

JISL/SEC/2019/02/B-2/B-6

25th February, 2019

To,
Bombay Stock Exchange Ltd.,
Corporate Relationship Department,
1st Floor, New Trading Wing, Rotunda
Building, P. J. Tower, Dalal Street,
Mumbai - 400 001.
Fax No. 022- 22723121/22722037(Day)
022-22721072 (Night)
Email: corp.relations@bseindia.com

To,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051.
Fax No. : 022-26598237/38
Email : cc@nse.co.in

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

Sub: Communication to Shareholders - Postal Ballot Notice.

Dear Sir/Madam,

Please find enclosed herewith Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder along with Explanatory Statement (including Annexure-I) for seeking approval of Shareholders of the Company by way of Special Resolution for "Reappointment of Shri Devendra Raj Mehta (DIN 01067895), Independent Director, who has attained the age of 75 years".

Please take the above 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

Serial No. :

- 1) Name(s) of Member(s) :
(Including Joint-holders, if any)
- 2) Registered Address of the Sole/
First named Member :
- 3) Registered Follo No./
DP ID No.*/ Client ID No.* :
(*Applicable to investors holding
Shares in dematerialized form)
- 4) Number of Shares held: **Ordinary Equity** **DVR**
(on 22nd February, 2019)

I/ We hereby exercise my/our vote in respect of the **Special Resolution** to be passed through Postal Ballot for the business stated in the Notice of the Company dated **25th February, 2019** 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	Re-appointment of Shri Devendra Raj Mehta (DIN: 01067895), Independent Director who has attained the age of 75 years.	Special Business/ Special Resolution						

Place : _____

Date : _____



Signature

INSTRUCTIONS

(A) FOR VOTING BY PHYSICAL BALLOT:

- 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 **self-addressed envelope on which 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 Sub-Committee of Board of Directors thereof of the Company and the address to which the same needs to be dispatched.
- 3) The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar / Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his / her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- 4) Unsigned, incomplete, improperly or incorrectly marked Postal Ballot forms will be summarily rejected at the discretion of scrutinizer.
- 5) 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 Form should reach the Scrutinizer not later than **5.00 pm on Thursday, 28th March, 2019**. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- 7) In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- 8) Voting rights shall be reckoned in proportion to a Member's share of the Paid-Up Share Capital of the Company as on **Friday, 22nd February, 2019**.
- 9) Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed 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) Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (**www.jains.com**) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
- 11) The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- 12) The result on resolutions shall be declared at the registered office of the Company on or before **31st March, 2019**. 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.

(B) THE INSTRUCTIONS FOR E-VOTING [EVSN (Ordinary Equity-190225003) and (DVR 190225004)]:

- (i) The voting period begins on **Wednesday, 27th February, 2019 from 9.00 A.M (IST) and ends on Thursday, 28th March, 2019 at 5.00 PM (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of **Friday, 22nd February, 2019** 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 / Members
- (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:

Particulars	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) <ul style="list-style-type: none"> 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 Form 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. <ul style="list-style-type: none"> 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 changed 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 users can download the app from the App Store and the Windows Phone Store respectively. 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.
- (xx) 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 you may contact at a toll free number 1800-22-5533 or you may write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cut-off date i.e. **Friday, 22nd February, 2019.**



POSTAL BALLOT NOTICE

DEAR MEMBER(S),

NOTICE IS HEREBY GIVEN THAT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (THE "ACT"), READ WITH THE RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (THE "RULES"), THE COMPANY IS SEEKING YOUR APPROVAL FOR THE ATTACHED RESOLUTION IN RELATION TO THE MATTER DETAILED IN THE ATTACHED EXPLANATORY STATEMENT.

As per regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inserted by an amendment notified on June 7, 2018, it is provided that no listed entity shall appoint a person or continue the directorship on and after 1st April, 2019 of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special Resolution approving such appointment or continuance.

Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), approval of the Shareholders for the above purpose can be obtained by way of Postal Ballot.

The Company is therefore seeking your consent for reappointment of an Independent Director to whom such new requirement is applicable, as detailed in the Special Resolution proposed in this Notice. The proposed resolution, along with the Explanatory Statement setting out the material facts and reasons thereto, is detailed herein and a Postal Ballot Form is attached for your consideration.

The Company has appointed Mr. Aaron Solomon, Partner of Solomon & Company, Advocates & Solicitors, Calcut House, 3rd Floor, 8/10, M.P. Shetty Marg (Tamarind Street) Fort, Mumbai-400023, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner and in accordance with the provisions of the Act and Rules made thereunder.

Members are advised to read carefully the instructions printed on the Postal Ballot Form sent to them along with the Notice and return the said form duly completed, in the enclosed postage **pre-paid self-addressed envelope**. Rule 22 (3) (e) of the Rules specify that any consent or otherwise received after thirty (30) days from the date of issue of this notice shall be treated as if the reply from the member has not been received. We, therefore request you to please return the Postal Ballot Form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before **28th March, 2019**. The Scrutinizer will submit his report to the Chairman after completion of scrutiny by **30th March, 2019** and the results of the Postal Ballot will be announced on or before **31st March, 2019** at the Registered Office of the Company.

The Results will be communicated to the BSE Limited and National Stock Exchange of India Limited. The results will also be posted on the Company's website www.jains.com and published in the newspapers for the information of Members.

The Resolutions will be deemed to have been passed on the date of declaration of the results of the Postal Ballot, if approved by the requisite majority, based on Scrutinizer's report.

1. Reappointment of Shri Devendra Raj Mehta (DIN 01067895), Independent Director, who has attained the age of 75 years

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

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

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

By order of Board of Directors
For Jain Irrigation Systems Ltd.

Mumbai
25th February, 2019

Sd/-
A.V. Ghodgaonkar
Company Secretary



NOTES:

An Explanatory Statement pursuant to Section 102 (1) of the Act in respect of the Resolution set out is enclosed.

The notice is being sent to all the Members whose names appear on the Register of Members /list of beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited on **22nd February, 2019**.

Voting rights shall be reckoned on the paid-up value of the Ordinary Equity Shares / Differential Voting Rights Equity Shares ("DVRs") registered in the name of the Members as on **22nd February, 2019**. Ordinary Equity Shares are entitled to one vote per one fully paid Ordinary Equity Shares held. Differential Voting Rights Equity Shares ("DVRs") are entitled to one vote for every ten fully paid DVRs held.

INSTRUCTIONS FOR VOTING BY:

(A) PHYSICAL POSTAL BALLOT FORM:

- 1] A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects **(no other form or photocopy thereof is permitted to be used for the purpose)** and send it after signature to the Scrutinizer in the attached **prepaid Business Reply self-addressed envelope attached. Postage will be borne and paid by the Company.** Envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted.
- 2] The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors/ Committee of the Company and the address to which the same needs to be dispatched.
- 3] The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar / Depository. In case the Equity Shares (Ordinary Equity Shares or DVRs) are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his / her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- 4] Duly completed Postal Ballot Form should reach the Scrutinizer not later than **5.00 pm on Thursday, 28th March, 2019**. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit. **The exercise of vote by Postal Ballot is not permitted through proxy.**
- 5] In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.

- 6] Shareholders are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- 7] There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- 8] Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.jains.com) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
- 9] The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- 10] The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The result of voting on the resolution will be declared at the Registered Office of the Company on or before **31st March, 2019**. The result will thereafter be published in newspapers, for the information of the Members.

(B) Voting through electronic means: [EVSN (Ordinary Equity-190225003) and (DVR-190225004)]

In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 or any amendment or re-enactment thereof, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the shareholders to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The process and instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Wednesday, 27th February, 2019 from 9.00 A.M (IST) and ends on Thursday, 28th March, 2019 at 5.00 PM (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of **Friday, 22nd February, 2019** 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 / Members
- (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,



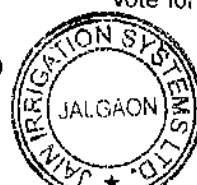
- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

Particulars	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) I 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 Form 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. I 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 changed 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 users can download the app from the App Store and the Windows Phone Store respectively. 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.
- (xx) 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 you may contact at a toll free number 1800-22-5533 or you may write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cut-off date i.e. **Friday, 22nd February, 2019**. Ordinary Equity Shares shall be entitled to one vote for one fully paid Ordinary Equity Share held, and Differential Voting Rights Shares shall be entitled to one vote for every ten such fully paid shares held.



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

ITEM NO.1

A new regulation 17(1A) was inserted in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on June 7, 2018 and which prescribes that effective 1st April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special Resolution by Shareholders is passed to that effect.

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), it is proposed to reappoint Mr. D. R Mehta, as an Independent Director of the Company for a term of 5 (five) consecutive years effective from 1st April 2019.

Mr. D. R Mehta, is an Independent Director of the Company appointed on 26th September, 2014, for a term of 5 years till the conclusion of the Annual General Meeting to be held in 2019, as an Independent Director. In normal course he would have retired and being eligible would have been reappointed as Independent Director in next AGM of the Company to be held in 2019. However, due to new SEBI (LODR), Regulations, 2015 provision effective 1st April, 2019 he cannot complete his tenure of 5 years as Independent Director.

In the opinion of the Board, he fulfils the conditions specified in Sections 149(6), 152, Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and he is independent of the management/Promoters. It is therefore proposed that he will be reappointed for another term of 5 years as an Independent Director of the Company in compliance with the provisions of

the Companies Act, 2013. Accordingly, his tenure of appointment for 5 (five) years commencing from 1st April 2019 upto 31st March 2024 is in accordance with Section 149(10) of the Companies Act, 2013 read with other applicable provisions. The Postal Ballot Sub-Committee of Board of Directors at its meeting held on 25th February 2019, on the recommendation of the Nomination and Remuneration Committee, Board of Directors and based on the performance evaluation, considered that given the background, experience and contributions made by him during his tenure, his association would be beneficial to the Company and the Board and it is desirable to re-appoint him as an Independent Director of the Company, not liable to retire by rotation, and has recommended the resolution for approval of Shareholders through Postal Ballot as Special Resolution.

In terms of Section 149(10) of the Companies Act, 2013 the tenure of Independent Director on Board of any Corporate can be 10 years w.e.f. commencement of the Companies Act, 2013 i.e. first appointment made under the new Act. In case of Shri Devendra Raj Mehta the appointment was made on 26th September, 2014 hence he will complete 10 years in 2024 and hence is eligible to be reappointed for another 5 years term.

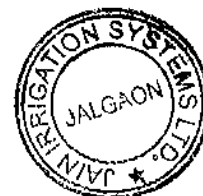
The Annexure-I to this Explanatory Statement gives the disclosures as specified in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Except Shri Devendra Raj Mehta, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in this resolution.

By order of Board of Directors
For Jain Irrigation Systems Ltd.

Mumbai
25th February, 2019

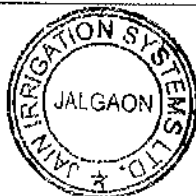
Sd/-
A.V. Ghodgaonkar
Company Secretary



Annexure-I to the Explanatory Statement

Details of Directors under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 seeking reappointment of Mr. D. R. Mehta at the forthcoming Postal Ballot:

Sr. No.	Particulars
1	<p>1. Date of Appointment & term of reappointment (Proposed)- W.e.f. 01st April, 2019, 5 years</p> <p>2. Date of Birth and Age- 25th June, 1937, 81 years.</p> <p>3. Qualification- Graduate in Arts & Law from Rajasthan University. He also studied at Royal Institute of Public Administration, London and the Alfred Sloan School of Management, Boston, USA</p> <p>4. Date of first appointment- 26th December, 2007</p>
2	<p>Brief profile of Mr. Devendra Raj Mehta</p> <p>Mr. Devendra Raj Mehta is an Independent Director. He joined Indian Administrative Service in 1961 and held important positions in the Government of Rajasthan and later in Government of India. He was the <u>Chairman of Securities and Exchange Board of India (SEBI)</u>, an apex regulatory body that deals with the regulation and development of the capital market in India. He has been credited with transforming the capital market in India into a modern, efficient, safe, vibrant and a very investor friendly one. His prior prestigious postings include the <u>Deputy Governor of Reserve Bank of India</u>, Director General of Foreign Trade, Ministry of Commerce, and Additional Secretary, Banking, Ministry of Finance. Born in 1937, he is graduate of Arts and Law from Rajasthan University. He also studied at Royal Institute of Public Administration, London and Alfred Sloan School of Management, MIT, Boston. There is another side to this sterling personality – humane side. A man of compassion, he set up the Bhagwan Mahavir Viklang Sahayata Samiti in 1975, he travels few days of every month for this noble cause.</p>
3	<p>Expertise in specific functional area</p> <p>Administration & Management of Public Affairs, Finance</p>
4	<p>Disclosure of relationship between directors inter se</p> <p>None</p>
5	<p>Names of listed entities in which Mr. Devendra Raj Mehta also holds the directorship:</p> <ol style="list-style-type: none"> 1. Jain Irrigation Systems Limited 2. Glenmark Pharmaceuticals Limited (Reappointed post 75 years age on 28th September, 2018) 3. Poly Medicure Limited 4. JMC Projects (India) limited (Reappointed post 75 years age on 6th August, 2018) <p>Names of listed entities in which Mr. Devendra Raj Mehta also holds the membership of Committees of the board;</p> <p>Audit Committee:</p> <ol style="list-style-type: none"> 1. JMC Projects (India) Limited (Chairman) 2. Poly Medicure Limited (Member) <p>Nomination and Remuneration Committee/Compensation Committee:</p> <ol style="list-style-type: none"> 1. Glenmark Pharmaceuticals Limited (Member) 2. JMC Projects (India) Limited (Member) 3. Poly Medicure Limited (Member) <p>Stakeholders'/Investors' Grievance Committee:</p> <ol style="list-style-type: none"> 1. Glenmark Pharmaceuticals Limited (Member) <p>Risk Management Committee:</p> <ol style="list-style-type: none"> 1. Glenmark Pharmaceuticals Limited (Member) <p>Corporate Social Responsibility Committee:</p> <ol style="list-style-type: none"> 1. Jain Irrigation Systems Limited (Member) 2. JMC Projects (India) Limited (Chairman) 3. Poly Medicure Limited (Chairman)



Sr. No.	Particulars																		
6	Shareholding of non-executive director Ordinary Equity Shares- 25,000 shares (0.01%) DVR Equity Shares- 1,250 shares (0.01%)																		
7	Particulars of Attendance (As per Secretarial Standard on General Meetings): Details of Meetings attended by Mr. D. R. Mehta during the last 5 years: <table><tr><th>Year</th><th>2014-15</th><th>2015-16</th><th>2016-17</th><th>2017-18</th><th>2018-19 (Till 25.02.19)</th></tr><tr><td>Board Meetings</td><td>4 out of 4 (100%)</td><td>7 out of 7 (100%)</td><td>6 out of 7 (85.71%)</td><td>5 out of 5 (100%)</td><td>5 out of 5 (100%)</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>-</td><td>-</td><td>1 out of 1 (100%)</td><td>2 out of 2 (100%)</td><td>2 out of 2 (100%)</td></tr></table>	Year	2014-15	2015-16	2016-17	2017-18	2018-19 (Till 25.02.19)	Board Meetings	4 out of 4 (100%)	7 out of 7 (100%)	6 out of 7 (85.71%)	5 out of 5 (100%)	5 out of 5 (100%)	Corporate Social Responsibility Committee	-	-	1 out of 1 (100%)	2 out of 2 (100%)	2 out of 2 (100%)
Year	2014-15	2015-16	2016-17	2017-18	2018-19 (Till 25.02.19)														
Board Meetings	4 out of 4 (100%)	7 out of 7 (100%)	6 out of 7 (85.71%)	5 out of 5 (100%)	5 out of 5 (100%)														
Corporate Social Responsibility Committee	-	-	1 out of 1 (100%)	2 out of 2 (100%)	2 out of 2 (100%)														

