



JISL/SEC/2012/08/B-2 & B-6

5th September, 2012

To,
Bombay Stock Exchange Ltd.,
Corporate Relationship Department,
1st Floor, New Trading Wing, Rotunda Building,
P. J. Tower, Dalal Street,
Mumbai - 400 001.
FaxNo.022- 22723121/22722037(Day)
022-22721072 (Night)
Email: corp.relations@bseindia.com

Ref : Code No. 500219 (BSE) and JISLJALEQS (NSE)
Sub : Securities Issuance Committee meeting on 4th September 2012

Dear Sir,

As informed on 31st August 2012, a meeting to consider the fund raising, subject to necessary approvals required under the SEBI (ICDR) Regulations 2009, the Companies Act, 1956 and the Listing Agreements entered into with the Stock Exchanges where the Ordinary Equity Shares of the Company are listed and traded, was held and continued till now and has taken the following decisions:

1. The Securities Issuance Committee (SIC) of the Board of Directors of Jain Irrigation Systems Limited have met today and decided to raise long term funds:
 - (a) by way of issue of Equity Shares on preferential issue under the SEBI (ICDR) Regulations, 2009 for an amount of approx. \$73 Mn (equivalent to Rs.4,050 Mn) at a price Rs.80 per share or the issue price worked out in accordance with the applicable provisions of the SEBI (ICDR) Regulations, 2009 (Regulation 76), whichever is higher.
 - (b) by way of issue of Foreign Currency Convertible Bonds (FCCBs) to raise an amount upto \$55 Mn (equivalent to approx. Rs.3,055 Mn) subject to regulatory approvals as may be necessary. The broad terms of the bonds are as follow:
 - (i) conversion at a price of Rs.115 per Equity Share at any time during the period of 5 years.
 - (ii) the FCCB shall have a coupon of 3% p.a. and Yield to Maturity of 6%.
 - (iii) the FCCBs shall not be listed on any International Stock Exchanges, but the resultant Equity Shares shall be listed on the Indian Stock Exchanges.

Regd. Off.: Jain Plastic Park, N.H.No. 6, Bambhori, Jalgaon – 425001. India.
Tel: 0257-2258011/22; Fax: 0257-2258111/22; E-mail: jisl@jains.com

- (iv) the FCCB's will be repaid in one tranche after 5 years, if not already converted into equity shares.
- (c) by way of raising of LIBOR linked External Commercial Borrowings (ECB) upto an amount of \$75 Mn (Rs.4,165 Mn approx.), the ECB shall have a tenor of 6-10 years. The borrowing programme will be completed once all the approvals are in place as per ECB regulations.

The Securities Issuance Committee (SIC) had already approved raising of approx. Rs.647.25 Mn by way of Equity Warrants to Promoter group on the 27th August 2012 preferential issue under the SEBI (ICDR) Regulations, 2009.

The certified true copy of the resolutions passed by the sub committee are attached herewith.

The committee has convened the EGM of members of the Company on Monday 1st October 2012 at Jalgaon and a Notice together with the related Explanatory Statement shall be sent to you in due course of time.

A Press release titled JAIN IRRIGATION ANNOUNCES FUND RAISING PLANS is attached herewith and is being simultaneously being released to the media also.

Please acknowledge.

Thanking you,

Yours faithfully,
For Jain Irrigation Systems Ltd.,



A V Ghodgaonkar
Company Secretary

CC 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: cmlist@nse.co.in



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SECURITIES ISSUANCE COMMITTEE OF THE BOARD OF DIRECTORS OF JAIN IRRIGATION SYSTEMS LTD HELD AT MUMBAI ON 4TH SEPTEMBER, 2012.

“RESOLVED THAT subject to Shareholders approval, pursuant to and subject to the provisions of Section 81(1), Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment to or reenactment 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, and other applicable laws, if any, applicable provisions of Memorandum and Articles of Association of the Company and Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and, subject 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 (ICDR) Regulations, 2009 (“SEBI Regulations”) 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 (and as are acceptable to the Board of Directors of the Company), consent of the Securities Issuance Committee of the Board of the Company, be and is hereby accorded to create, offer, issue and allot to all eligible investors including Domestic/Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, individuals and/or trustees and/or stabilization agents or otherwise, whether Members of the Company or not (and/or their nominees, associates or affiliates), on a private placement basis, ordinary shares, debentures whether partly/fully convertible, and/or securities linked to ordinary shares and/or Foreign Currency Convertible Bonds convertible into Ordinary Equity Shares and/or Depository Receipts and/or securities convertible into Ordinary Equity Shares at the option of the Company and/or the holder of such securities and/or Ordinary Equity Shares through Depository Receipts (hereinafter collectively referred to as “Securities”), through prospectus and/or offer letter so however that the total amount raised through the aforesaid Securities do not exceed US\$ 55 Million (US Dollars Fifty Five Million Only), such issue and allotment to be made at such time or times, in one or more tranches, at such price or prices, in such manner and where necessary in consultation with the Lead Managers and/or Underwriters and/or Stabilization Agents and/or other Advisors or otherwise, on such other terms and conditions including security, rate of interest, etc., as may be decided or considered appropriate by the Board/Committee at the time of such issue or allotment considering the prevailing market conditions and other relevant factors.

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 payment of interest, additional interest, premium on redemption, pre-payment and any other debt service payment whatsoever and 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 Company and/or any agency or body authorised by the Company may issue Depository Receipts representing the underlying Ordinary Equity Shares/Convertible Bonds 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 Mr. A. V. Ghodgaonkar – Company Secretary and Mr. Manoj Lodha – President- Banking & Finance be and are hereby jointly authorised to negotiate and agree to any modification, amendment or alteration and finalise the drafts of FCCB Subscription Agreement (a copy whereof duly initialed by the Chairman of the Committee for the purpose of identification was placed before the Board/committee) and to sign and execute the FCCB Subscription Agreement and other documents on behalf of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution, Mr. A. V. Ghodgaonkar – Company Secretary or Mr. Manoj Lodha – President Banking & Finance be and are hereby jointly authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of the aforesaid Securities and listing thereof with the stock exchange(s) where the Company's shares are listed and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the aforesaid Securities, utilization of the issue proceeds and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board/committee may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution,

RESOLVED FURTHER THAT any Director(s) 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.

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

///CERTIFIED TRUE COPT///

For Jain Irrigation Systems Ltd



A V Ghodgaonkar
Company Secretary



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SECURITIES ISSUANCE COMMITTEE OF THE BOARD OF DIRECTORS OF JAIN IRRIGATION SYSTEMS LTD HELD AT MUMBAI ON 4TH SEPTEMBER, 2012.

“**RESOLVED** subject to approval of Shareholders, in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, the Foreign Exchange Management Act, 1999 (“FEMA”), and the rules and regulations made thereunder; including the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations, 2000, all as amended from time to time, and such other statutes, notifications, circulars, rules and regulations as may be applicable and/or relevant and of Memorandum and Articles of Association of the Company and subject to consent(s), approval(s), permission(s) or sanction(s) including any conditions thereof or any modifications to the terms and conditions therein, if any, required of any authority(ies), body(ies) or financial institution(s) as may be necessary, **THAT** consent of the Securities Issuance Committee of the Board of the Company be and is hereby given to issue, offer for subscription and allot by way of Preferential Issue under Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, (“ICDR Regulations”) Ordinary Equity shares of Rs. 2/- each on preferential basis as under:

Sr. No.	Name of Proposed Allottee(s)*	No. of Ordinary Equity Shares to be Subscribed
1.	International Finance Corporation	7,000,000
2.	MKCP Institutional Investor (Mauritius) II Ltd	35,154,335
3	Lantau Institutional Investor (Mauritius) Ltd	6,974,602
4	Vista Institutional Investor (Mauritius) Ltd	1,026,831
	Total	50,155,768

* All being Qualified Institutional Buyers in terms of SEBI (ICDR) Regulations, 2009.

for cash at a price of not less than the minimum price calculated as per Sub Regulation (4) of Regulation 76 of the SEBI (ICDR) Regulations 2009 and on such other terms and conditions as may be decided by the Securities Issuance Committee-2 of the Board of Directors of the Company (hereinafter “SIC-2”) .

“**RESOLVED FURTHER THAT** the “Relevant Date” in terms of the Guidelines for the purpose of determining the price of the Ordinary Equity Shares shall be 1st September, 2012, being the date 30 days prior to the date of this General Meeting.”

“**RESOLVED FURTHER THAT** the Ordinary Equity Shares issued shall rank pari passu with the existing Ordinary Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT Mr. A. V. Ghodgaonkar – Company Secretary and Mr. Manoj Lodha – President Banking & Finance be and are hereby jointly authorised to negotiate and agree to any modification, amendment or alteration and finalise the drafts of Subscription Agreement & Investment Agreement (a copy whereof duly initialed by the Chairman for the purpose of identification was placed before the Board/committee) and to sign and execute the Subscription Agreement and Shareholders Agreement and other documents on behalf of the Company.

RESOLVED FURTHER THAT any of the above authorized officers of the Company be and are hereby authorized to approve, finalise, execute and deliver or cause to be executed and delivered on behalf of the Company Subscription Request, copies of documents of Disclosure Schedule, Conditions Precedent documents and all other deeds, instruments, and writings in favour of Proposed Allottees in connection with the said investment.

RESOLVED FURTHER THAT above authorized Directors/Officers of the Company be and are hereby authorized to approve, finalise, execute and deliver or cause to be executed and delivered on behalf of the Company, receipts, notices, undertakings, mandates, agreements, assignments, and all other deeds, instruments, and writings in favour of proposed Allottees in connection with the said investment and if so required, the Common Seal of the Company be affixed thereto in the presence of any one of the above Officers of the Company.

RESOLVED FURTHER THAT Shri Anil B Jain, Managing Director or Shri. Ajit B Jain, Joint Managing Director or Shri A V Ghodgaonkar, Company Secretary be and are hereby severally authorised to sign and submit relevant e-Forms on behalf of the Company to the Registrar of Companies, Maharashtra, Mumbai and take all other actions as may be required.

RESOLVED FURTHER THAT Shri Anil B Jain, Managing Director or Shri Ajit B Jain, Joint Managing Director or Shri A V Ghodgaonkar, Company Secretary be and are hereby severally authorised to sign and submit relevant Forms on behalf of the Company to the Reserve Bank of India and take all other actions as may be required.

RESOLVED FURTHER THAT Shri Anil B Jain, Managing Director or Shri Ajit B Jain, Joint Managing Director or Shri A V Ghodgaonkar, Company Secretary be and are hereby severally authorised to sign and submit application with Bombay Stock Exchange and National Stock Exchange of India Ltd for 'In-Principle' approval under clause 24(a) of the Listing Agreement and take all other actions as may be required there to.

RESOLVED FURTHER THAT any Director(s) 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.

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

///CERTIFIED TRUE COPY///

For Jain Irrigation Systems Ltd



A V Ghodgaonkar
Company Secretary



Jain Irrigation Systems Ltd.

5th September 2012

Mumbai

PRESS RELEASE

FOR IMMEDIATE DISSEMINATION

JAIN IRRIGATION ANNOUNCES FUND RAISING PLANS

Jain Irrigation today announced plan for fund raising of approx. \$200 Mn to deleverage and strengthen its balance sheet, to reduce interest cost and to balance its currency exposure with long term maturities.

1. The Securities Issuance Committee of the Board of Directors of Jain Irrigation Systems Limited have met today and decided to raise long term funds:
 - (a) by way of issue of Equity Shares on preferential issue under the SEBI (ICDR) Regulations, 2009 for an amount of approx. \$73 Mn (equivalent to Rs.4,050 Mn) at a price Rs.80 per share or the issue price worked out in accordance with the applicable provisions of the SEBI (ICDR) Regulations, 2009 (Regulation 76), whichever is higher.
 - (b) by way of issue of Foreign Currency Convertible Bonds (FCCBs) to raise an amount upto \$55 Mn (equivalent to approx. Rs.3,055 Mn) subject to regulatory approvals as may be necessary. The broad terms of the bonds are as follow:
 - (i) conversion at a price of Rs.115 per Equity Share at any time during the period of 5 years.
 - (ii) the FCCB shall have a coupon of 3% p.a. and Yield to Maturity of 6%.
 - (iii) the FCCBs shall not be listed on any International Stock Exchanges, but the resultant Equity Shares shall be listed on the Indian Stock Exchanges.
 - (iv) The FCCB's will be repaid in one tranche after 5 years, if not already converted into equity shares.
 - (c) by way of raising of LIBOR linked External Commercial Borrowings (ECB) upto an amount of \$75 Mn (Rs.4,165 Mn approx.), the ECB shall have a tenor of 6-10 years. The borrowing programme will be completed once all the approvals are in place as per ECB regulations.
 - (d) The Securities Issuance Committee (SIC) had already approved raising of approx. Rs.647.25 Mn by way of Equity Warrants to Promoter group on the 27th August 2012 preferential issue under the SEBI (ICDR) Regulations, 2009.
2. Thus, total combined funds being raised shall be in excess of \$200 Mn (Approx. Rs.11,000 Mn). Funding is expected within the next 60 days after completion of necessary formalities and approvals etc.
International Finance Corporation (IFC), part of World Bank group, is contributing significantly in the convertible bond issue, apart from participating in equity as well as ECB, part of equity funds are being raised from private equity

- firm, Mount Kellett; external commercial borrowing will come from combination of European Global Development Financial Institutions & Rabo Bank.
3. The proceeds of the fund raising shall be used as per the prevailing permitted end use applicable to the fund raising by way of FCCBs and ECBs.
 4. End use of funds, including equity shall cover:
 - (a) Repayment of all
 - i) the high cost short term loans of the Company, and its subsidiaries; and
 - ii) the long term loans of the Company due in FY2013, and its subsidiaries.
 - (b) Investment into Company's overseas subsidiaries to enable their continued growth.
 - (c) Any other corporate use including capital expenditure.
 - (d) The Equity Investment into "Sustainable Agro Commercial Finance Limited" (SAFL); the Jain NBFC.
 5. The Company plans to convene an Extraordinary General Meeting to seek approval of the Shareholders for the above Equity and FCCB issuances and the related issues.

Mr Anil B Jain, Managing Director of the Company said after the meeting of the Securities Issuance Committee of the Board that "*We are glad that we have been able to put together significant resource raising at fairly attractive terms from quality investors like International Finance Corporation (IFC), Lenders like Rabo bank and others during these volatile and challenging environment and uncertain market conditions.*

We believe equity issuance is value accretive and shall help us to deleverage our balance sheets, convert short term liabilities into long term liabilities and also provide liquidity for operations while strengthening and re-rating our balance sheet.

We expect annualized savings on interest alone to be in range of Rs.800 to 1,000 Mn resulting in better bottom line and expect to improve our gearing which shall further improve our credit rating in market.

With this fund raising the Company will be able to match its currency liabilities with its foreign currency earnings from exports as well as overseas subsidiaries thus nullifying any impact of rupee depreciation.

As conveyed to all our stakeholders over last few months, we are going through a business model change and hence this fund raising will provide crucial support during this period.

We aim to manage this change with focus on creating free cash flow and creation of sustainable growth from internal accruals, in medium to long term, across all our business lines. We continue to maintain leadership position in most of the markets we serve, covering different product lines.

Receiving government subsidy receivables has gained momentum and we expect to have significantly improved position in remaining part of the financial year on this account.

We thank all our stakeholders for their support, while Company moves from strength to strength. We will continue to address the triple issue of water, food and energy security with the help of our products and services."

Jain Irrigation Systems Ltd. (JISL) is the largest Company in Asia in the field of drip irrigation and second largest in the world. JISL has a multi product industrial profile aimed at the farmer community spread largely in the rural and semi-urban areas all over India. The major and substantive portion of the business relates to Micro Irrigation Systems (MIS) and Plastic Pipes. Other business include food processing, onion dehydration, tissue culture, solar appliances and a large training center devoted to farmer training. Jain Irrigation annual turnover stands at \$1 Billion approx. with global presence in 120 countries and 4 continents.

For more information, visit www.jains.com