

JISL/SEC/2013/09

27th September, 2013

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

To,
The Manager
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex
Bandra (East),
Mumbai - 400 051.
Fax No. : 022-26598237/38
Email: cmlist@nse.co.in

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

Sub. : Decisions by way of Postal Ballot

Dear Sir,

Please refer to our letter No. JISL/SEC/2013/07 dated 10.07.2013.

Please take notice that shareholders of the Company approved the following matter with requisite majority by way of Postal Ballot, as per report of Scrutineer dated 2nd September, 2013. The result of said Postal Ballot was declared by the Chairman at the 26th AGM held today:

Summary of Scrutineer Report

Particulars	No. of Postal Ballot forms	No. of Voting Rights	% of net valid votes polled
Total Postal Ballot Forms received	3,037	28,19,81,044.90	
No. of valid votes polled	2,932	24,94,02,573.50	
Votes cast in favour of the Resolution	2,883	24,77,45,428.00	99.34%
Votes cast against the Resolution	49	16,57,145.50	0.66%
Invalid Postal Ballot Forms	105	3,25,78,471.40	

Authority for sale or otherwise disposal of wind power undertaking" of the Company under Section 293(1)(a) of the Companies Act, 1956 through Postal Ballot

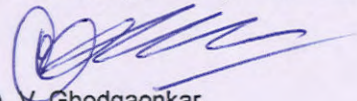
- i) Certified copy of the Resolution passed by way of Postal Ballot on above matter – Annexure A
- ii) Scrutineer's Report dated 2nd September, 2013- Annexure B

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



Jain Irrigation Systems Ltd.

Regd. Office: Jain Plastic Park, N H No. 6, Bambhori, Jalgaon 425001.
Tel.: 91-257 -2258011/22 Fax: 91-257-2258111/22, E-mail: shares@jains.com, Website: www.jains.com

ANNEXURE A

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LTD AND DECLARED AT AGM HELD ON 27.09.2013.

“**RESOLVED THAT** consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 293(1)(a) and, any other applicable provisions of the Companies Act, 1956, the provisions contained in Memorandum and Articles of Association of Company and subject to such other requisite approvals, consents and clearance from the Company's Bankers, Financial Institutions, Trustees to the Debenture holders and/or other Institutions /bodies, if and wherever necessary, to the sale, transfer, hiving-off and disposal of the Company's Wind Power Undertaking along with all related assets and liabilities to a third party and at such price/consideration, being not lower than the net book value of the undertaking to be transferred, and on such terms and conditions and with effect from such date as the Board of Directors of the Company may think fit and proper and that the Board of Directors of the Company be and is hereby authorised to complete the sale, transfer, hiving-off and disposal of the said Wind Power Undertaking on such terms and with such modifications as may be required by any of the concerned authorities or which it may deem to be in the interest of the Company and do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in the interest of the Company “

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to finalise the manner and method of disposal and execute all necessary agreements, deeds and documents and subsequent modifications thereto, and things as may be deemed necessary and/or expedient in the interest of the Company including further delegation to individuals of the power to give effect to this resolution.”

///CERTIFIED TRUE COPY///

For Jain Irrigation Systems Ltd.

A V Ghodgaonkar
Company Secretary

SOLOMON & Co.

ADVOCATES & SOLICITORS
(ESTD. 1909)

Annexure-B

Ref. No.: 738.133/1020/2013

2nd September 2013

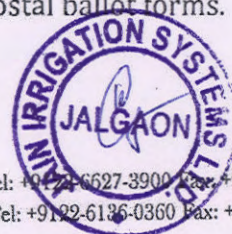
SCRUTINIZER'S REPORT

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

Sub: Scrutiny Report for Passing of Resolution by Postal Ballot

Dear Sir,

1. I, Aaron Solomon, Practicing Advocate and Solicitor and Partner at Solomon & Co., Advocates & Solicitors, was appointed as the Scrutinizer by the Board authorized Sub-Committee of Jain Irrigation Systems Limited ("Company") on 10th July 2013 for the Postal Ballot Poll held pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, for the purpose of passing resolutions as contained in Notice of Postal Ballot dated 10th July 2013.
2. I submit my report as under:
 - 2.1 The Company has completed on 12th July 2013, the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members /list of beneficiaries as on 5th July 2013.
 - 2.2 Particulars of all the postal ballot forms received from the Members have been entered in a Register separately maintained for the purpose.
 - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.



- 2.4 The ballot boxes were opened on 16th August 2013 in my presence.
- 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/ list of beneficiaries as on 16th August 2013.
- 2.6 All postal ballot forms received up to the close of working hours on 14th August 2013 being the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- 2.7 No Envelope containing postal ballot forms has been received after close of working hours on 14th August 2013.
- 2.8 It has been observed that there was difference in inks with regard to particulars and signature in several forms, since we did not find any error/discrepancy in the details we have considered the same as valid.
- 2.9 I have included duly completed Postal Ballot Forms in the number of invalid postal ballots which were not accompanied by a certified copy of the relevant board resolution or authorization as the shares were held by the companies, trusts, societies etc.
- 2.10 I have found 105 forms comprising of 32578471.40 votes as incomplete, improperly or incorrectly tick marked Postal Ballot Forms, which are included in the number of invalid postal ballots.
3. A summary of the postal ballot forms received for passing of Ordinary Resolution for the purpose stated in the Notice of the Company dated 10th July 2013 i.e. Authority for disinvestment of Wind Power Generation Business (undertaking) of the Company along with all assets and liabilities including all Licenses, Permits, Consents etc. as a 'going concern' and on a 'slump sale' basis u/s 293(1)(a) of the Companies Act, 1956, which is given herein below:

i) Summary of Postal Ballot Form Issued & Received by the Company:



Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Ordinary Equity Shares (Rs. 2 each)	No. of DVR Shares (Rs. 2 each & 1/10 th Voting Rights as compared to Ordinary Equity Shares)	Paid-up value of the Equity Shares (In Rs.)	Total Voting Rights
a.	Total postal ballots issued	1,15,196	43,56,19,978	1,92,94,304	90,98,28,564	43,75,49,408.40
b.	Total postal ballots forms received	3,037	28,10,65,437	91,56,079	58,04,43,032	28,19,81,044.90

ii) Summary of Valid & Invalid Postal Ballot Form for Assent and Dissent of the shareholders:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Voting Rights [No. of Ordinary Equity Share + No. of DVR Shares(i.e. 1/10 th Voting Rights as compared to Ordinary Equity Shares)]
a.	Invalid Postal Ballot Forms (as per register)	105	32578471.40
b.	Net Valid Postal Ballot Forms (as per register)	2932	249402573.50



c.	Votes with assent for Resolution as a percentage of net valid votes polled	2883	247,745,428.00 (99.34%)
d.	Votes with dissent for Resolution as a percentage of net valid votes polled	49	16,57,145.50 (0.66%)

I have on reckoning the voting rights of the shareholders on the basis of the paid up value of the ordinary equity shares and differential voting rights of the DVR shares registered in their names, found that the total number of voting rights as per valid votes polled in favour of the resolution is 24,77,45,428.00 (Twenty Four Crore Seventy Seven Lakhs Forty Five Thousand Four Hundred and Twenty Eight) and the percentage of assent of total voting rights in respect of the resolutions is 99.34% of the total valid votes;

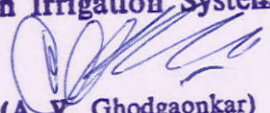
4. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary of the Company, authorized by the Board to supervise the postal ballot process and have briefed the Chairman of the Company about the process and advised the Company to obtain the decision of the Chairman of the Company on the conduct of Postal Ballot for the resolution as contained in the Notice dated 10th July 2013.
5. You may accordingly arrange to declare the results of the voting by Postal Ballot.

Place: Mumbai

Date: 2nd September 2013

For SOLOMON & CO.
Advocates & Solicitors

CERTIFIED TRUE COPY
For Jain Irrigation Systems Ltd.


(A. V. Ghodgaonkar)
Company Secretary.


for Aaron J. Solomon
Partner
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8/10 M. P. Shetty Marg,
Fort, Mumbai 400023
Tel: +9122-2204-2310
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