Jain Irrigation Systems Ltd.

JISL/SEC/2017/02/B-2/B-6 27th February, 2017

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: Disclosure about material developments under Regulation 30 of SEBI (LODR), Regulations, 2015.

Dear Sir/Madam,

In continuation with our letter dated 25th February, 2017 bearing Ref. No. JISL/SEC/2017/02/B-2/B-6, please find attached herewith Notice convening the Extraordinary General Meeting of the Company on 24th March, 2017 for your reference, containing following details;

1. Postal Ballot Form in lieu of e-voting.
2. Instructions with respect to Postal Ballot Form.
3. EGM Notice dated 25th February, 2017.
4. Instructions w.r.t. e-voting
5. Explanatory Statement under Section 102 of the Companies Act, 2013.
6. Attendance slip.
7. Proxy form.

Please take the same on record and acknowledge.

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

A. V. Ghodgaonkar,
Company Secretary

JAIN®
Jain Irrigation Systems Ltd.

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 at the EGM)

Serial No.:

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** .....
(**on 24th February, 2017**)

5) I/ We hereby exercise my/our vote through Postal Ballot in lieu of e-voting in respect of the following Resolution stated in the Notice dated 25th February, 2017 convening the **Extraordinary General Meeting** of the Company to be held at **11.00 AM on Friday, 24th March, 2017** at Subir Bose Hall, Jain Agri Park, Shirsoli Road, Jalgaon - 425001 by conveying my/our assent or dissent to the said Resolution(s) 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	Issue of Foreign Currency Convertible Bonds (FCCBs) upto USD 75 million to Non-Promoter entities for redemption of FCCBs worth USD 50 million issued in 2012/2013 and balance USD 25 million fresh issue for permitted use.	**Special Business/ Special Resolution**						

Place : _____

Date : _____

Signature

JAIN IRRIGATION SYSTEMS LTD. JALGAON

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/or sub-committee thereof 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 that by the close of working hours on **Tuesday, 21st March, 2017.** 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, 21st March, 2017** 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 February, 2017** or as per terms of issue for DVR Equity as the case may be.

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 EGM i.e. **24th March, 2017** and the resolutions will be deemed to be passed on the EGM 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.

JAIN IRRIGATION SYSTEMS LTD. JALGAON

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LIMITED SHALL BE HELD ON FRIDAY, 24th MARCH, 2017, AT 11 AM AT SUBIR BOSE HALL, JAIN AGRI PARK, SHIRSOLI ROAD, JALGAON 425001, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS;

SPECIAL BUSINESS

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

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

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

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

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

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

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

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

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

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

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

By the Order of the Board
For Jain Irrigation Systems Limited

Sd/-
A. V. Ghodgaonkar
Company Secretary

Jalgaon
25th February, 2017.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 SHOULD BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE SCHEDULED COMMENCEMENT OF THE MEETING.**
2. **Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed herewith.**
3. **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 Extra-ordinary 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 remote e-voting facility.

d) The Board of Directors of the Company has appointed **Mr. Aaron Solomon, Solomon & Co., at Calcot House, 3rd Floor, 8/10 M.P. Shetty Marg (Tamarind Street) Fort, Mumbai-400023,** as Scrutinizer to scrutinise the postal ballot in lieu of e-voting, poll at Meeting 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 Ordinary Equity Shares and DVR Equity Shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **17th March, 2017.**

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. **17th March, 2017** 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. **17th March, 2017,** may obtain the User ID and password in the manner as mentioned in a separate e-mail being sent to all members who are registered to receive e-mail communications or 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 for maximum 3 days and shall close at 5.00 p.m. on the date preceding the date of Extra-ordinary General Meeting:

Commencement of remote e-voting: From 10.00 a.m. (IST) on **Tuesday, 21st March, 2017.**

End of remote e-voting: Up to 05.00 p.m. (IST) on **Thursday, 23rd March, 2017.**

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 on poll and postal ballot in lieu of e-voting and through remote e-voting, will, not later than 48 hours 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. **Friday, 24th March, 2017.**

k) Instructions and other information relating to remote e-voting:

1. In case a member receives an e-mail from helpdesk.evoting@cdslindia.com [for members whose e-mail addresses are registered with the Company/ Depository Participant(s)]:

(a) Launch internet browser by typing the URL: www.evotingindia.com.

(b) Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with www.evotingindia.com for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit www.evotingindia.com for your existing password.

(c) After entering these details appropriately, click on **"LOGIN".**

(d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(e) You need to login again with the new credentials.

(f) On successful login, the system will prompt you to select the E-Voting Event Number 170225004 for Ordinary Equity and 170225006 for DVR Equity Shares) for Jain Irrigation Systems Ltd.

(g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under **"FOR/ AGAINST"** or alternatively, you may partially enter any number in **"FOR"** and partially in **"AGAINST"** but the total number in **"FOR/ AGAINST"** taken together should not exceed your total shareholding/voting rights as on the cut of date. You may also choose the option **"ABSTAIN"** and the shares held will not be counted under either head.

(h) Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(j) You may then cast your vote by selecting an appropriate option and click on **"SUBMIT".**

(k) A confirmation box will be displayed. Click **"OK"** to confirm else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

(l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail **ID: aaron.solomon@slmnco.in.** They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "**Corporate Name_EVENT NO."** B. In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

i) User ID and initial password - These will be sent separately.

ii) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.

2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at **www.evotingindia.com** or write an email to **helpdesk.evoting@cdslindia.com.**

JAIN IRRIGATION SYSTEMS LTD. JALGAON

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

SPECIAL BUSINESS

Item No. 1: Issue of Foreign Currency Convertible Bonds (FCCBs) upto USD 75 million to Non-Promoter entities for redemption of FCCBs worth USD 50 million issued in 2012/2013 and balance USD 25 million fresh issue for permitted use.

Your Company, Jain Irrigation had issued Foreign Currency Convertible Bonds (FCCBs) of USD 40 million on 15th October, 2012 to International Finance Corporation and to Proparco, France (Proparco: SOCIÉTÉ DE PROMOTION ET DE PARTICIPATION POUR LA COOPÉRATION ÉCONOMIQUE) and FMO, Entrepreneurial Development Bank Netherlands (FMO-NEDERLANDSE FINANCIERINGS-MAATSCHAPPIJ VOOR ONTWIKKELINGSLANDEN N.V.) on 04th May, 2013 of USD 5 million each, in all aggregating to USD 50 million.

The FCCB's carry the following terms and conditions;

Face Value	USD 10,000
Term	5 years 1 day
Coupon	3%
Yield to Maturity	5.77%
Conversion Price	Rs. 115*

*Conversion option has not been exercised as of now.

The redemption schedule of existing FCCB's is as follows;

Sr. No.	Name	Redemption Date (last date)
1	IFC	16th October, 2017
2	Proparco	05th May, 2018
3	FMO	05th May, 2018

The Company is proposing to issue FCCB's to **partly repay/ refinance** the existing outstanding FCCB's and partly fresh issue for permitted purposes, pursuant and subject to applicable laws and guidelines.

In view of funding requirements, the Board/ committee has approved, subject to the necessary Shareholders' and statutory approvals to issue, offer/ allot upto USD 75 million by way of International Issue. It is expected that commercial and financial terms and conditions of the issue of FCCB's shall be better than those of the existing FCCB's terms and conditions mentioned in table in 2nd para hereof.

The detailed terms and conditions of the issue as and when made will be determined by the Board or a committee thereof in consultation with merchant bankers, lead managers, advisors and experts in accordance with the terms of approval of the GOI, RBI or any other relevant authorities as may be required.

The issue price for Equity Shares, if conversion option of FCCB's is exercised by holder thereof shall not be less than average of weekly high and low of the closing price of the shares on the stock exchanges in two weeks preceding the "**Relevant Date**" where the shares of the Company are listed. Relevant Date is the date of meeting of Board of Directors where decision is open the proposed issue of FCCB's is taken.

The Ordinary Equity Shares allotted or those arising out of conversion of any FCCB's would be listed. The issue/allotment/ conversion would be subject to the availability of regulatory approvals, as applicable to the particular issue/ allotment/ conversion. The conversion of Securities held by foreign investors into Ordinary Equity Shares would be subject to the applicable foreign investment cap under the prevailing Foreign Direct Investment norms applicable to the Company.

The proposed issue of Securities may be in one or more tranches as a result of which there will be increase in the issued, subscribed and paid up Share Capital of the Company. Section 62 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, inter alia, that when it is proposed to increase the issued Share capital of the Company by allotment of further Ordinary Equity Shares, such further Ordinary Equity Shares should be first offered to the existing Shareholders of the Company in the manner laid down under Section 62, unless the Shareholders in the General Meeting authorise otherwise. Since the Special Resolution proposed in the business of the Notice will result in the issue of Ordinary Equity Shares to the persons other than existing Shareholders of the Company, if FCCB's are converted, consent of the Shareholders is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 and SEBI (LODR), Regulations, 2015.

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, power to issue and market any Securities to be issued, whether in one or more tranches and the terms and conditions at which such issue is made to the Board/Committee. The Ordinary Equity Shares that may be issued pursuant to the directions /Regulations would be listed on the Stock Exchanges where the Ordinary Equity Shares of the Company are already listed. The Ordinary Equity Shares so issued shall rank pari passu with the existing Ordinary Equity Shares of the Company in all respects.

In terms of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended to date) the following disclosures are being made, even though not strictly required / necessary as the issue is to foreign entities.

1] Object of the issue

The objects of the Issue of the FCCBs are:

a) Completion of due repayment of FCCBs issued by the Company in 2012 & 2013 aggregating to USD 50 million in one or more tranches and fresh issue of fresh securities of USD 25 million.

2] The proposal of the Promoter, Directors or Key Managerial Persons of the issuer to subscribe to the offer

None of the Promoter, Directors or Key Managerial Persons shall subscribe to the offer;

3] Shareholding pattern before and after the issue

The shareholding pattern before and after completion of the proposed issue would be as under:

Category code	Category of Shareholders	Pre Issue 31st Dec, 2016		Post Issue	
		Total Number of Shares	% of total issued equity capital	Total Number of Shares	Fully diluted % of total issued equity capital
(A)	**Shareholding of promoter and promoter Group**				
1]	**Indian**				
(a)	Individuals/Hindu Undivided Family	20,587,825	4.47	20,587,825	4.15
(b)	Central/State Governments	-	-	-	-
(c)	Bodies Corporate	120,693,836	26.23	120,693,836	24.33
(d)	Financial Institutions/Banks	-	-	-	-
(e)	Any Other	-	-	-	-
	Sub Total (A)(1)	**141,281,661**	**30.70**	**141,281,661**	**28.48**
2]	**Foreign**				
(a)	Individuals (NRI/Foreign Individual)	-	-	-	-
(b)	Bodies Corporate	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Any others	-	-	-	-
	Sub Total (A)(2)	**-**	**-**	**-**	**-**
	Total Shareholding of Promoters and Promoters Group (A)=(A)(1)+(A)(2)	**141,281,661**	**30.70**	**141,281,661**	**28.48**
(B)	**Public Shareholding**				
1]	**Institutions**				
(a)	Mutual Funds	10,783,399	2.34	10,783,399	2.17
(b)	Financial Institutions/Banks	694,383	0.15	694,383	0.14
(c)	Central Govt./State Govt.	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Institutional Investors	196,425,099	42.69	196,425,099	39.60
(g)	Foreign Venture Capital Investors	-	-	-	-
(h)	Qualiied Foreign Investors Corporate	13,167,025	2.86	13,167,025	2.65
(i)	Foreign Bank	1,000	0.00	1,000	0.00
(j)	**FCCBs**	**-**	**-**	**35,900,000**	**7.24**
	Sub Total (B)(1)	**221,070,906**	**48.04**	**256,970,906**	**51.80**
2]	**Non Institutions**				
(a)	Bodies Corporate	13,225,193	2.87	13,225,193	2.67
(b)	i. Individuals-shareholders holding nominal Share Capital up to Rs. 1 Lakh	59,788,980	12.99	59,788,980	12.05
	ii. Individuals-shareholders holding nominal Share Capital in excess of Rs. 1 Lakh	8,827,810	1.92	8,827,810	1.78
(c)	Foreign Portfolio Investor (Indi.)	39,710	0.01	39,710	0.01
(d)	Foreign Portfolio Investor (Corp)	-	-	-	-
(e)	Any other	15,217,152	3.31	15,217,152	3.07
	i) Employees	4,710,081	1.02	4,710,081	0.95
	il) NRI	3,945,951	0.86	3,945,951	0.80
	ill) Non Domestic Companies	19,975	0.00	19,975	0.00
	iv) Clearing Members	4,065,297	0.88	4,065,297	0.82
	v) Hindu Undivided Family	2,446,063	0.53	2,446,063	0.49
	vi) Trust	29,785	0.01	29,785	0.01
	Sub Total B(2)	**97,098,845**	**21.10**	**97,098,845**	**19.58**
	Total Public Shareholding B(1)+ B(2)	**318,169,751**	**69.14**	**354,069,751**	**71.38**
	Total (A) + (B)	**459,451,412**	**99.84**	**495,351,412**	**99.86**
(C)	**Shares held by Custodians and agst which Depository Receipts have been issued**				
1]	Promoter and promoters Group	-	-	-	-
2]	Public	714,641	0.16	714,641	0.14
	Grand Total (A) + (B) +(C)	**460,166,053**	**100.00**	**496,066,053**	**100.00**

Note: The above shareholding pattern has been prepared based on shareholding as on 31-12-2016. The effect of issue of Ordinary Equity Shares on conversion of the FCCB's proposed to be issued under this item is not fully factored in the post-issue holding given above as terms of conversion are not yet known. If and when these are converted, they will result in a proportionate dilution of the above holdings in the Company next page. (Conversion assumed at Rs. 140 per share @ exchange rate of USD 1 = Rs. 67) as illustration.

4] Proposed time within which allotment of the Securities will be completed

As per redemption schedule of existing FCCB's.

Sr. No.	Name	Redemption Date (last date)
1	IFC	16th October, 2017
2	Proparco	05th May, 2018
3	FMO	05th May, 2018

5] The identity of the proposed allottee and the percentage of post FCCBs issue capital that may be held by such allottee

The percentage of the post-FCCBs issue capital held by the proposed allottee is as under:

Name of Proposed Allottee	Type Security	No. / Value of Securities to be Subscribed	% in the post-issue capital (including pre- issue holding)*
Not known	FCCB's	Not known	7.24%

*Resultant % after conversion, assuming 100% FCCBs are converted.

6] Change in the Control or Composition of the Board

There will be neither any change in the composition of the Board nor any change in the Control of the Company on account of the proposed allotment of shares on conversion of FCCB's. However, there will be corresponding changes in the shareholding pattern, consequent to proposed FCCB's allotment, which will result in the corresponding change in the voting rights to the extent of the Ordinary Equity Shares to be issued on conversion of FCCB's.

7] Auditor's Certificate

A certificate from M/s Haribhakti and Co., LLP Chartered Accountants, Mumbai, the Statutory Auditors of the Company shall be placed at the meeting confirming that the FCCB's and issue of the Ordinary Equity Shares proposed for approval in this meeting is being made in accordance with the requirements contained in FEMA Regulations and SEBI (ICDR) Regulations, 2009.

8] Undertakings

The Issuer Company undertakes that they shall re-compute the price of the Ordinary Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.

The issue/allotment/conversion would be subject to the availability of regulatory approvals, as applicable to the particular issue/allotment. The conversion of Securities (FCCB's) held by foreign investors into Ordinary Equity Shares would be subject to the applicable foreign investment cap under the prevailing Foreign Direct Investment norms applicable to the Company.

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

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

By the Order of the Board
For Jain Irrigation Systems Limited

Sd/-
A. V. Ghodgaonkar
Company Secretary

Jalgaon
25th February, 2017.

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 **Extra Ordinary General Meeting** of the Company being held on **Friday, 24th March, 2017** at 11.00 AM at Subir Bose Hall, Jain Agri Park, Shirsoli Road, 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) for me/ our behalf at the **Extra Ordinary General Meeting** of the Company, to be held on **Friday, 24th March, 2017** at 11.00 AM at Subir Bose Hall, Jain Agri Park, Shirsoli Road, Jalgaon - 425001 and at any adjournment thereof in respect of resolution as under;

Resolution No.	Particulars of Resolutions
1	Issue of Foreign Currency Convertible Bonds (FCCBs) upto USD 75 million to Non-Promoter entities for redemption of FCCBs worth USD 50 million issued in 2012/2013 and balance USD 25 million fresh issue for permitted use.

Signed this **day of March, 2017**

Affix Revenue Stamp Rs. 1

Signature of Shareholder: _____ **Signature of Proxy holder(s)** _____

Notes:

(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 Extra Ordinary General Meeting.

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

JAIN IRRIGATION SYSTEMS LTD. JALGAON