



JISL/SEC/2014/08/B-2 & B6

19<sup>th</sup> August, 2014

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 - 22722037/39/41/61 (Day)  
22723121/3719 (Night)  
Email : [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

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

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

**Sub: Notice of 27<sup>th</sup> Annual General Meeting under Section 101 of Companies Act,  
2013 read with Companies (Management and Administration) Rules, 2014**

Dear Sir/Madam,

In continuation to our letter no. JISL/SEC/2014/08 dated 11.08.2014, please find enclosed herewith the Notice of 27<sup>th</sup> Annual General Meeting of Shareholders to be held on 26.09.2014 along with Explanatory Statement and Postal Ballot Form in lieu of E-Voting.

The Board has appointed Mr. Aaron Solomon, Partner, Solomon & Co. of Mumbai as Scrutinizer for e-voting as well as Postal Ballot process.

Please receive the above in order, take on record and acknowledge.

Thanking you,

Yours faithfully,

**For Jain Irrigation Systems Ltd.**

**A. V. Ghodgaonkar  
Company Secretary**

**Regd Off.** : Jain Plastic Park, N.H.No.6, Bambhori, Jalgaon – 425001.  
Tel. 0257-2258011/22 : Fax : 0257-2258111/22  
E-mail : [jisl@jains.com](mailto:jisl@jains.com); Visit us at :[www.jains.com](http://www.jains.com)  
CIN: L29120MH1986PLC042028

# NOTICE

**NOTICE IS HEREBY GIVEN THAT 27<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LIMITED SHALL BE HELD ON FRIDAY, 26<sup>TH</sup> SEPTEMBER, 2014 AT 11 AM AT REGISTERED OFFICE OF THE COMPANY AT JAIN PLASTIC PARK, NH NO. 6, BAMBHORI, JALGAON - 425001 TO TRANSACT THE FOLLOWING BUSINESS;**

## ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Accounts for the year ended 31<sup>st</sup> March, 2014 (including Balance Sheet as at 31<sup>st</sup> March, 2014 and Consolidated Balance Sheet as at 31<sup>st</sup> March, 2014, Cash Flow Statement and Profit & Loss account and Consolidated Profit & Loss account for the year ended on even date) together with Schedules, Notes thereon and the reports of Board of Directors and Auditor's thereon.
- 2) To declare a Dividend on Ordinary and DVR Equity Shares of ₹ 2 each as follows:

Sr.No.	Particulars of Equity Shares	Amount (₹)
1	25% (₹ 0.50 per share) on 443,119,978 Ordinary Equity Shares of ₹ 2 each	221,559,989
2	25% (₹ 0.50 per share) on 19,294,304 DVR Equity Shares of ₹ 2 each	9,647,152
	<b>Total (excluding applicable Dividend Distribution Tax)</b>	<b>231,207,141</b>

- 3) To appoint a Director in place of Shri Ajit B. Jain (DIN 00053299), who retires by rotation and being eligible offers himself for re-appointment as Director.
- 4) To appoint a Director in place of Shri Atul B. Jain (DIN 00053407) who retires by rotation and being eligible offers himself for re-appointment as Director.
- 5) **Re-appointment of Statutory Auditors:**

**To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an ordinary resolution**

“**RESOLVED** pursuant to the provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013, **THAT** M/s. Haribhakti and Company, Chartered Accountants, Mumbai, the retiring Auditors of the Company be and are hereby reappointed as Statutory Auditors of the Company upto the conclusion of the 28th Annual General Meeting (this being 5th year of their appointment) consecutive on remuneration as may be decided between Managing Director and Partner of Haribhakti & Co., and reimbursement of out of pocket expenses as may be incurred during the course of the audit”.

## SPECIAL BUSINESS

**Appointment of Shri D.R. Mehta (DIN 01067895) as an Independent Director u/s 149 of the Companies Act, 2013.**

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

“**RESOLVED** pursuant to provisions of Section 149 (4) & 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time

being in force), Clause 49 of the Listing Agreement **THAT** Shri D. R. Mehta (DIN 01067895), Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in year 2019”.

**Appointment of Shri Ghanshyam Dass (DIN 01807011) as an Independent Director u/s 149 of the Companies Act, 2013**

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

“**RESOLVED** pursuant to provisions of Section 149 (4) & 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement **THAT** Shri Ghanshyam Dass (DIN 01807011) Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in year 2019”.

**Appointment of Shri Arun Kumar Jain (DIN 03507083) as an Independent Director u/s 149 of the Companies Act, 2013**

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

“**RESOLVED** pursuant to provisions of Section 149 (4) & 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement **THAT** Shri Arun Kumar Jain (DIN 03507083) Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for appointment, and in respect of

whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in year 2019”.

**Appointment of Smt. Radhika Pereira (DIN 00016712) as an Independent Director u/s 149 of the Companies Act, 2013**

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

“**RESOLVED** pursuant to provisions of Section 149 (4) & 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement **THAT** Smt. Radhika Pereira (DIN 00016712) Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in year 2019”.

**Appointment of Shri V. V. Warty (DIN 00701010) as an Independent Director u/s 149 of the Companies Act, 2013**

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

“**RESOLVED** pursuant to provisions of Section 149 (4) & 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement **THAT** Shri V. V. Warty (DIN 00701010) appointed as an Additional Director on 11th August, 2014 under the provisions of Section 161 of the Companies Act, 2013 and who retires at this Annual General Meeting and being eligible and being appointed as Independent Director whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in year 2019”.

**Appointment of Dr. H. P. Singh (DIN 06387125) as an Independent Director u/s 149 of the Companies Act, 2013**

**11) To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an ordinary resolution.**

“**RESOLVED** pursuant to provisions of Section 149 (4) & 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement **THAT** Dr. H. P. Singh (DIN 06387125) appointed as an Additional Director on 11th August, 2014 under the provisions of Section 161 of the Companies Act, 2013 and who retires at this Annual General Meeting and being eligible and being appointed as Independent Director whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in year 2019”.

**for Jain Irrigation Systems Ltd.**

**Sd/-**

**Jalgaon  
14<sup>th</sup> August-2014**

**A.V. Ghodgaonkar  
Company Secretary**

**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. The Register of Members and related transfer books of the Company shall be closed from **Monday, 15<sup>th</sup> September, 2014 to Friday, 26<sup>th</sup> September, 2014 (both days inclusive).**
3. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed herewith.
4. The background of the retiring Directors is given in the Director's Report as per the requirements of the Corporate Governance Code under Clause 49 of the Listing Agreement(s) entered into with the Exchanges. The Directors have furnished the requisite declarations for their appointment.
5. Members who have not claimed dividend declared by the Company are requested to write to the Company for obtaining demand draft before the balance in the respective account gets transferred to Investor Education and Protection Fund as per rule established by the Central Government under Section 124(5) of the Companies Act, 2013. The unclaimed/unpaid dividend data are also uploaded on the web site of the Company. The details of unclaimed dividend as on 31st March 2014 are as follows.

Sr. No.	Financial Year	Date of declaration	Last day for claiming unpaid Dividend	Unclaimed amount as on 31.03.2014 ( ` )	Due date for transfer to IE&PF (on or before)
1	2006-07	27.09.2007	26.09.2014	423,328.00	25.10.2014
2	2007-08	30.09.2008	29.09.2015	572,082.40	28.10.2015
3	2008-09	30.09.2009	29.09.2016	632,067.50	28.10.2016
4	2009-10	29.09.2010	28.09.2017	1,175,877.00	27.10.2017
5	2010-11	30.09.2011	29.09.2018	1,839,828.00	28.10.2018
6	2011-12	21.09.2012	20.09.2019	2,219,452.00	19.10.2019
7	2012-13	27.09.2013	26.09.2020	1,269,372.50	25.10.2020

6. The dividend, if declared at the Annual General Meeting, will be paid on or after **8th October, 2014** to those shareholders or their mandate whose:

- Names appear as Beneficial Owners as at the end of the business hours on **15th September, 2014** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the Shares held in electronic form.
- Names appear as members in the Register of Members of the Company after giving effect to valid share transfer in physical form lodged with the Company/ its Registrar and Transfer Agent (RTA) on or before **13th September, 2014**.
- Members are requested to send all their documents and communications pertaining to shares to **Bigshare Services Private Limited, Share Transfer Agent of the Company at their address** at E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E) Mumbai – 400072 Phone No 022-40430200 **Fax No. 022-28475207** for both physical and demat segments of Ordinary Equity and DVR Equity Shares of the Company. Please quote on all such correspondence – “Unit–Jain Irrigation Systems Limited” For Shareholders queries – Telephone No. 022-40430200 Email ID- at **investor@bigshareonline.com** OR **investor.corr@jains.com**
- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Bigshare Services Private Limited for their doing the needful.
- Members are requested to notify change in address, if any, immediately to Bigshare Services Private Limited quoting their folio numbers.
- In terms of circular issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
- It is observed that few members have still not surrendered their old Share Certificates for Equity Shares of Rs. 10/- each for exchange with the new Share Certificates for Equity Shares of Rs. 2/- each. They are once again requested to surrender the Share Certificates for Equity Shares of Rs. 10/- each at the Registered Office of the Company so as to enable the Company to do the needful.
- To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible.

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/ Depositories for depositing of dividends. NECS Form is attached to the Notice to the members for providing details, if not provided.

- Electronic copy of the Annual report sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member requests for a physical copy of the same. Positive consent letter is attached to the Notice being sent to the members for giving consent to receive documents in electronic mode.
- Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report 2013-14 will also be available on the Company's website [www.jains.com](http://www.jains.com) for being downloaded. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making the request for the same, by post free of cost. For any communication, the Shareholders may also send requests to the Company's investor email id [investor.corr@jains.com](mailto:investor.corr@jains.com)

**for Jain Irrigation Systems Ltd.**

**Jalgaon**  
**14<sup>th</sup> August-2014**

**Sd/-**  
**A.V. Ghodgaonkar**  
**Company Secretary**

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

### SPECIAL BUSINESS

#### Item No. 6

Shri.D R Mehta is a Non-Executive Director of the Company. He joined the Board of Directors of the Company on 26.12.2007. He joined Indian Administrative Service in 1961 and held important positions in the Govt. of Rajasthan and later in Govt. of India. He was the Chairman of Securities and Exchange Board of India (SEBI), 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 Deputy Governor of Reserve Bank of India, Director General of Foreign Trade, Ministry of Commerce, and Additional Secretary, Banking, Ministry of Finance.

In terms of Section 149(4) and other applicable provisions of the Companies Act, 2013, Shri D R Mehta being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years from the date of 27th AGM i.e. 26.09.2014 till end of 32nd AGM to be held in 2019. A notice has been received from a member proposing Shri D R Mehta as a candidate for the office of Director of the Company.

The Board therefore, deems it fit and proper and in the Company's interest that it should continue to avail of Mr. Mehta's services as an Independent member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Shri D R Mehta as an Independent Director, for the approval by the Shareholders of the Company.

Except Shri D R Mehta being an appointee, none of the Directors and their relatives or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise directly or indirectly in the resolution set out in this item of the notice. The details as required by revised Clause 49 of the Listing Agreement, effective from 1st October 2014 in respect of all Independent Director are given under Corporate Governance Report of the Annual Report being sent separately to all shareholders and hence are not repeated here.

#### Item No. 7

Shri Ghanshyam Dass is a Non-Executive Director of the Company. He joined the Board of Directors of the Company in 25.08.2009. He has had an outstanding career in domestic, international banking and Capital Markets for over 34 years, during which he developed a firm understanding of the complexities of international markets. He is thoroughly familiar with the regulatory and business environment in USA, European Union, South East Asia, The Middle East, India and other major money-center locations. Shri.Ghanshyam Dass has been associated with Intel Capital, NASDAQ, CII National Council, ICSI, Dhanlaxmi Bank, Biopure Healthcare, Carbon Clean solutions and Brickwork ratings.He is member of Academic Council of Union Bank School of management. He is Senior Advisor KPMG, Special Advisor STJ Advisors Ltd. He is Founder Member of ASS of outsourcing professionals and Vice President-Karnataka athletics Association.

In terms of Section 149 (4) and other applicable provisions of the Companies Act, 2013, Shri Ghanshyam Dass being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years from the date of 27th AGM i.e. 26.09.2014 till end of 32nd AGM to be held in 2019. A notice has been received from a member proposing Shri Ghanshyam Dass as a candidate for the office of Director of the Company.

The Board therefore, deems it fit and proper and in the Company's interest that it should continue to avail of Mr. Dass's services as an independent member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Shri.Ghanshyam Dass as an Independent Director, for the approval by the Shareholders of the Company.

Except Shri Ghanshyam Dass being an appointee, none of the Directors and their relatives or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise directly or indirectly in the resolution set out in this item of the notice. The details as required by revised Clause 49 of the Listing Agreement, effective from 1st October 2014 in respect of all Independent Director are given under Corporate Governance Report of the Annual Report being sent separately to all shareholders and hence are not repeated here.

#### Item No. 8

Shri Arun Kumar Jain is a Non-Executive Director of the Company. He joined the Board of Directors of the Company on 04.04.2011. Dr Arun Kumar Jain is a gold-medalist mechanical engineer, Ph.D. from Indian Institute of Management-Ahmedabad and an alumnus of IFC-World Bank. Before joining full-time Indian Institute of Management–Lucknow (India), he was a faculty at IIM-Bangalore. Professor Jain has presented delivered keynotes at Council of Europe (Strasbourg), Global Corporate Governance Forum at Washington, World Bank/IFC, Bundesbank (Germany), Global Forum for International Investment (Paris), OECD at Paris and Copenhagen, UNCTAD, MITI (Japan), European Union (Brussels), Commonwealth Secretariat (UK), India-Germany Business Forum (Germany), etc.

He is one of India's best known strategy scholars and author. Widely travelled, he has taught at leading Universities in USA, UK, Greece, France, Germany, and Singapore. He holds honorary chairs as Distinguished Professor of Corporate Governance and Strategy at SP Jain Centre for Management, Singapore & Dubai, and Affiliated Professor of Strategy, International Business and Corporate Governance at EM Strasbourg School of Business, Strasbourg (France's largest University) and previously Research Chair Professor at German Graduate School of Business and Law (Germany) and Chairman & President of Centre for Accelerated Learning, Innovation, and Competitiveness (Germany).

In terms of Section 149 (4) and other applicable provisions of the Companies Act, 2013, Shri Arun Kumar Jain being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years from the date of 27th AGM i.e. 26.09.2014 till end of 32nd AGM to be held in 2019. A notice has been received from a member proposing Shri Arun Kumar Jain as a candidate for the office of Director of the Company.

The Board therefore, deems it fit and proper and in the Company's interest that it should continue to avail of Mr. Arun Kumar Jain's services as an Independent member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Shri Arun Kumar Jain as an Independent Director, for the approval by the Shareholders of the Company.

Except Shri Arun Kumar Jain being an appointee, none of the Directors and their relatives or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise directly or indirectly in the resolution set out in this item of the notice. The details as required by revised Clause 49 of the Listing Agreement, effective from 1st October 2014 in respect of all Independent Director are given under Corporate Governance Report of the Annual Report being sent separately to all shareholders and hence are not repeated here.

#### Item No. 9

Smt. Radhika Pereira is a Non-Executive Director of the Company. She joined the Board of Directors of the Company on 29.12.2005. She is a graduate of Mumbai University concentrating in science and law, and holds an LLM from Cambridge (England) and Harvard (USA). Currently, she is a Proprietor of Dudhat, Periera and Associates, Advocates, Mumbai. Over the years she worked with Mulla & Mulla, Cragie, Blunt & Caroe, Advocates and Solicitors, Mumbai, Arthur Anderson & Co, Mumbai, and as a Partner in Udewadia & Udeshi, Advocates, Mumbai.

In terms of Section 149 (4) and other applicable provisions of the Companies Act, 2013, Smt. Radhika Pereira being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years from the date of 27th AGM i.e. 26.09.2014 till end of 32nd AGM to be held in 2019. A notice has been received from a member proposing Smt. Radhika Pereira as a candidate for the office of Director of the Company.

The Board therefore, deems it fit and proper and in the Company's interest that it should continue to avail of Smt. Radhika Pereira's services as an independent member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Smt Radhika Pereira as an Independent Director, for the approval by the Shareholders of the Company.

Except Smt. Radhika Pereira being an appointee, none of the Directors and their relatives or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise directly or indirectly in the resolution set out in this item of the notice. The details as required by revised Clause 49 of the Listing Agreement, effective from 1st October 2014 in respect of all Independent Director are given under Corporate Governance Report of the Annual Report being sent separately to all shareholders and hence are not repeated here.

#### Item No. 10

Shri V. V. Warty is appointed as an additional Director by the Board of the Company on 11th August 2014 under the provisions of Section 161 of the Companies Act, 2013.

He was appointed on May 13, 2004 by State Bank of India and withdrawn as Nominee on 8th August, 2014, the lead bank for our consortium of working capital bankers. He is a graduate in Arts and Law and holds a diploma in Managerial Accounting from Jamnalal Bajaj Institute, in addition to having passed CAIIB. Mr. Warty joined State Bank of India as a Probationary

Officer in October 1966 and has held various positions within the field of Branch Management, including International Banking faculty member of State Bank staff college, Zonal Office in Mumbai, GM Commercial Banking and CGM Orissa State.

In terms of Section 149 (4) and other applicable provisions of the Companies Act, 2013, Shri V. V. Warty being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years from the date of 27th AGM i.e. 26.09.2014 till end of 32nd AGM to be held in 2019. A notice has been received from a member proposing Shri V. V. Warty as a candidate for the office of Director of the Company.

The Board therefore, deems it fit and proper and in the Company's interest that it should avail of Shri V. V. Warty's services as an independent member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Shri V. V. Warty as an Independent Director for the approval by the Shareholders of the Company.

Except Shri V. V. Warty being an appointee, none of the Directors and their relatives or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise directly or indirectly in the resolution set out in this item of the notice. The details as required by revised Clause 49 of the Listing Agreement, effective from 1st October 2014 in respect of all Independent Director are given under Corporate Governance Report of the Annual Report being sent separately to all shareholders and hence are not repeated here.

#### Item No. 11

Shri. H. P. Singh is appointed as an additional Director by the Board of the Company on 11th August 2014 under the provisions of Section 161 of the Companies Act, 2013.

Dr H. P. Singh was born in Mahmada, Pusa, Samastipur Bihar, India on 2 July 1950 in a farming family. Mahmada is a place, where Imperial Agricultural Research Institute was established in 1905, now known as Pusa Institute (Indian Agricultural Research Institute), Pusa, New Delhi. He is M.Sc (Hort), with Gold Medal, RAU, Pusa, Samastipur, 1969-1971; Ph.D with certificate of merit, UAS, Bangalore, 1982-1985 and Post Doctorate, D.Sc (Honoris causa) OUAT, Bhubaneswar, 2009. With rare combination of scientific excellence, conscientious administration, dynamic management skills and academic depth, Dr H. P. Singh, in his career spanning 42 years, has contributed to research, education and development of horticulture and agriculture. Visionary approach of Dr Singh, with zeal and commitment for achieving excellence and exemplary skills of management has brought dynamisms to the positions whichever, wherever, (Deputy Director General (Hort.), ICAR, (2007-2012); Vice-Chancellor, RAU, Pusa, Bihar (2005-2007) Dean, College of Agriculture, GBPUA&T, Pantnagar, (2004-2005); Horticulture Commissioner, Ministry of Agriculture, (1997-2003); Chairman, Coconut Development Board, Cochin; Director, National Research Centre on Banana, Trichy, (1993-1997); Project Coordinator (Fruits), IHR, Bangalore), he held. His contribution has led to optimisation of output, outcome and delivery. He is prime mover for horticulture research and development in India and is an architect of Golden Revolution. He believes that even best can be improved. Currently, he is The Founder and Chairman, Confederation of Horticulture Associations of India (CHAI), committed for accelerating the economic growth through technological interventions, human resource development and

providing innovative solutions to emerging challenges.

With his specialisation in horticulture and working experience in agriculture, Dr. Singh has an excellent analytical ability, ideas and likely solutions to address the challenges both at National and International level. He successfully planned and executed the Technology Mission in Horticulture and many international programmes and projects.

### **Awards and Recognitions**

Recipient of 3 International awards and 9 Fellowships and 39 National Awards for outstanding contribution to research, education and development.

### **Fellowships**

- National academy of Agricultural Sciences, New Delhi
- Horticulture Society of India, New Delhi
- Association of Production and Utilization of Banana; Trichy
- Aonla Growers' Association of India;
- Indian Society of Plant Genetic Resources; New Delhi
- Indian Society of Ornamental Horticulture., New Delhi
- National Academy of Biological Sciences, Chennai
- Confederation of Horticulture Association of India, New Delhi
- Indian Society of Vegetable Sciences, Varanasi.

In terms of Section 149(4) and other applicable provisions of the Companies Act, 2013, Dr. H P Singh being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years from the date of 27th AGM i.e. 26.09.2014 till end of 32nd AGM to be held in 2019. A notice has been received from a member proposing Dr. H. P. Singh as a candidate for the office of Director of the Company.

The Board therefore, deems it fit and proper and in the Company's interest that it should avail of Dr. H P Singh's services as an Independent member of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Dr. H. P. Singh as an Independent Director, for the approval by the Shareholders of the Company.

Except Dr. H. P. Singh being an appointee, none of the Directors and their relatives or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise directly or indirectly in the resolution set out in this item of the notice.

**for Jain Irrigation Systems Ltd.**

**Sd/-**

**Jalgaon  
14<sup>th</sup> August-2014**

**A.V. Ghodgaonkar  
Company Secretary**

### **Notes:**

- 1) **Copy of the letter for appointment for all Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday till date of 27<sup>th</sup> Annual General Meeting.**
- 2) **For further details on old non executive Directors, please refer to Corporate Governance Report in 27<sup>th</sup> Annual Report.**



**ATTENDANCE SLIP**

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

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 **27<sup>th</sup> Annual General Meeting** of the Company being held on **Friday, 26th September, 2014** at 11.00 AM at Registered Office of the Company at Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon 425001.

Signature of Shareholder(s) 1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

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



**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	<b>L29120MH1986PLC042028</b>	Name of the Company	<b>Jain Irrigation Systems Limited</b>
Registered Office	<b>Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon - 425001.</b>		

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 **27<sup>th</sup> Annual General Meeting** of the Company, to be held on **Friday, the 26th September, 2014** at 11.00 AM at Registered Office of the Company at Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon 425001 and at any adjournment thereof in respect of resolutions as below:

Resolution No.	Resolutions
1	Consider and adopt the Audited Accounts (Standalone and Consolidated) for the year ended 31st March, 2014 together with Schedules, Notes thereon and the reports of Board of Directors and Auditor's thereon.
2	Declaration of Dividend on Equity and DVR Shares
3	Re-appoint Shri Ajit B. Jain who retires by rotation
4	Re-appoint Shri Atul B. Jain who retires by rotation
5	Appointment of Haribhakti & Co., Chartered Accountants as Statutory Auditors and fixing their remuneration
6	Appointment of Shri D.R. Mehta as Independent Director
7	Appointment of Shri Ghanshyam Dass as Independent Director
8	Appointment of Shri Arun Kumar Jain as Independent Director
9	Appointment of Smt. Radhika Pereira as Independent Director
10	Appointment of Shri V. V. Warty as Independent Director
11	Appointment of Dr H. P. Singh as Independent Director

Signed this \_\_\_\_\_ day of September, 2014.

Signature of Shareholder: \_\_\_\_\_



Signature of Proxy holder(s) \_\_\_\_\_

Note: (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.  
 (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27<sup>th</sup> Annual General Meeting.  
 (3) Please complete all details including details of member(s) in above box before submission.



## 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 of 27<sup>th</sup> AGM)

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 8<sup>th</sup> August, 2014)
- 5) I/ We hereby exercise my/our vote through Postal Ballot in lieu of e-voting in respect of the following Resolutions stated in the Notice dated 14<sup>th</sup> August, 2014 of the **27<sup>th</sup> Annual General Meeting** of the Company to be held at **11.00 AM on Friday, 26<sup>th</sup> September, 2014** at Registered office of the Company by conveying my/our assent or dissent to the said Resolutions by placing the tick (a) mark at the appropriate boxes below

Item No.	Description	Type of Business/ Resolution	No. of Shares held		I/We assent to the Resolution		I/We dissent to the Resolution	
			Ordinary Equity	DVR Equity	Ordinary Equity	DVR Equity	Ordinary Equity	DVR Equity
1	Adoption of the Audited Accounts for the year ended 31st March, 2014	Ordinary Business						
2	Declaration of Dividend on Ordinary and DVR Equity Shares of Rs.2 each	Ordinary Business						
3	Appointment of a Director in place of Shri Ajit B Jain (DIN 00053299), who retires by rotation or Reappoint	Ordinary Business						
4	Appointment of a Director in place of Shri Atul B Jain (DIN00053407) who retires by rotation or Reappoint	Ordinary Business						
5	Reappointment of Statutory Auditors of the Company or Reappoint	Ordinary Business						
6	Appointment of Shri D R Mehta (DIN 01067895) as an Independent Director	Special Business/ Ordinary Resolution						
7	Appointment of Shri Ghanshyam Dass (DIN 01807011) as an Independent	Special Business/ Ordinary Resolution						
8	Appointment of Shri Arun Kumar Jain (DIN 03507083) as an Independent Director	Special Business/ Ordinary Resolution						
9	Appointment of Smt Radhika Pereira (DIN 00016712) as an Independent Director	Special Business/ Ordinary Resolution						
10	Appointment of Shri V. V. Warty (DIN 00701010) as an Independent Director	Special Business/ Ordinary Resolution						
11	Appointment of Shri H. P. Singh (DIN 06387125) as an Independent Director	Special Business/ Ordinary Resolution						

Place:

Date: \_\_\_\_\_

Signature

## INSTRUCTIONS

- 1) A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address 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 bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
- 3) This form should be completed and signed by the Member. In case of joint shareholding, this form should be completed and signed [as per the specimen signature(s) registered with the Company / furnished by the Depositories] by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of Member may vote on the Postal Ballot mentioning the Registration No. of the POA or enclosing an attested copy of POA.
- 4) Unsigned, incomplete, improperly or incorrectly marked Postal Ballot forms will be summarily rejected at the discretion of scrutinizer.
- 5) The exercise of vote by Postal Ballot is not permitted through proxy. There will be only one Postal Ballot Form for every folio/ client ID irrespective of the number of Joint Member(s).
- 6) Duly completed Postal Ballot forms should reach the Company not later than by the close of working hours on **Monday, 22nd September, 2014**. 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 **Friday, 19th September, 2014** 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 8th August, 2014 or as per terms of issue for DVR Equity.
- 9) Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed postage prepaid Business Reply envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 10) The result on resolutions shall be declared on the date of **27th AGM i.e. 26th September, 2014** and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The result declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.jains.com](http://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. Bigshare Services Pvt. Ltd the option to cast the vote through e-voting system is not provided in terms of Companies (Management and Administration) Rules, 2014.