimed/unpaid dividend data are also uploaded on the web site of the Company https://www.nseprimejr.com/z_JtSI_JALFOS/unclaim.aspx?value=3cYDU7170mvM600MSHCcMw==.

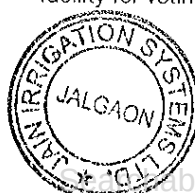
The details of unclaimed dividend as on 31st March 2018 are as follows.

Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2017 (₹)	Due date for transfer to IE&PF (on or before)
2010-11	30.09.2011	29.09.2010	1,754,312.00	06.11.2018
2011-12	21.09.2012	20.09.2019	2,145,430.00	28.10.2019
2012-13	27.09.2013	26.09.2020	1,199,027.00	03.11.2020
2013-14	26.09.2014	25.09.2021	1,454,667.00	02.11.2021
2014-15	29.09.2015	28.09.2022	1,534,137.00	05.11.2022
2015-16	30.09.2016	29.09.2023	1,366,348.00	06.11.2023
2016-17	28.09.2017	27.09.2024	1,791,488.00	06.11.2024

- 7) The dividend, if declared/approved at the ensuing Annual General Meeting, will be paid on or after **8th October, 2018** to those shareholders or their mandate whose:
 - a) names appear as Beneficial Owners as at the end of the business hours on Friday **14th September, 2018** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the Shares held in electronic form.
 - b) names appear as members in the Register of Members of the Company after giving effect to valid share transfer in physical form lodged with the Company/its Registrar and Transfer Agent (RTA) on or before **15th September, 2018**.
- 8) Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400083** for both physical and demat segments of Ordinary Equity and DVR Equity Shares of the Company. Please quote on all such correspondence - **"Unit - Jain Irrigation Systems Limited"** For Shareholders queries- Telephone No. 022-49186000, Fax: 022-49186060, **E-mail ID: rant.helpdesk@linkintime.co.in**

Web: www.linkintime.co.in or Company's E-mail ID: investor.corr@jains.com.

- 9) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Link Intime India Private Limited for doing the needful.
- 10) Members are requested to notify change in address, if any, immediately to Link Intime India Private Limited quoting their folio numbers.
- 11) **In terms of circular issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish self-certified copy of PAN card for all the above mentioned transactions.**
- 12) It is observed that few members have still not surrendered their old Share Certificates for Equity Shares of ₹ 10/- each for exchange with the new Share Certificates for Equity Shares of ₹ 2/- each. They are once again requested to surrender the Share Certificates for Equity Shares of ₹ 10/- each at the Registered Office of the Company so as to enable the Company to do the needful.
- 13) **To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends. NECS Form is attached to the Notice to the members for providing details, if not already provided.**
- 14) Electronic copy of the Annual Report being sent to the members whose email ID's are registered with the Company/ Depository Participant(s) for communication purpose unless member has requested for a physical copy of the Annual Report.
- 15) Members may note that the Notice of the 31st Annual General Meeting and the Annual Report 2017-18 will be available on the Company's website www.jains.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours (11 AM to 1 PM) on working days except Saturday till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making the request for the same, by post free of cost. For any communication, the Shareholders may also send requests to the Company's investor E-mail ID investor.corr@jains.com
- 16) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 17) Non-Resident Indian Members are requested to inform RTA/ Company immediately the change in their residential status on return to India for permanent settlement and also inform the particulars of their bank account maintained in India with complete name of bank, branch address, account type and account number, if not furnished earlier.
- 18) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other





information relating to e-voting are given in this notice under sl no 20 below. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members separately.

19) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote their behalf at the Meeting.

20) Information and other instructions relating to e-voting are as under:

- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- b) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- c) The Company has engaged the services of Central Depository Services (India) Ltd, Mumbai ("CDSL") as the Agency to provide e-voting facility.
- d) The Board of Directors of the Company has appointed Mr. Aaron Solomon, Solicitor, as Scrutinizer to scrutinize the Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- e) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **Friday, 21st September, 2018**.
- f) A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date, i.e. **Friday, 21st September, 2018** only shall be entitled to avail the facility of remote e-voting.
- g) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **Friday, 21st September, 2018**, may obtain the User ID and password in the manner as mentioned below:
 - i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to NSDL/CDSL- Example for NSDL: MYEPWD IN12345612345678 Example for CDSL: MYEPWD 1402345612345678 Example for Physical: MYEPWD XXXX1234567890.
 - ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of www.evotingindia.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii) Member may send an e-mail request to e-voting. helpdesk.evoting@cdslindia.com. If the member is already registered with www.evotingindia.com, e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

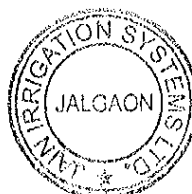
h) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: **From 9.00 AM (IST) on 25th September, 2018.**

End of remote e-voting: **Up to 5:00 PM (IST) on 27th September, 2018.**

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

- i) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.jains.com. The results shall simultaneously be communicated to the Stock Exchanges.
- j) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **28th September, 2018**.
- k) Instructions and other information relating to remote e-voting:
 - (i) The voting period begins on **9.00 AM (IST) on 25th September, 2018** and ends on **5:00 PM (IST) on 27th September, 2018**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21st September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.





(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Jain Irrigation Systems Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

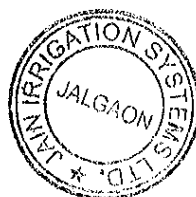
(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.





EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

Item No. 4 – To ratify remuneration of Cost Auditor for Financial Year ending 31st March, 2019.

Audit Committee/Board of Directors of the Company has appointed M/s D. C. Dave & Co. as Cost Auditor of the Company for conducting audit of cost records maintained by the Company for the FY 2018-19. Board of Directors of the Company have approved on the recommendation of the Audit Committee of the Company to pay remuneration of ₹ 5,00,000 to M/s. D. C. Dave & Co. Authority of approving the remuneration of Cost Auditors lies with the Shareholders of the Company and, hence, the Board of Directors of the Company has placed this resolution for your consideration and ratification.

The Board of Directors of the Company recommends the Resolution as Ordinary Resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company are interested in the resolution placed before the meeting either directly or indirectly.

Item No. 5 – Renewal of Mortgage/ Charge on select Immovable Properties/ Movable properties of the Company.

The Company through the Board of Directors borrows from time to time and within the limits prescribed for by Shareholders (currently at ₹ 3,000 crores). To borrow from Term Lenders the Company has to create charge/mortgage on its immovable and movable properties, (whether equitable or registered) including the equipment attached to the earth. Generally, the working capital lenders in addition to hypothecation of stocks and receivables, seek an additional second charge on the fixed assets of the Company.

The resolution seeks the permission of Shareholders for renewal/enhancement of mortgage/charge/ encumbrance on assets/ undertakings as is required under the provisions of Section 180(1)(a) of the Companies Act, 2013 and a possible disposal on invocation of the security by the lenders if any. Although, creation of such charge on assets of the Company does not by itself amount to "disposal" as is interpreted by various Courts, there is an alternative view which is prevalent in India, hence as a matter of abundant caution the approval of Shareholders is sought by way of Special Resolution.

The Company has recently borrowed amounts under the following loans:

Sr. No.	Name of Trustee/ Lender(s)	Nature of facility	Amount (₹ In million)		Nature of Charge
			FY 2018	FY 2019	
1	IDBI Trusteeship Services Limited	Working Capital Facilities (Fund Based+ Non Fund Based) Renewal	33,256.8	Upto 42,500	First pari passu charge on current assets and Second pari passu charge on movable and immovable assets
2	International Financial Corporation	External Commercial Borrowing	-	2,600	Charge over movable assets of the Company
3	UBS AG, Switzerland	External Commercial Borrowing (EURO 3,091,500)	-	251.50 (approx)	Charge over specific assets of the Company

The Company has appointed IDBI Trusteeship Services Limited as Security Trustee for Consortium of Working Capital Bankers led by State Bank of India, Commercial Branch, Ballard Estate, Mumbai and Consortium has/is expected to enhance WC Facilities to ₹ 42,500 Million (FY 2019) and Company needs to secure the facilities by creating first pari passu charge on current assets and second pari passu charge on movable and immovable assets for the reduced/renewed/enhanced Working Capital facilities as and when they are in place.

Sr. No.	Name of Trustee/ Lender(s)	Nature of facility	Amount (₹ In million)	Nature of Charge
1	Any Lender/ Subscriber	Non-Convertible Debentures/ Rupee Short Term Loans/ Rupee Long Term Loans/ Corporate Loans/ External Commercial Borrowings/ SBLC/ Bonds	5,000	Mortgage or specific charge on exclusive or pari passu basis

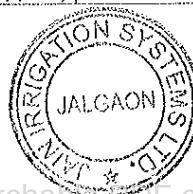
The Company intends to raise a further amount of ₹ 5,000 Million by way of Bonds/Non-Convertible Debentures/ Rupee Short Term Loans/ Rupee Long Term Loans/ Corporate Loan/ External Commercial Borrowings/ Standby Letter of Credit for refinance of Rupee for foreign Currency Loans as the case may be, to reduce cost and realign maturity dates in line with cash flows within the available security. Hence, as the opportunity arises Company shall tie up the loans and offer adequate security to prospective lenders for the same as per terms agreed with them. **This is just an enabling authority for security creation in case need arises.**

The Directors recommend the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company are interested in the resolution placed before the meeting directly or indirectly.

Item No. 6 - Reappointment and remuneration & perquisites to Shri Ashok B. Jain as Whole Time Director

The Nomination and Remuneration Committee of the Company has approved and recommended the appointment and remuneration of Shri Ashok B. Jain as Whole Time Director, for period of 5 years w.e.f. 01st October, 2018, in the meeting held on 12th August, 2018. The Board of Directors of the Company



have also approved the recommendation of Nomination and Remuneration Committee for appointment and remuneration of Shri Ashok B. Jain in their meeting held on 13th August, 2018.

Appointment of Shri Ashok B. Jain as Whole Time Director is necessary to ensure smooth functioning, growth and implementation of plans of the Company and your Directors strongly recommend that the resolution for his appointment as Whole Time Director be adopted unanimously. The remuneration payable to him is within the limits laid down in the Section 197 of the Companies Act 2013 and as allowed shall remain within limits during the tenure of the appointment.

Details of Remuneration for a period of 5 (Five) years effective from 1st October, 2018 are as per resolution for Item 6.

Save and except as provided above, Shri Ashok B. Jain satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Other disclosures pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in "Annexure I" of this Explanatory Statement.

Mr. Ashok B. Jain may be deemed to be interested in the resolution at Item number 6 of the Notice and this may be treated as the abstract of his interest.

In view of the above, your Directors consider it necessary and desirable to retain in the Board, Mr. Ashok B. Jain, whose proposed terms and conditions of the appointment are contained in the proposed resolution.

No Director or Key Managerial Personnel other than, Mr. Anil B. Jain, Mr. Ajit B. Jain and Mr. Atul B. Jain, who are related as brothers to the appointee, respectively, are interested in the proposed resolution, directly or indirectly.

Item No. 7 - Reappointment and remuneration & perquisites to Shri Anil B. Jain as Whole Time Director designated as Vice Chairman & Managing Director of the Company

The Nomination and Remuneration Committee of the Company has approved and recommended the appointment and remuneration of Shri Anil B. Jain as Whole Time Director, designated as Vice Chairman and Managing Director of the Company for period of 5 years w.e.f. 01st October, 2018, in the meeting held on 12th August, 2018. The Board of Directors of the Company have also approved the recommendation of Nomination and Remuneration Committee for the appointment and remuneration of Shri Anil B. Jain in their meeting held on 13th August, 2018.

Appointment of Shri Anil B. Jain as Whole Time Director designated as Vice Chairman and Managing Director of the Company is necessary to ensure smooth functioning, growth and implementation of plans of the Company and your Directors strongly recommend that resolution for his appointment as Whole Time Director designated as Vice Chairman and Managing Director be adopted unanimously. The remuneration payable to him is within the limits laid down in the Section 197 of the Companies Act 2013 and as allowed shall remain within limits during the tenure of the appointment.

Details of Remuneration for a period of 5 (Five) years effective from 1st October, 2018 are as per resolution for Item 7.

Save and except as provided above, Shri Anil B. Jain satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of

Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Other disclosures pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in "Annexure I" of this Explanatory Statement.

Mr. Anil B. Jain may be deemed to be interested in the resolution at Item number 7 of the Notice and this may be treated as the abstract of his interest.

In view of the above, your Directors consider it necessary and desirable to retain in the Board, Mr. Anil B. Jain as Vice Chairman & Managing Director whose proposed terms and conditions of the appointment are contained in the proposed resolution.

No Director or Key Managerial Personnel other than, Mr. Ashok B. Jain, Mr. Ajit B. Jain and Mr. Atul B. Jain, who are related as brothers to the appointee respectively, are interested in the proposed resolution, directly or indirectly.

Item No. 8 - Reappointment and remuneration & perquisites to Shri Ajit B. Jain as Whole Time Director designated as Joint Managing Director of the Company

The Nomination and Remuneration Committee of the Company has approved and recommended the appointment and remuneration of Shri Ajit B. Jain as Whole Time Director, designated as Joint Managing Director of the Company for period of 5 years w.e.f. 01st October, 2018, in the meeting held on 12th August, 2018. The Board of Directors of the Company have also approved the recommendation of the Nomination and Remuneration Committee for appointment and remuneration of Shri Ajit B. Jain in their meeting held on 13th August, 2018.

Appointment of Shri Ajit B. Jain as Whole Time Director designated as Joint Managing Director of the Company is necessary to ensure smooth functioning, growth and implementation of plans of the Company and your Directors strongly recommend that resolution for his appointment as Whole Time Director designated as Joint Managing Director be adopted unanimously. The remuneration payable to him is within the limits laid down in the Section 197 of the Companies Act 2013 and as allowed shall remain within limits during the tenure of the appointment.

Details of Remuneration for a period of 5 (Five) years effective from 1st October, 2018 as per resolution for Item 8.

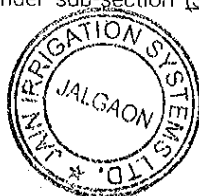
Save and except as provided above, Shri Ajit B. Jain satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Other disclosures pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in "Annexure I" of this Explanatory Statement.

Mr. Ajit B. Jain may be deemed to be interested in the resolution at Item number 8 of the Notice and this may be treated as the abstract of his interest.

In view of the above, your Directors consider it necessary and desirable to retain in the Board, Mr. Ajit B. Jain as Joint Managing Director whose proposed terms and conditions of the appointment are contained in the proposed resolution.

No Director or Key Managerial Personnel other than, Mr. Ashok B. Jain, Mr. Anil B. Jain and Mr. Atul B. Jain, who are related as brothers to the appointee respectively, are interested in the proposed resolution, directly or indirectly.



Item No. 9 - Reappointment and remuneration & perquisites to Shri Atul B. Jain as Whole Time Director designated as Chief Financial Officer of the Company

The Nomination and Remuneration Committee of the Company has approved and recommended the appointment and remuneration of Shri Atul B. Jain as Whole Time Director, designated as Chief Financial Officer of the Company for period of 5 years w.e.f. 01st October, 2018, in the meeting held on 12th August, 2018. The Board of Directors of the Company have also approved the recommendation of the Nomination and Remuneration Committee for appointment and remuneration of Shri Atul B. Jain in their meeting held on 13th August, 2018.

Appointment of Shri Atul B. Jain as Whole Time Director designated as Chief Financial Officer of the Company is necessary to ensure smooth functioning, growth and implementation of plans of the Company and your Directors strongly recommend that resolution for his appointment as Whole Time Director designated as Chief Financial Officer be adopted unanimously. The remuneration payable to him is within the limits laid down in the Section 197 of the Companies Act 2013 and as allowed shall remain within limits during the tenure of the appointment.

Details of Remuneration for a period of 5 (Five) years effective from 1st October, 2018 are as per resolution for Item 9.

Save and except as provided above, Shri Atul B. Jain satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Other disclosures pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in "Annexure I" of this Explanatory Statement.

Mr. Atul B. Jain may be deemed to be interested in the resolution at Item number 9 of the Notice and this may be treated as the abstract of his interest.

In view of the above, your Directors consider it necessary and desirable to retain in the Board, Mr. Atul B. Jain as Chief Financial Officer whose proposed terms and conditions of the appointment are contained in the proposed resolution.

No Director or Key Managerial Personnel other than, Mr. Ashok B. Jain, Mr. Anil B. Jain and Mr. Ajit B. Jain, who are related as brothers to the appointee respectively, are interested in the proposed resolution, directly or indirectly.

Item No. 10 - Reappointment and remuneration & perquisites to Shri R. Swaminathan as Whole Time Director designated as Executive Director of the Company

The Nomination and Remuneration Committee of the Company has approved and recommended the appointment and remuneration of Shri R. Swaminathan as Whole Time Director, designated as Executive Director of the Company for period of 5 years w.e.f. 01st October, 2018, in the meeting held on 12th August, 2018. The Board of Directors of the Company have also approved the recommendation of the Nomination and Remuneration Committee for appointment and remuneration of Shri R. Swaminathan in their meeting held on 13th August, 2018.

Appointment of Shri R. Swaminathan as Whole Time Director designated as Executive Director of the Company is necessary to ensure smooth functioning, growth and implementation of plans of the Company and your Directors strongly recommend that resolution for his appointment as Whole Time Director designated as Executive Director be adopted unanimously. The remuneration

payable to him is within the limits laid down in the Section 197 of the Companies Act 2013 and as allowed shall remain within limits during the tenure of the appointment.

Details of Remuneration for a period of 5 (Five) years effective from 1st October, 2018 are as per resolution for Item 10.

Save and except as provided in the foregoing paragraph, Shri R. Swaminathan satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Other disclosures pursuant to the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are provided in "Annexure I" of this Explanatory Statement.

Mr. R. Swaminathan may be deemed to be interested in the resolution at Item number 10 of the Notice and this may be treated as the abstract of his interest.

In view of the above, your Directors consider it necessary and desirable to retain in the Board, Mr. R. Swaminathan as Executive Director whose proposed terms and conditions of the appointment are contained in the proposed resolution.

No Director or Key Managerial Personnel, other than appointee, is interested in the proposed resolution, directly or indirectly.

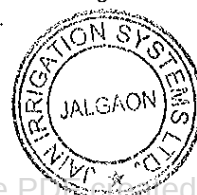
Item No. 11- Amendments to JISL ESOP 2011 and related issues

Since 2011 Annual General Meeting when members passed JISL ESOP 2011, Scheme, there have been frequent changes in law and regulations, specially w.r.t. purchase of shares by Trusts through secondary markets under ESOP Trusts. The members have first approved the ability of ESOP Trust to buy from secondary market/ through subscription and then as directed by SEBI, cancelled such ability in 2013. Now since law and regulations on the subject have been further modified and permitted such acquisitions, the Directors think it fit to acquire such powers and hence the proposal.

In order to provide the power to the Employee Welfare Trust to acquire the Shares of the Company from the secondary market/ through subscription the JISL ESOP 2011 will have to be amended to incorporate the provisions with respect to purchase of Shares of the Company from secondary market, as is permissible as per the SEBI (Share Based Employee Benefits), Regulations, 2014. The Board of Directors and Nomination and Remuneration Committee have approved the proposed amendment to JISL ESOP 2011 scheme in their respective meetings held earlier.

The Employees Stock Options (ESOP's) can be granted to the eligible employees either directly and/or through a Trust. To enable the eligible employees to acquire fully paid up Equity Shares on exercise of the ESOP's and/or enable the eligible employees/ such Trust to purchase Equity Shares through recognized stock exchanges/ subscription the Company proposes to grant loans. Such loans shall be on such terms and conditions, subject to applicable law and regulations or as laid down here or as the Board of Directors of the Company (including any Committee of the Board authorised by the Board in this regard) may, at its sole discretion, deem fit. The following are the terms/conditions, features and information relating to the scheme under which it is proposed to grant such loans:

- 1) The acquisition of Equity Shares by the employees/Trust shall be made either by subscription or by purchase through a recognized stock exchange and not by way of private offers or arrangements.





- 2) The value of Equity Shares to be purchased or subscribed in the aggregate together with the money provided by the Company shall not exceed five per cent of the aggregate of paid up capital and free reserves of the Company.
- 3) The loans for purchase/subsorption of fully paid up Equity Shares, shall be to such employees of the Company and/or to Trusts for the benefit of such employees of the Company, who are eligible for grant of Employees Stock Options under the SEBI (SBEB) Regulations, 2014 or under any corresponding guidelines of SEBI in this regard.
- 4) In case of loans to the employees, the shares acquired pursuant thereto shall be registered in their respective names, to whom loans may be given pursuant to this resolution for purchase/subsorption of fully paid up equity shares of the Company.

JISL ESOP Trust 2018 Trust.

The particulars of the current Trustees JISL ESOP Trust 2018 Trust are as follows

- a) IDBI Trusteeship Services Limited, Ground Floor, Asian Building, 17 R Kamani Road, Ballard Estate, Fort, Mumbai-400001.
- b) Mr. Aaron Solomon, Solicitor, Calccot House, 3rd floor, 8/10, MP, Shetty Marg (Tamarind Street) Fort, Mumbai-400001.
- c) Ms. Snehal Walavalkar, FCA, Office No. 8&9, Golden Heaven Society, Kolbad Road, Khopat, Thane (West) Mumbai - 400607.

None of the Trustees are related to the Promoters, Directors or Key Managerial Personnel of the Company

- 5) None of the key managerial personnel, directors or promoters of the Company have any interest in the resolution and none of them shall be granted any loans pursuant to this resolution, nor are they beneficiaries under the Trust to whom loans may be given pursuant to this resolution.
- 6) The associates/employees (including the Trust for benefit of the employees) who are the granted loans pursuant to the resolution shall be able to purchase/subscribe to fully up Equity Shares of the Company. This will enable employees to have closer Identity of Interests with the Company and its progress and be eligible for rewards of such progress.
- 7) Where the loans are directly given to employees for purchase/ subscription of fully paid up Equity Shares, the respective employee shall be eligible to exercise voting rights thereon. Where the loans are given to any Trust for purchase/ subscription of fully paid up Equity Shares, the Trustees of such Trust shall not vote in respect of such shares, pursuant to Regulation 3(5) of the SEBI (SBEB) Regulations, 2014.
- 8) No person shall be appointed as the Trustee of any Trust to whom loans are given pursuant to this resolution who:
 - a) is a director, key managerial personnel or promoter of the Company or its holding, subsidiary or associate company or any relative of such director, key managerial personnel or promoter of the Company; or
 - b) beneficially holds ten per cent or more of the paid-up share capital of the Company.

To enable and clarify that the Trust shall have powers to acquire Equity Shares of the Company by subscribing to such shares and/or by purchasing it through recognized Stock Exchanges, the Company is proposing to seek formal approval of the Shareholders. The Trust shall carry out such acquisition of Equity Shares in accordance with and subject to the provisions of the

SEBI (SBEB) Regulations, 2014 and other applicable provisions of Law. Giving such powers to buy the Shares from secondary market to the Trust shall also help in avoidance of dilution of the Equity Share capital of the Company under primary issue option.

The Directors recommend the resolution for your approval.

None of the Directors of the Company are interested in the resolution placed before the Shareholders in any way directly or indirectly other than Independent Directors to whom shares may be granted under the ESOP 2011 scheme as permitted.

Item No. 12 - Issue of NCD's upto ₹ 5,000 million to Non-Promoter entity(s).

Given the growth profile of the Company and its long term requirement of funds, management is constantly on the lookout for diversifying its sources of finance to bring down the cost of finance as well as increase the maturity of the funds to strengthen its long term capital base. The Board considers it prudent to explore the NCD/Bond route for raising resources in next year or so towards these objectives. The long term funds when raised shall be used to replace short term funds. Regulatory authorities have also been advising Commercial Banks and corporates for reducing their dependence on short term bank finance and instead approach debt markets to raise long term funds. Your Directors feel confident about this fund raising in next one year given better credit rating issued by India Ratings and Research.

Section 42 and 71 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 deals with private placement of securities by a Company. Rule 14 of the said Rules provides that in case of an offer or invitation to subscribe for non convertible debentures on private placement, the Company shall obtain previous approval of its members by means of Special Resolution. Further, it shall be sufficient if the Company passes a Special Resolution only once in a year for all the offers or invitation for such non-convertible debentures during the year.

In view of potential funding requirements, the Board has approved, subject to the necessary Shareholders' and statutory approvals to issue, offer/ allot Secured Non-Convertible Debentures (NCD's) of ₹ 5,000 million a private placement basis to eligible allottee(s) in one or more tranches.

For the reasons above, an enabling Resolution is proposed for consideration of the Shareholders which has the effect of having an adequate authority and discretion to the Board/Committee to finalize the terms of issue, pricing of issue and power to issue and market any Securities to be issued, whether in one or more tranches.

The Board recommends the Resolutions for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company is concerned or interested in the resolution either directly or indirectly.

By the Order of the Board
For Jain Irrigation Systems Ltd.

Mumbai
31st August, 2018

Sd/-
A V Ghodgaonkar
Company Secretary





Annexure - I

To Explanatory Statement dated 31st-Aug-2018

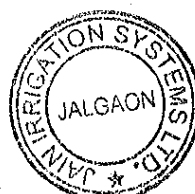
Brief profile of Shri Ashok B. Jain

1.	<p>Shri Ashok B. Jain (DIN 00053157) Mr Ashok Jain is the Chairman of Jain Irrigation Systems Limited and a well-known entrepreneur working for agriculture for the past over 4 decades. He is 56 years old and is the eldest son of Late Dr. Bhavarlal Jain, the Founder Chairman. Ashok Jain obtained his degree in Commerce from University of Pune. He is an avid sportsman and has represented his alma mater in Cricket, Badminton, Hockey and Football. Ashok Jain took a keen interest in the business activities of his family firm even as a student, taking part in sales & marketing. He has worked both at Mumbai office on Import-Export & Administration, in the Papain & PVC Pipe manufacturing activities in Jalgaon in his early career. In 1989, he began to look after office and HR Management, Communication function & Public Relations.</p> <p>Appointed as Director of Jain Irrigation in 1993, he focused on marketing of drip irrigation and provision of extension services of farmers throughout the country. In 1996, he was appointed as Vice Chairman of the Company and began to support erection and commissioning activities of the Food Processing Division and Bulk Raw Material purchases. Then, he oversaw the Food Processing Division and Green Energy Product Division being in-charge of Group's overall Administration, Public Relations and Policy Making. He has built experience and expertise in all Divisions of the Company. He leads Company initiatives in maintaining all important relationships with the farming community. He ideates and implements philanthropic activities of the firm as well as family.</p> <p>He is a Trustee of Gandhi Research Foundation, Vice President of Maharashtra Harijan Sevak Sangh and Founder Director of Mahavir Co-operative Bank. The Government of Maharashtra has also appointed him as a Member of Maharashtra State Board of Technical Education. Maharashtra State Chancellor appointed him as a Senate Member of North Maharashtra University- Jalgaon. Besides this, Government of Maharashtra has also appointed him to the Board of Directors of Government Engineering College-Jalgaon. Central Government of India has nominated Mr. Ashok B Jain on the board and society of IIM, Raipur. In 2017 he received Maharashtra Corporate Excellence Award (Maxell Award). He has been felicitated by various Organizations for his social contribution. After the passing of our Founder Chairman, Shri Bhavarlal Jain in 2016, the Board of Jain Irrigation unanimously voted to Mr. Ashok Jain take the responsibility of becoming the Chairman of the Company.</p>
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Other disclosures pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) with respect to re-appointment of Shri. Ashok B. Jain.

Particulars	Disclosures
Date of Appointment & term of appointment (proposed)	W.e.f.01 st October, 2018, 5 years
Date of Birth and Age	10 th February, 1962, 56 years.
Qualification	B.Com.
Date of first appointment	02 nd June, 1992
Shareholding in the Company	18,57,485 Ordinary Equity Shares and 92,873 DVR Equity Shares
Number of meetings of Board attended during the year	5
Disclosure of relationships between Directors	Shri Ashok B. Jain, Shri Anil B. Jain, Shri Ajit B. Jain and Shri Atul B. Jain are brothers and related to each other.
Other Directorships, Membership/Chairmanship of Committees of other Boards*	
1) Cosmos Investments and Trading Private Limited,	2) Timbron India Private Limited,
3) Jain Vanguard Polybutylene Limited,	4) Jalgaon Investments Private Limited,
5) Atlaz Technology Private Limited,	6) JAF Products Private Limited,
7) Jain Brothers Industries Private Limited,	8) Pixel Point Private Limited,
9) Jain Eagro.Com India Private Limited,	10) Kantabai Bhavarlal Jain Family Knowledge Institute,
11) Gandhi Research Foundation,	12) Sustainable Agro Commercial Finance Limited,
13) Shree Mahavir Sahakari Bank Limited,	14) Jain Processed Foods Trading and Investments Private Limited.

*Above entities are group holding, subsidiary companies and or trusts.





Brief profile of Shri Anil B. Jain

2. Mr. Anil Jain has served as Managing Director of Jain Irrigation Systems Limited (JISL) since 1992. He has since steered the growth of the company from INR 0.35 billion to INR 80 billion (approx. USD 1.2 billion in 2018). He joined the Company's management team in 1984 and worked in the New York office between 1987 and 1991, leading its international marketing from there. Thereafter, he returned to India and took charge of the Company's overall functioning as Managing Director and CEO.
- Mr. Jain is a veteran professional with over 30 years of experience in core strategic areas such as finance and banking, domestic and international marketing, strategic planning, horizontal and vertical expansion, and change management. He, along with his three brothers, enabled JISL's successful global expansion to 126 countries. JISL has become the only Indian agricultural corporation with its origin and foundation in rural India to offer a richly integrated product and services basket that benefits the entire value chain of stakeholders.
- Being an advocate for the cause of small and marginal farmers across the world, Mr. Jain has driven JISL's multifold progress while keeping the small farmer at the fulcrum of all its objectives and activities. He works zealously towards the issues of food security, water security and energy security. Innovative entrepreneurship is his chosen tool for creating sustainable impact in agriculture, natural resource management, food processing, renewable energy, and related areas. Under his leadership, JISL has positioned itself at the forefront of cutting edge innovation in the field of agriculture to provide cost effective solutions to the farmers that improve their productivity and prosperity.
- He is an avid reader. His belief in integrated practices such as non violence in thoughts and actions, equanimity and conservation, in business as much as in personal life, has led him to undertake many a philanthropic, social and cultural cause. He follows a modest lifestyle both at work and home.
- Mr. Jain has a degree in commerce from Pune University (1984) and a degree in law from Mumbai University (1986); He is a Director of Gandhi Research Foundation - Jalgaon & PAPSAC HBS (Private & Public Scientific, Academic & Consumer Food Policy Group Harvard Business School), U.S.A. He is the Chairman of Steering Committee to Create Shared Value in Agribusiness - ACTION PLATFORM. He has been appointed as member of Food Processing Education Committee (FPEC), Government of India; Member of WBCSD CEO Council; Member of India-Israel CEO Forum; Member of Society & Board of Governors of IIM - Sambalpur (Ministry of HRD-Delhi) & Member of Board of Governor, IIT-Jodhpur, Member of WBCSD - Food, Land & Water Program Board.

Other disclosures pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) with respect to re-appointment of Shri. Anil B. Jain.

Particulars	Disclosures
Date of Appointment & term of appointment (Proposed)	W.e.f.01 st October, 2018, 5 years
Date of Birth and Age	10 th March, 1965, 53 years.
Qualification	B.Com., LLB.
Date of first appointment	30 th December, 1986
Shareholding in the Company	1,13,690 Ordinary Equity Shares and 5,684 DVR Equity Shares
Number of meetings of Board attended during the year	5
Disclosure of relationships between Directors	Shri Ashok B. Jain, Shri Anil B. Jain, Shri Ajit B. Jain and Shri Atul B. Jain are brothers and related to each other.
Other Directorships Membership/Chairmanship of Committees of other Boards*	
1) Jalgaon Investments Private Limited,	2) Stock and Securities India Private Limited,
3) Cosmos Investment and Trading Private Limited,	4) Gandhi Research Foundation,
5) Sustainable Agro-Commercial Finance Limited,	6) JAF Products Private Limited,
7) Jain Brothers Industries Private Limited,	8) Jain Processed Foods Trading and Investments Private Limited,
9) Jain Farm Fresh Foods Limited,	10) JISL Overseas Limited,
11) Jain America Foods Inc.,	12) Cascade Specialties Inc.,
13) Jain Irrigation Holding Corporation Inc.,	14) JIIO,
15) Jain Europe Limited,	16) Naandan Jain Irrigation Limited,
17) Jain Irrigation Inc.,	18) Jain Agricultural Services, LLC,
19) Jain (Israel) B. V.,	20) Jain International Trading B. V.,
21) Jain America Holdings Inc.,	22) Sleaford Quality Foods Limited,
23) Sleaford Food Group Limited,	24) Arnolds Quick Dried Foods Limited,
25) Jain International Foods Limited,	26) Point Source Irrigation Inc.,
27) Ex-cel Plastics Limited,	28) Jain Overseas B. V.,
29) Jain Distribution Holdings Inc.,	30) Jain Investment and Finance B. V.,
31) Jain Overseas Investments Limited,	32) Jain Farm Fresh Holdings SPRL,
33) Innovatrading BVBA,	34) Innovafood NV,
35) Ex-cel Plastic Piping Systems,	36) Jain Agricultural Services Australia Pty Limited,

*Above entities are group holding, subsidiary companies and or trusts.





Brief profile of Shri Ajit B. Jain.

3.	<p>Shri Ajit R. Jain (DIN 00053299) is BE (Mech) from Pune. He has worked as Managing Director of erstwhile Jain Plastics and Chemicals Limited (now part of the Company). He joined in 1984 and started his training in production and maintenance in the pipe division. During the period from 1985-1990, he was in charge of establishing our new pipe production plant at Sendhwa (in the state of Madhya Pradesh in India). In 1993 he was appointed as Director of the Company. He is Joint Managing Director of Jain Irrigation Systems Ltd, Jalgaon (India) since 1998 and is responsible for the Micro Irrigation System, pipe division as well as marketing of all plastic products, including drip irrigation, guidance for extension service and development of new applications and products.</p> <p>He was appointed Director with the overall responsibility of the pipe manufacturing plant at Jalgaon, including production, maintenance and marketing of new applications & products. He has technical background and has been largely involved in adaption and development of drip irrigation concept in the Country. Besides overall production, administration and marketing management responsibility he has also handled all India marketing function of Drip Irrigation and PVC pipe products, PE and other speciality pipes and fittings all over the world. He has been involved with development of new applications & products and adaptation of drip technology for Indian conditions as well as technical integration of acquired entities in last few years. He has substantial authority to oversee and implement the day to day operations of the Company as a Joint Managing Director.</p> <p>He is the honorary secretary of DRIPMA and an active member of National Horticulture Mission. He is also the Vice President of the Association for Improvement in Production and Utilization of Banana (AIPUB). Ajit Jain has made a strong contribution to the development of horticulture in the country with the promotion of water management tool of micro irrigation in general and banana in particular. He is instrumental in the promotion of the Hi-tech Banana cultivation model, the pioneer of production of banana under drip technology in the country. He has been propagating concept of precision agriculture around the world.</p>
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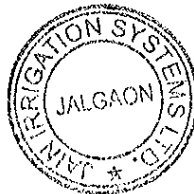
Other disclosures pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) with respect to re-appointment of Shri. Ajit B. Jain.

Particulars	Disclosures
Date of Appointment & term of appointment (Proposed)	W.e.f. 01 st October, 2018, 5 years
Date of Birth and Age	05 th July, 1966, 52 years.
Qualification	B.E. Mech.
Date of first appointment	20 th March, 1993
Shareholding in the Company	93,40,205 Ordinary Equity Shares and 4,67,010 DVR Equity Shares
Number of meetings of Board attended during the year	4
Disclosure of relationships between Directors	Shri Ashok B. Jain, Shri Anil B. Jain, Shri Ajit B. Jain and Shri Atul B. Jain are brothers and related to each other.

Other Directorships, Membership/Chairmanship of Committees of other Boards*

1) Jalgaon Investments Private Limited,	2) Jain Extrusion and Moulding Private Limited,
3) Jain Rotfil Heaters Private Limited,	4) Jain Vanguard Polybutylene Private Limited,
5) Stock and Securities India Private Limited,	6) Cosmos Investment and Trading Private Limited,
7) Sustainable Agro-Commercial Finance Limited,	8) JAF Products Private Limited,
9) Jain Brothers Industries Private Limited	10) JISL Global S.A.,
11) JISL Systems S.A.,	12) Naandan Jain Irrigation Limited,
13) THE Machine SA, Switzerland,	14) Pro Tool AG, Switzerland.

*Above entities are group holding, subsidiary companies and or trusts.





Brief profile of Shri Atul B. Jain.

4.	<p>Shri Atul B. Jain (DIN 00053407) is a Commerce Graduate. Atul Jain took over the marketing responsibilities of Jain Irrigation products initially at the Mumbai office before going to New York, Dubai, Africa and Europe for further business penetration. Besides overall marketing management responsibility he has also handled all India marketing function of Drip Irrigation and PVC pipe products, PE and other speciality pipes and fittings all over the world. He has been involved with development of new applications & products in overseas markets for food, plastic and sheet divisions. He is currently also Chief Financial Officer of the Company.</p> <p>Since 2002, Atul Jain has been based in Jalgaon. He oversees the marketing of Irrigation products, piping products in both domestic and international markets. He is a great believer in innovation. Atul has been instrumental in developing a strong market for PVC pipes for domestic and export markets.</p> <p>He is widely travelled & travels all over the world for continued market development and extension to both Developing Countries the JISL Business Model of Sustainable Development & Uplift of the Entire Community, based of which each of JISL's Products & Services are developed.</p> <p>Under his able direction JISL has signed MOU with Governments in India and abroad, wherein JISL has been given the mandate for developing a total Country Plan for achieving Food & Water Security. Shri Atul B. Jain has a passion to build complete solution around water at country and city levels.</p>
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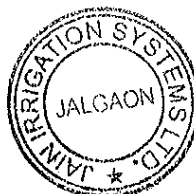
Other disclosures pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) with respect to re-appointment of Shri. Atul B. Jain.

Particulars	Disclosures
Date of Appointment & term of appointment (Proposed)	W.e.f. 01 st October, 2018, 5 years
Date of Birth and Age	06 th January, 1969, 49 years.
Qualification	B.Com.
Date of first appointment	01 st May, 1996
Shareholding in the Company	1,75,980 Ordinary Equity Shares and 8,798 DVR Equity Shares
Number of meetings of Board attended during the year	4
Disclosure of relationships between Directors	Shri Ashok B. Jain, Shri Anil B. Jain, Shri Ajit B. Jain and Shri Atul B. Jain are brothers and related to each other. Shri R. Swaminathan is not related to any Director of the Company.

Other Directorships, Membership/Chairmanship of Committees of other Boards*

1) Jalgaon Investments Private Limited,	2) Pixel Point Private Limited,
3) Jain Extrusion and Moulding Private Limited,	4) Jain Rotfil Heaters Private Limited,
5) Atlaz Technology Private Limited,	6) Timbron India Private Limited,
7) Jain Vanguard Polybutylene Private Limited,	8) Jain Eagro.Com India Private Limited,
9) Cosmos Investment and Trading Private Limited,	10) JAF Products Private Limited,
11) Jain Brothers Industries Private Limited,	12) Jain Farm Fresh Foods Limited,
13) JISL Overseas Limited,	14) Cascade Specialties Inc.,
15) Jain America Foods Inc.,	16) Jain (Europe) Limited,
17) Jain Overseas Investments Limited,	18) Jain Investment & Finance BV,
19) Jain America Holdings Inc.,	20) Sleaford Quality Foods Limited,
21) Sleaford Food Group Limited,	22) Arnolds Quick Dried Foods Limited,
23) Jain International Foods Limited,	24) Ex-cel Plastics Limited,
25) Jain Farm Fresh Holdings SPRL,	26) innovatrading BVBA,
27) Innovafood N.V.,	28) Ex-cel Plastic Piping Systems.

*Above entities are group holding, subsidiary companies and or trusts.





Brief profile of Shri R. Swaminathan.

5.	Shri R. Swaminathan (DIN 00060983) is B.Tech (Chemical). He has been associated with the Company since inception. He looked after the technical areas of PVC Pipes, Plastic Sheets and related business areas. He has worked in almost all the operational areas and is involved with development of new applications & products and adaptation of drip technology for Indian conditions. In the 2005-2010 he was credited with development of new plastic sheet product which is now fast replacing the lumber applications in the North American construction industry. He has substantial authority to oversee and implement the day to day production plan of Plastic Park of the Company in accordance with the annual budget and quarterly budget approved by the Board. He possesses deep knowledge about plastic processing and latest manufacturing techniques.
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Details of meetings attended by Mr. R. Swaminathan in preceding 3 Financial Years are as follows:

Year	2015-16	2016-17	2017-18	% Average
Board Meetings	3 out of 7 (42.85%)	6 out of 7 (85.71%)	4 out of 5 (80%)	69.52%
Annual General Meeting	Yes	Yes	Yet to be held	100%
Extra Ordinary General Meeting	Not Applicable	Yes	Not Applicable	100%
Operations Review Committee	13 out of 26	21 out of 27	23 out of 30	68.14%

Other disclosures pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) with respect to re-appointment of Shri R. Swaminathan.

Particulars	Disclosures
Date of Appointment & term of appointment (Proposed)	W.e.f. 01 st October, 2018, 5 years
Date of Birth and Age	09 th June, 1951, 67 years.
Qualification	B. Tech. (Chemical).
Date of first appointment	09 th May, 1996
Shareholding in the Company	2,07,260 Ordinary Equity Shares and 8,863 DVR Equity Shares
Number of meetings of Board attended during the year	4
Disclosure of relationships between Directors	None
Other Directorships, Membership/Chairmanship of Committees of other Boards	1) THE Machine SA Switzerland,* 2) Pro Tool AG, Switzerland*

*Above entities are group holding, subsidiary companies.



**JAIN****Jain Irrigation Systems Ltd.**

Regd. Office: Jain Plastic Park, N.H.No. 6, Bambhori, Jalgaon - 425 001 (M.S.)

CIN: L29120MH1986PLC042028

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting.

Name of Shareholder :

Ordinary Equity Shares

DPID		L.F. No.	
Client ID		No of Shares held	

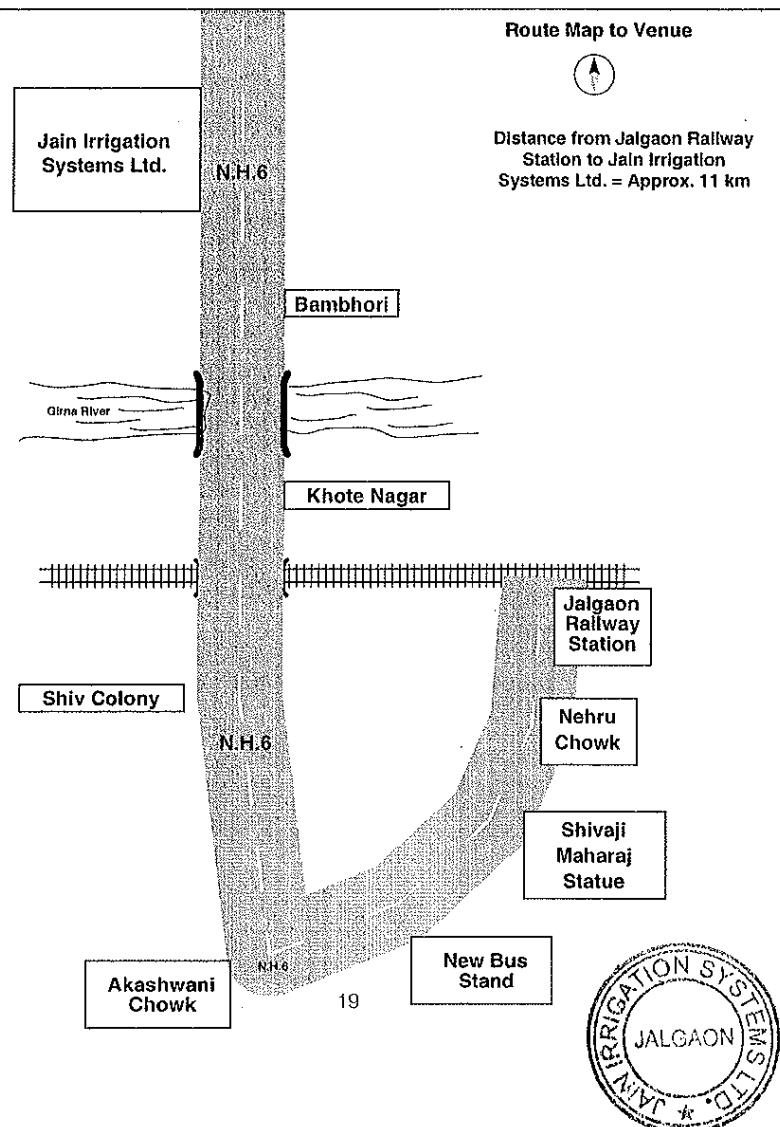
DVR Equity Shares

DPID		L.F. No.	
Client ID		No of Shares held	

I/ we hereby record my/ our presence at the **31th Annual General Meeting** of the Company being held on **Friday, 28th September, 2018** at 11.00 AM at Registered Office of the Company at Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon 425001.

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

Note: Shareholders attending the meeting in person or Proxy are requested to complete the attendance slip and hand over it at the entrance of the meeting venue.





Jain Irrigation Systems Ltd.

Regd. Office: Jain Plastic Park, N.H.No. 6, Bambhori, Jalgaon - 425 001 (M.S.)
CIN: L29120MH1986PLC042028

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L29120MH1986PLC042028	Name of the Company	Jain Irrigation Systems Limited
Registered Office	Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon - 425 001.		

Name of the Member(s)		
Registered Address		
Email ID		
Folio No	Equity	DVR
Client ID	Equity	DVR
DP ID	Equity	DVR
No of Shares	Equity	DVR

I/ we, being the member(s) of the above mentioned Company, hereby appoint:

1.	Name		E-mail	
	Address		Signature	
or failing him				
2.	Name		E-mail	
	Address		Signature	
or failing him				
3.	Name		E-mail	
	Address		Signature	

as my/ our proxy to attend and vote (on a poll at the meeting) for me/ our behalf at the **31st Annual General Meeting** of the Company, to be held on **Friday, the 28th September, 2018 at 11.00 AM at Registered Office of the Company** at Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon 425 001 and at any adjournment thereof in respect of resolutions below:

Resolution No.	Particulars of Resolutions
1	Adoption of the Audited Financial Statements for the year ended 31st March, 2018
2	Declaration of Dividend on Ordinary and DVR Equity Shares of ₹ 2 each
3	Appointment of a Director in place of Shri R. Swaminathan (DIN 00060983) who retires by rotation
4	Rectification of remuneration of Cost Auditor of the Company for FY 2019
5	Mortgage/ Charge on select Immovable Properties/ Movable properties of the Company
6	Re-appointment of and remuneration to Shri Ashok B. Jain as a Whole Time Director
7	Re-appointment of and remuneration to Shri Anil B. Jain as a Whole Time Director
8	Re-appointment of and remuneration to Shri Ajit B. Jain as a Whole Time Director
9	Re-appointment of and remuneration to Shri Atul B. Jain as a Whole Time Director
10	Re-appointment of and remuneration to Shri R. Swaminathan as a Whole Time Director
11	Amendments to JISL ESOP 2011 and related issues
12	Issue of Secured Non-Convertible Debentures (NCD's) upto ₹ 5,000 million on Private Placement basis

Signed this _____ day of September, 2018

Signature of Shareholder: _____

Affix
Revenue
Stamp
₹ 1

Signature of Proxy holder(s) _____

Note:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

(2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31st Annual General Meeting.

(3) Please complete all details including details of member(s) in above box before submission.





Regd. Office: Jain Plastic Park, P.O.Box: 72, N.H.No. 6, Jalgaon – 425 001, India.
Tel: +91-257-2258011; **Fax:** +91-257-2258111; **CIN:** L29120MH1986PLC042028
E-mail: jisl@jains.com; Visit us at: www.jains.com

POSTAL BALLOT FORM in lieu of e voting (For Business of 31st AGM)

- 1) Name(s) of Member(s) :
(Including Joint-holders, if any)
- 2) Registered Address of the Sole/
First named Member :
- 3) Registered Folio No./
DP ID No.*/ Client ID No.* :
(*Applicable to investors holding
Shares in dematerialized form)
- 4) Number of Shares held: **Ordinary Equity** **DVR Equity**.....
(on **24th August, 2018**)

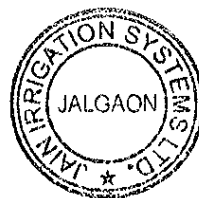
Serial No.:

- 5) I/ We hereby exercise my/our vote through Postal Ballot in lieu of e-voting in respect of the following Resolutions stated in the Notice dated **31st August, 2018** convening the **31st Annual General Meeting** of the Company to be held at **11.00 AM on Friday, 28th September, 2018** at Registered Office of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below;

Item No.	Description	Type of Business/ Resolution	No. of Shares held		I/We assent to the Resolution		I/We dissent to the Resolution	
			Ordinary Equity	DVR Equity	Ordinary Equity	DVR Equity	Ordinary Equity	DVR Equity
1	Adoption of the Audited Financial Statements for the year ended 31 st March, 2018	Ordinary Business						
2	Declaration of Dividend on Ordinary and DVR Equity Shares of ₹ 2 each	Ordinary Business						
3	Appointment of a Director in place of Shri. R. Swaminathan (DIN 00060983) who retires by rotation	Ordinary Business						
4	Rectification of remuneration of Cost Auditor of the Company for FY 2019	Special Business/ Ordinary Resolution						
5	Mortgage/ Charge on select Immovable Properties/ Movable properties of the Company	Special Business/ Special Resolution						
6	Re-appointment of and remuneration to Shri. Ashok B. Jain as a Whole Time Director	Special Business/ Ordinary Resolution						
7	Re-appointment of and remuneration to Shri. Anil B. Jain as a Whole Time Director	Special Business/ Ordinary Resolution						
8	Re-appointment of and remuneration to Shri. Ajit B. Jain as a Whole Time Director	Special Business/ Ordinary Resolution						
9	Re-appointment of and remuneration to Shri. Atul B. Jain as a Whole Time Director	Special Business/ Ordinary Resolution						
10	Re-appointment of and remuneration to Shri. R. Swaminathan as a Whole Time Director	Special Business/ Ordinary Resolution						
11	Amendments to ESOP 2011 and related issues	Special Business/ Special Resolution						
12	Issue of Secured Non-Convertible Debentures (NCD's) upto ₹ 5,000 million on Private Placement basis	Special Business/ Special Resolution						

Place : _____

Date : _____



Signature

INSTRUCTIONS

- 1) A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached **prepaid Business Reply self-addressed envelope attached. Postage will be borne and paid by the Company.** Envelopes containing Postal Ballots, if deposited in Person at Registered Office of Company or if sent by courier at the expense of the Member, shall also be accepted.
- 2) The self-addressed envelopes bear the name of the Scrutinizer appointed by the Board of Directors of the Company.
- 3) This form should be completed and signed by the Member. In case of joint shareholding, this form should be completed and signed [as per the specimen signature(s) registered with the Company / furnished by the Depositories] by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of Member may vote on the Postal Ballot mentioning the Registration No. of the POA or enclosing an attested copy of POA.
- 4) Unsigned, incomplete, improperly or incorrectly marked Postal Ballot forms will be summarily rejected at the discretion of scrutinizer.
- 5) The exercise of vote by Postal Ballot is not permitted through proxy. There will be only one Postal Ballot Form for every folio/ client ID irrespective of the number of Joint Member(s).
- 6) Duly completed Postal Ballot forms should reach the Company not later than by the close of working hours on **Tuesday, 25th September, 2018**. Postal Ballot forms received after this date will be strictly treated as if the reply from such Members has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before **Tuesday, 25th September, 2018** providing sufficient time for postal transit.
- 7) In the case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorisation.
- 8) Voting rights shall be reckoned in proportion to a Member's share of the Paid-Up Share Capital of the Company as on **24th August, 2018** or as per terms of issue for DVR Equity.
- 9) Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed postage prepaid Business Reply envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 10) The result on resolutions shall be declared on the date of **31st AGM i.e. 28th September, 2018** and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The result declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.jains.com) and would also be communicated to the BSE Ltd and the National Stock exchange of India Ltd.
- 11) **As you have not registered your email id with Company or your Depositories or RTA agent of the Company i.e. Link Intime India Pvt. Ltd. the option to cast the vote through e-voting system is not provided in terms of Companies (Management and Administration) Rules, 2014.**

