

SOLOMON & Co.

ADVOCATES & SOLICITORS

(ESTB. 1909)

To,

30th September, 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 28th Annual General Meeting (AGM) held on 30th September, 2015 of the Jain Irrigation Systems Limited (JISL).

The Board of the Company at its meeting held on 2nd September, 2015 had appointed me as Scrutinizer for the e-voting between 24th September, 2015 at 9.00 a.m. and 29th September, 2015 at 5.00 p.m. and for the Postal Ballot in lieu of e-voting for the purpose of AGM.

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 24th September, 2015 at 9.00 a.m. and 29th September, 2015 at 5.00 p.m. The e-voting results were unblocked by me on 30th September, 2015 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 has 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 AGM Postal ballot notice dated 2nd September, 2015 sent to the shareholders by email and registered post. The Register of Members was made up, for the purpose of dispatch of AGM Notice to the shareholders as on 28th August, 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 and "**Lokmat, Jalgaon**" Marathi edition newspaper on 7th September, 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 2nd September, 2015 till 26th September, 2015. All the Postal Ballot forms received up to 6.00 PM Saturday, 26th September, 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 29th September, 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, I have come across 2 (Two) 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 1,57,318 (One Lakh Fifty Seven Thousand Three Hundred and Eighteen) shareholders, 896 (Eight Hundred and Ninety Six) shareholders have exercised their vote through e-voting and 866 (Eight Hundred and Sixty Six) 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

Adoption of the Audited annual accounts for the year ended 31st march, 2015.

As the number of votes casted in favour of the Resolution i.e.99.98 % is more than number of votes cast against i.e. 0.02 %, I report that the Ordinary Resolution as set out in the Notice of AGM dated 2nd September, 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

Declaration of dividend on ordinary and DVR Equity shares of Rs. 2/- each.

As the number of votes casted in favour of the Resolution i.e. 100 % is more than number of votes cast against i.e. 0.00 %, I report that the Ordinary Resolution, as set out in the Notice of AGM dated 2nd September, 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. 3

Appointment of Director in place of Shri Ashok B. Jain (DIN No. 00053157), who retires by rotation.

As the number of votes casted in favour of the Resolution i.e. 63.47 % is more than number of votes cast against i.e. 36.53 %, I report that the Ordinary Resolution, as set out in the Notice of AGM dated 2nd September, 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. 4

Appointment of Director in place of Shri R. Swaminathan (DIN No. 00060983), who retires by rotation.



As the number of votes casted in favour of the Resolution i.e. 65.73 % is more than number of votes cast against i.e. 34.27%, I report that the Ordinary Resolution, as set out in the Notice of AGM dated 2nd September, 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. 5

Re-appointment of Statutory Auditors of the Company.

As the number of votes casted in favour of the Resolution i.e.99.95 % is more than number of votes cast against i.e. 0.05 %, I report that the Ordinary Resolution, as set out in the Notice of AGM dated 2nd September, 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. 6

Borrowing powers of Board of Directors u/s 180 (1) (c) of the Companies Act, 2013.

As the number of votes casted in favour of the Resolution i.e.99. 65% is more than three times the number of votes cast against i.e. 0.35 %, I report that the Special Resolution, as set out in the Notice of AGM dated 2nd September, 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. 7

Re-appointment of and Remuneration to Shri. Ashok B. Jain as Executive Vice Chairman.

As the number of votes casted in favour of the Resolution i.e.97. 48% is more than three times the number of votes cast against i.e. 2.52 %, I report that the Special Resolution, as set out in the Notice of AGM dated 2nd September, 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. 8

Re-appointment of and Remuneration to Shri. Anil B. Jain as Chief Executive Officer and Managing Director.

As the number of votes casted in favour of the Resolution i.e.100. 00% is more than three times the number of votes cast against i.e. 0.00 %, I report that the Special Resolution, as set out in the Notice of AGM dated 2nd September, 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. 9

Re-appointment of and Remuneration to Shri. Ajit B. Jain as Chief Operative Officer and Joint Managing Director.

As the number of votes casted in favour of the Resolution i.e.97. 48% is more than three times the number of votes cast against i.e. 2.52 %, I report that the Special Resolution, as set out in the Notice



of AGM dated 2nd September, 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. 10

Re-appointment of and Remuneration to Shri. Atul B. Jain as CMO and Joint Managing Director.

As the number of votes casted in favour of the Resolution i.e.100. 00% is more than three times the number of votes cast against i.e. 0.00 %, I report that the Special Resolution, as set out in the Notice of AGM dated 2nd September, 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. 11

Re-appointment of and Remuneration to Shri. R. Swaminathan as Executive Director.

As the number of votes casted in favour of the Resolution i.e.100. 00% is more than three times the number of votes cast against i.e. 0.00 %, I report that the Special Resolution, as set out in the Notice of AGM dated 2nd September, 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 AGM notice dated 2nd September, 2015 and the Board Resolution dated 2nd September, 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 above Postal Ballot.

Thanking you,
Yours Faithfully,

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



Aaron Solomon
Partner

Details of Reporting as per Clause 35B of Listing agreement based on results of Postal Ballot in lieu of AGM and evoting for AGM as per AGM Notice dated 2nd September, 2015.

Report dated:30 .09.2015

Total Number of Ballot papers received/ Evoting completed	1,760
Total No. of Invalid Ballot Papers received.	2
Total No. of Valid Ballot Papers received/evoting.	1,762

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 Right in favour		Valid Voting Right 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	Adoption of the Audited annual accounts for the year ended 31st march, 2015.	E-Voting	191,346,931	1,530,399	191,499,971	191,434,637	99.97	65,334	0.03	-	0.00
		Postal Ballot	98,666,136	4,881,777	99,154,314	99,154,063	100.00	-	0.00	251	0.00
		Total	290,013,067	6,412,176	290,654,285	290,588,700	99.98	65,334	0.02	251	0.00
Item no. 2	Declaration of dividend on Ordinary and DVR Equity shares of Rs. 2/- each.	E-Voting	191,398,931	1,530,449	191,551,976	191,550,388	100.00	1,588	0.00	-	0.00
		Postal Ballot	98,666,136	4,881,777	99,154,314	99,154,063	100.00	-	0.00	251	0.00
		Total	290,065,067	6,412,226	290,706,290	290,704,451	100.00	1,588	0.00	251	0.00
Item no. 3	Appointment of Director in place of Shri Ashok B. Jain (DIN No. 00053157), who retires by rotation.	E-Voting	191,398,931	1,530,449	191,551,976	85,368,665	44.57	106,183,311	55.43	-	0.00
		Postal Ballot	98,666,136	4,881,777	99,154,314	99,154,063	100.00	-	0.00	251	0.00
		Total	290,065,067	6,412,226	290,706,290	184,522,728	63.47	106,183,311	36.53	251	0.00
Item no. 4	Appointment of Director in place of Shri R. Swaminathan (DIN No. 00060983), who retires by rotation.	E-Voting	191,398,931	1,530,414	191,551,972	91,920,041	47.99	99,631,931	52.01	-	0.00
		Postal Ballot	98,666,136	4,881,777	99,154,314	99,154,063	100.00	-	0.00	251	0.00
		Total	290,065,067	6,412,191	290,706,286	191,074,104	65.73	99,631,931	34.27	251	0.00
Item no. 5	Re-appointment of Statutory Auditors of the Company.	E-Voting	184,234,078	1,485,577	184,382,636	184,247,300	99.93	135,336	0.07	-	0.00
		Postal Ballot	98,666,136	4,881,777	99,154,314	99,154,063	100.00	-	0.00	251	0.00
		Total	282,900,214	6,367,354	283,536,949	283,401,363	99.95	135,336	0.05	251	0.00
Item no. 6	Borrowing powers of Board of Directors u/s 180 (1) (c) of the Companies Act, 2013.	E-Voting	191,398,931	1,530,449	191,551,976	190,524,534	99.46	1,027,442	0.54	-	0.00
		Postal Ballot	98,666,136	4,881,777	99,154,314	99,154,063	100.00	-	0.00	251	0.00
		Total	290,065,067	6,412,226	290,706,290	289,678,597	99.65	1,027,442	0.35	251	0.00
Item no. 7	Re-appointment of and Remuneration to Shri. Ashok B. Jain as Executive Vice Chairman.	E-Voting	186,562,911	1,530,449	186,715,956	179,514,889	96.14	7,201,067	3.86	-	0.00
		Postal Ballot	98,666,136	4,881,777	99,154,314	99,154,063	100.00	-	0.00	251	0.00
		Total	285,229,047	6,412,226	285,870,270	278,668,952	97.48	7,201,067	2.52	251	0.00
Item no. 8	Re-appointment of and Remuneration to Shri. Anil B. Jain as Chief Executive Officer and Managing Director.	E-Voting	186,562,931	1,530,449	186,715,976	186,708,211	100.00	7,765	0.00	-	0.00
		Postal Ballot	98,666,136	4,881,777	99,154,314	99,154,063	100.00	-	0.00	251	0.00
		Total	285,229,067	6,412,226	285,870,290	285,862,274	100.00	7,765	0.00	251	0.00
Item no. 9	Re-appointment of and Remuneration to Shri. Ajit B. Jain as Chief Operative Officer and Joint Managing Director.	E-Voting	186,562,931	1,530,449	186,715,976	179,514,803	96.14	7,201,173	3.86	-	0.00
		Postal Ballot	98,666,136	4,881,777	99,154,314	99,154,063	100.00	-	0.00	251	0.00
		Total	285,229,067	6,412,226	285,870,290	278,668,866	97.48	7,201,173	2.52	251	0.00
Item no. 10	Re-appointment of and Remuneration to Shri. Atul B. Jain as CMO and Joint Managing Director.	E-Voting	186,562,931	1,530,449	186,715,976	186,708,225	100.00	7,751	0.00	-	0.00
		Postal Ballot	98,666,136	4,881,777	99,154,314	99,154,063	100.00	-	0.00	251	0.00
		Total	285,229,067	6,412,226	285,870,290	285,862,288	100.00	7,751	0.00	251	0.00
Item no. 11	Re-appointment of and Remuneration to Shri. R. Swaminathan as Executive Director.	E-Voting	186,562,931	1,530,449	186,715,976	186,712,083	100.00	3,893	0.00	-	0.00
		Postal Ballot	98,666,136	4,881,777	99,154,314	99,154,063	100.00	-	0.00	251	0.00
		Total	285,229,067	6,412,226	285,870,290	285,866,146	100.00	3,893	0.00	251	0.00