

Notice

JAIN IRRIGATION SYSTEMS LTD.

Regd. office: JAIN PLASTIC PARK, N.H. No.6, BAMBHORI, JALGAON - 425 001. (M.S.)

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LIMITED SHALL BE HELD ON MONDAY, 1st OCTOBER, 2012, AT 11 AM AT SUBIR BOSE HALL, JAIN AGRI PARK, SHIRSOLI ROAD, JALGAON 425001, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS;

SPECIAL BUSINESS

1. Raising Funds through issuance of Foreign Currency Convertible Bonds

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

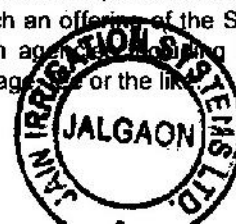
"RESOLVED THAT pursuant to and subject to the provisions of Section 81(1), Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment to or reenactment thereof), Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment 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 Shareholders of the Company, be and is hereby accorded to create, offer, issue and allot (approval hereunder and under succeeding resolutions includes to allot Ordinary Equity Shares on conversion where convertible securities are allotted) to all eligible investors including Domestic/Foreign Institutions, multilateral agencies like International Finance Corporation (IFC) and Development Financial Institutions (DFI's), 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"), and the allotment of the resultant Ordinary Equity Shares of ₹ 2 each arising out of conversion of such convertible securities / bonds or similar instruments)

issued by Board based on this authority, 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 (as per the broad terms given in the Explanatory Statement) issued by the Company with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international regulations and practices and under the norms and practices prevalent in international markets.

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



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

2. Issue of Securities on Preferential Allotment basis to Qualified Institutional Buyers under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

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

"**RESOLVED** pursuant to the provisions of Section 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 Shareholders 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 ₹ 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 or ₹ 80 per Ordinary Equity Share, whichever is higher 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** the SIC-2 be and is hereby authorized to decide and approve the other terms and conditions of the issue of the Ordinary Equity Shares and to vary, modify, or alter any of the terms and conditions, including the size and price (in accordance with Guidelines) as it may deem expedient."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the SIC-2 be and is hereby authorized to agree to, make and accept such conditions, modifications and alterations as may be stipulated by the relevant authorities and to take such actions as may be necessary, desirable or expedient to effect such modifications and alterations and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of shares and to do all acts, deeds, matters and things as it may at its discretion consider necessary or desirable 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."

By the Order of the Board
For Jain Irrigation Systems Limited

Sd/-
A. V. Ghodgaonkar
Company Secretary

Date 4th September, 2012
Place Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED HERewith. ALL PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, SIGNED, STAMPED AND SHOULD BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE SCHEDULED COMMENCEMENT OF THE MEETING.
2. Explanatory Statement pursuant to Regulation (2) of the Companies Act, 1956 is annexed herewith.



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

SPECIAL BUSINESS

Item No. 1 & 2: Raising funds through issuance of Foreign Currency Convertible Bonds and preferential allotment of Ordinary Equity Shares to select Qualified Institutional Buyers.

As you may be aware, your Company is engaged in providing products and services to small farmers to gain productivity, while ensuring 'More Crop Per Drop'. Farmers do get government assistance to buy the capital equipment of micro irrigation. It takes significant time for the government to release the funds which result in huge receivables for the Company. While funds are secure, the delay does create high working capital borrowings. Due to recent regulatory change in the last financial year, some of rules related to such agricultural financing (Priority Sector Lending) were changed which created hurdles for the Company in financing such receivables.

Hence, the Company planned to change how it finances such receivables by starting a non-banking finance Company. Also the Company has decided to reduce its reliance on high cost short term borrowing and replace the same with long term funds. It seems high interest regime is not going away in a hurry and it does hurt bottom line quite a lot.

The Company wanted to match its foreign currency liabilities to its earnings so as to avoid overall hit on the bottom line due to currency fluctuations.

In essence, proposed fund raising will help Company to create stable and long term capital structure with low cost and consequently improved rating of the Company. Such stable funding at attractive rates from quality investors will help Company in the future for any kind of resource raising. Also, it will help Company focus on successful transition in its micro irrigation business model, rather than spending its energy on liability management.

The Company remains very confident of its future business prospects and is keen to build on its strength while generating free cash flows from its business and operations.

In view of funding requirements, the Board has approved, subject to the necessary Shareholders' and statutory approvals, issue, offer/open for subscription and allot upto 50,155,768 Ordinary Equity Shares ₹2 each by way of preferential allotment under the Chapter VII of the SEBI (ICDR) Regulations, 2009 to select Qualified Institutional Buyers and Private Placement of the FCCB.

The broad terms of the Convertible bonds are as follow:

- (i) conversion at a price of ₹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.

The funds so raised shall be utilized for:

- a) Repayment of all the high cost short term loans, as well as, long term loans of the Company, 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.

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

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

The proposed issue of Securities may be in one or more tranches as a result of which there will be increase in the issued, subscribed and paid up Share Capital of the Company.

Section 81(1A) of the Companies Act, 1956 and the Listing Agreement entered into with the Stock Exchanges provide, inter alia, that when it is proposed to increase the issued Share capital of the Company by allotment of further Equity Shares, such further Equity Shares should be first offered to the existing Shareholders of the Company in the manner laid down under Section 81, unless the Shareholders in the General Meeting authorise otherwise. Since the Special Resolution proposed in the business of the Notice will result in the issue of Ordinary Equity Shares to the persons other than existing Shareholders of the Company, consent of the Shareholders is being sought pursuant to the provisions of section 81(1A) and other applicable provisions of the Companies Act, 1956 and Listing Agreements.

For the reasons above, an enabling Resolution is proposed for consideration of the Shareholders which has the effect of having an adequate authority and discretion to the Board to finalize the terms of issue, pricing of issue and power to issue and market any Securities to be issued, whether in one or more tranches. The Ordinary Equity Shares that may be issued pursuant to the directions /Regulations would be listed on the Stock Exchanges where the Ordinary Equity Shares of the Company are already listed. The Ordinary Equity Shares so issued shall rank pari passu with the existing Ordinary Equity Shares of the Company in all respects.

In terms of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended to date) the following disclosures are being made:



1] Object of the issue

The objects of the Preferential Issue of the Ordinary Equity Shares are for:

- Repayment of all the high cost short term loans, as well as, long term loans of the Company, and its subsidiaries.
- Investment into Company's overseas subsidiaries to enable their continued growth.
- Any other corporate use, including capital expenditure.
- The Equity Investment into "Sustainable Agro Commercial Finance Limited" (SAFL); the Jain NBFC.

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

- None of the Promoter, Directors or Key Managerial Persons shall subscribe to the offer.
- Set out below is the list of proposed allottees to whom the Ordinary Equity Shares would be issued:

Sr. No.	Name of Proposed Allottee	No. of Ordinary Equity Shares to be Subscribed
1	IFC	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

Note: A) The word IFC means International Finance Corporation.

B) The word MK Entities means MKCP Institutional Investor (Mauritius) II Ltd, Lantau Institutional Investor (Mauritius) Ltd and Vista Institutional Investor (Mauritius) Ltd

3] Shareholding pattern before and after the preferential issue

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

Sr. No.	Category	Pre Issue June, 2012		Post -Issue IFC & MK entities	
		No. of Shares	% of Capital	No. of Shares	% of Capital
1	Indian Promoters				
	(a) Individuals	20,520,575	5.32	20,520,575	4.71
	(b) Bodies Corporate	99,093,836	25.68	99,093,836	22.73
	Sub- Total (1)	119,614,411	31.00	119,614,411	27.43
2	Public Shareholding				
	[i] Institutions				
	(a) Mutual Funds/UTI	2,792,056	0.72	2,792,056	0.64
	(b) Financial Institutions/Banks	46,940	0.01	46,940	0.01
	(d) FIs	194,929,924	50.51	194,929,924	44.70
	(e) MK Entities	-	0.00	43,155,768	9.90
	Sub Total (2)(i)	197,768,920	51.25	240,924,688	55.25
	[ii] Non Institutions				
	(a) Bodies Corporate	10,570,731	2.74	10,570,731	2.42
	(b) Indian Public including ESOP	36,687,698	9.51	36,687,698	8.41
	(c) Any other				
	ii) NRI	2,126,476	0.55	2,126,476	0.49
	iii) Non Domestic Company	8,888,592	2.30	8,888,592	2.04
	iv) IFC	6,588,900	1.71	13,588,900	3.12
	v) Clearing Members	1,395,927	0.36	1,395,927	0.32
	Sub Total (2)(ii)	66,258,324	17.17	73,258,324	16.80
	Total Public Shareholding (2)(i)+(2)(ii)	264,027,244	68.42	314,183,012	72.05
	Total (1) + (2)	383,641,655	99.42	433,797,423	99.49
3	Shares held by Custodians and against which Depository Receipts have been issued				
	(a) Public	2,244,430	0.58	2,244,430	0.51
	Grand Total(1)+(2)+(3)	385,886,085	100.00	436,041,853	100.00

Note: (1) The above shareholding pattern has been prepared based on shareholding as on 30-06-2012.

(2) The effect of issue of Ordinary Equity Shares on conversion of the FCCB's proposed to be issued under the previous item is not factored in the post-issue holding given above. If and when these are converted, they will result in a proportionate dilution of the above holdings in the Company.

(3) The word IFC means International Finance Corporation.

(4) The word MK Entities means MKCP Institutional Investor (Mauritius) II Ltd, Lantau Institutional Investor (Mauritius) Ltd and Vista Institutional Investor (Mauritius) Ltd



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

The Securities shall be allotted within a period of 15 (fifteen) days of the passing of the resolution at the General Meeting for which this Notice has been issued, provided that where the allotment in one or more lots on preferential basis is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 (fifteen) days from the date of such approval.

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

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

Sr. No.	Name of Proposed Allottee	Type of Security	No. / Value of Securities to be Subscribed	% in the post-issue capital (including pre-issue holding)
1	International Finance Corporation	Ordinary Equity Shares	13,568,900	3.12
2	MKCP Institutional Investor (Mauritius) II Ltd.	Ordinary Equity Shares	35,154,335	8.06
3	Lantau Institutional Investor (Mauritius) Ltd.	Ordinary Equity Shares	6,974,602	1.60
4	Vista Institutional Investor (Mauritius) Ltd.	Ordinary Equity Shares	1,026,831	0.24
Total			56,744,668	13.02

The proposed allottee 'International Finance Corporation' have not sold any Ordinary Equity Shares during the 6 months period prior to the 'Relevant Date'. The MK Entities do not hold any shares in the capital of the Company.

6] Change in the Control or Composition of the Board

There will be neither any change in the composition of the Board nor any change in the Control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern, consequent to preferential allotment, which will result in the corresponding change in the voting rights to the extent of the Ordinary Equity Shares issued. Further, there are some changes proposed to the Articles of Association of the Company providing for negative rights to the aforesaid investors so long as they hold a certain minimum shareholding (30,209,038 shares) in the Company. These amendments would be proposed for approval at the next general meeting of the Company.

7] Auditors Certificate

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

8] Undertakings

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

The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009 the Ordinary Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

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

This resolution shall remain valid for one year from the date of passing for issue of FCCBs.

The Board recommends the Resolutions for your approval.

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

By the Order of the Board
For Jain Irrigation Systems Limited

Sd/-
A. V. Ghodgaonkar
Company Secretary

Date 4th September, 2012
Place Mumbai

