

SOLOMON & Co.

ADVOCATES & SOLICITORS
(ESTD. 1909)

To,

3rd December, 2015

The Chairman,
Jain Irrigation Systems Limited.,
Jain Plastic Park, N.H. No. 6,
Jalgaon, Maharashtra,
Pin Code - 425 001.

Dear Sir,

Sub: Passing of Resolutions through Electronic and Postal Ballot in lieu of e-voting conducted for the purpose of Extra Ordinary General Meeting (EOGM) held on 3rd December, 2015 of the Jain Irrigation Systems Limited (JISL)

The Board of the Company at its meeting held on 6th November, 2015 had appointed me as a Scrutinizer for the e-voting between 30th November, 2015 at 10.00 a.m. and 2nd December, 2015 at 5.00 p.m. and also for the Postal Ballot in lieu of e-voting for the purpose of EOGM.

JISL accordingly has made arrangements with the CDSL (System Provider) for providing a system of recording votes of the shareholders electronically through e-voting. The company has also accordingly made arrangements through its Link Intime India Private Limited (RTA) to set up the e-voting facility on the System Provider's e-voting website <http://www.evotingindia.com>.

The Company has appointed RTA as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company between 30th November, 2015 at 10.00 a.m. and 2nd December, 2015 at 5.00 p.m. The e-voting results were unblocked by me on 3rd December, 2015 after the conclusion of EOGM in the presence of two witnesses.

JISL through RTA has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the System Provider. All necessary formalities in compliance with the requirements specified by System Provider have been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the EOGM Postal ballot notice dated 6th November, 2015 sent to the shareholders by email and registered post. The Register of Members was made up, for the purpose of dispatch of EOGM Notice to the shareholders as on 6th November, 2015.

For the electronic voting through Central Depositories Services (India) Limited website, a RD (Record Date) was fixed by Company (24.11.2015) in terms of the Companies (Management & Administration) Rules 2014 and accordingly the data on voting rights was uploaded by the Registrar and Transfer Agent (RTA) on Central Depositories Services (India) Limited website which has been relied upon for conduct of e-voting exercise for Extra Ordinary General Meeting Notice at 06.11.2015.

As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on 27th March, 2014 an advertisement was published by the Company in "Lokmat Times, Aurangabad" English newspaper on 10th November, 2015 and "Lokmat, Jalgaon" Marathi edition newspaper on 11th November, 2015 informing about the completion of



dispatch of the Postal Ballot Notices, both by registered post and email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report that I have received the Postal Ballot forms in lieu of e-voting from the shareholders during the period starting from 6th November, 2015 till 2nd December, 2015. All the Postal Ballot forms received up to 6.00 PM, 2nd December, 2015, being the last date fixed by the Company for receipt of the ballot forms and for the purpose of e-voting done up to 2nd December, 2015 at 5.00 PM were considered for my scrutiny.

The Postal Ballots forms received at the Company's address in the name of the Scrutinizer were opened and then taken up for scrutiny by me. During the course of scrutiny of Postal Ballot Forms in lieu of e-voting, I have come across 23 (Twenty-Three) invalid Postal Ballot Forms.

Since e-voting facility was provided by System Provider, the details of the e-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly complied by the RTA.

On scrutiny, I report that out of 1,57,721 (One Lakh Fifty Seven Thousand Seven Hundred and Twenty One) shareholders, 1,426 (One Thousand Four Hundred and Twenty Six) and shareholders have exercised their vote through e-voting and 1,201 (One Thousand Two Hundred and One) shareholders have exercised their votes through Postal Ballot Forms, as received. The details of polling results for the item placed for consideration by the members which is hereby enclosed as Annexure 'A':

RESULTS:

Item No. 1

Issue of upto 14.10 mn Equity Warrants of Rs 80/- each aggregating to Rs 1,125.06 mn to Promoter Group Entity(s)

As the number of votes casted in favour of the Resolution i.e. 99. 27% is more than three times the number of votes cast against i.e. 0.73 %, I report that the Special Resolution, as set out in the Notice of EOGM dated 6th November, 2015 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of the results.

Item No. 2

Raising Funds through Issuance upto 36.20 mn of Compulsorily Convertible Debentures of Rs 80/- each of an aggregate amount of Rs 2,896 mn (USD 43.2 mn) to non promoter investor(s).

As the number of votes casted in favour of the Resolution i.e. 98. 33% is more than three times the number of votes cast against i.e. 0.72 %, I report that the Special Resolution, as set out in the Notice of EOGM dated 6th November, 2015 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of the results.

I further report that as per the EOGM notice dated 6th November, 2015 and the Board Resolution dated 6th November, 2015 the Chairman or any other person as authorized in this regard may declare and confirm the above results in respect of the aforesaid resolutions to the Stock Exchanges where the shares of the JISL are listed. The results would be displayed on Company's website www.jains.com and on the website of System Provider and Stock Exchanges.



I further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from System Provider, for the e-Voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders such as the name folio number/ DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and sign the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the purpose of this EOGM.

Thanking you,
Yours Faithfully,

For **Solomon & Co.**
Advocates & Solicitors

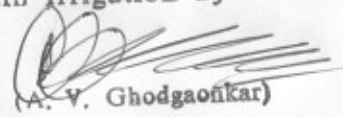
A.S.

Aaron Solomon
Partner



CERTIFIED TRUE COPY

For Jain Irrigation Systems Ltd


A. V. Ghodgaonkar

Company Secretary.

Details of Reporting as per Clause 35B of Listing agreement based on results of Postal Ballot in lieu of EOGM and evoting for EOGM as per EOGM Notice dated 6th November, 2015.

	E-voting	Postal Ballot	Total
Total Number of Ballot papers received/ Evoting completed	1,426	1,201	2,627
Total No. of Invalid Ballot Papers received.	-	23	23
Total No. of Valid Ballot Papers received/evoting.	1,426	1,224	2,650

Report dated:03 .12.2015

Item no.	Particulars of business/Resolution	Particulars of Voting methods	Total Voted Equity Shares	Total Voted DVR Shares	Total VR Shares (4+10% of 5)	Valid Voting Rights in favour		Valid Voting Rights Against		Invalid	
						No. of Shares	% of Total VR	No. of Shares	% of Total VR	No. of Shares	% of Total VR
1	2	3	4	5	6	7	8	9	10	11	12
Item no. 1	Issue of upto 14.10 mn Equity Warrants of Rs 80/- each aggregating to Rs 1,125.06 mn to Promoter Group Entity(s)	E-Voting	284,423,585	6,771,367	285,100,722	283,023,761	99.27	2,076,961	0.73	-	0.00
		Postal Ballot	2,494,386	39,760	2,498,362	2,482,111	99.35	8,229	0.33	8,022	0.32
		Total	286,917,971	6,811,127	287,599,084	285,505,872	99.27	2,085,190	0.73	8,022	0.00
Item no. 2	Raising Funds through Issuance upto 36.20 mn of Compulsorily Convertible Debentures of Rs 80/- each of an aggregate amount of Rs 2,896 mn (USD 43.2 mn) to non promoter Investor(s).	E-Voting	284,423,585	6,771,367	285,100,722	280,305,821	98.32	2,064,901	0.72	-	0.00
		Postal Ballot	2,494,386	39,760	2,498,362	2,481,681	99.33	8,659	0.35	8,022	0.32
		Total	286,917,971	6,811,127	287,599,084	282,787,502	98.33	2,073,560	0.72	8,022	0.00

A. V. Ghodgaonkar

CERTIFIED TRUE COPY
For Jain Irrigation Systems Ltd.

(A. V. Ghodgaonkar)
Company Secretary.

