

SOLOMON & CO.

ADVOCATES & SOLICITORS
(ESTD. 1909)

Ref. No.: 738.85A/1227/2015

28th September, 2015

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,

Pursuant to the resolution passed by the Board of Directors of Jain Irrigation Systems Limited (JISL) on 26th August, 2015. I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolution as circulated in the postal ballot notice dated 26th August, 2015.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's Circular No. CIR/CFD/DIL/6/2012, dated 13th July, 2012 as amended by its Circular No. CIR/CFD/POLICY CELL/2/2014, dated 17th April, 2014, listed Companies are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since JISL falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

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

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 CDSL, the 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 Postal ballot notice dated 26th August, 2015 sent to the shareholders by email and Registered Post. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as on 21st August, 2015.



1. On scrutiny, I submit my report as under :-

- 1.1 The Company has completed on 28th August, 2015 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 21st August, 2015.
 - 1.2 Particulars of all the postal ballot forms received from the Members have been entered in a Register separately maintained for the purpose of scrutiny.
 - 1.3 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.
 - 1.4 The ballot boxes were opened on 26th September, 2015 in my presence.
 - 1.5 The postal ballot forms were duly opened and scrutinized in my presence and the shareholding was matched / confirmed with the Register of Members of the Company/ list of beneficiaries as on 21st August, 2015.
 - 1.6 All postal ballot forms received up to the close of working hours on 25th September, 2015 being the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
 - 1.7 Some Envelopes containing postal ballot forms have been received after close of working hours on 25th September, 2015 but have not been considered for the purpose of this report.
 - 1.8 I have found 4 incomplete, improperly or incorrectly tick marked Postal Ballot Forms, which are included in the number of invalid postal ballots.
 - 1.9 I report that out of 1,91,935 shareholders, 1190 folios have exercised their vote through e-voting and 1125 folios have exercised their votes through Postal Ballot Forms, as received
2. A summary of the postal ballot forms received for passing of Special Resolution for the purpose stated in the Notice of the Company dated 26th August, 2015 i.e. pursuant to approval for the sale of India Food Business (as defined in the Explanatory Statement) of the Company to Jain Farm Fresh Foods Limited, an effective Wholly Owned Subsidiary (WOS) of the Company under Section 180 (1) (a) of the Companies Act, 2013, which is hereby enclosed as '**Annexure A.**'
3. 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 through physical ballot and e-voting is 28,45,08,429 (Twenty Eight Crores Forty Five Lakhs Eight Thousand Four Hundred and Twenty Nine Only) and the percentage of assent of total voting rights in respect of the resolutions is **99.98 %** of the total valid votes;

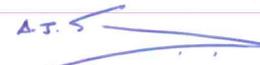


4. For the purpose of this postal ballot, we have not considered 14 cases of voting through postal ballot since we have found duplication in voting i.e., e-voting and postal ballot. Hence, in context of aforesaid 14 cases we have only considered voting through e-voting.
5. You may accordingly arrange to declare the results of the voting by Postal Ballot.

Place: Mumbai

Date: 28th September, 2015.

For SOLOMON & CO.
Advocates & Solicitors



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Partner

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Jain Irrigation Systems Limited (L29120MH1986PLC042028)

Annexure A

Details of Reporting as per Clause 35B of Listing agreement based on results of Postal Ballot and Evoting of Postal Ballot as per Notice of Postal Ballot dated 26th August, 2015

Report dated: 28.09.2015

Total Number of Ballot papers received/ Evoting completed	2,301
Total No. of Invalid Ballot Papers received.	4
Total No. of Valid Ballot Papers received/evoting.	2,305

Item no.	Particulars of business/Resolution	Particulars of Voting methods	Total Voted Shares	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	Approval for sale of India food business (as defined in the explanatory statement) of the Company to Jain Farm Fresh Foods Limited, an effective Wholly Owned Subsidiary (WOS) of the Company u/s 180 (1) (a) of the Companies Act, 2013.	E-Voting Postal Ballot	21,10,60,912	21,10,60,912	16,20,196	21,11,69,322	99.97	53,610	0.03	-	0.00	
			7,28,59,667	48,50,704	7,33,44,737	7,33,39,107	99.99	4,420	0.01	1,210	0.00	
		Total	28,39,20,579	64,70,900	28,45,67,669	28,45,08,429	99.98	58,030	0.02	1,210	0.00	



A. I. S.