

Dear Members,

Invitation to join the 38th Annual General Meeting to be held physically and /or virtually on Monday, 29th September, 2025.

You are cordially invited to join the Thirty Eighth Annual General Meeting of the Company to be held on **Monday, 29th September, 2025** at **10:30 AM** IST (also through video conferencing) at the Registered Office. The Notice and Explanatory Statement convening the said 38th Annual General Meeting are attached herewith.

In order to enable ease of participation and e-voting virtually for the Members, we are providing below key details regarding the meeting and related voting for your reference:

| Sr. | Particulars | Details |
|-----|--|---|
| 1) | Link for live webcast of the AGM | http://www.jains.com/live/ |
| 2) | Link for remote e-voting | Members may refer to the instructions provided under "Procedure for E-Voting" section in the subsequent pages of this Notice |
| 3) | Helpline number for VC participation | For any assistance or support before or during the AGM, Members may contact the Company at 0257- 2258011 or investor.corr@jains.com |
| 4) | Cut-off date for e-voting | First Cut-off: Friday, 29th August, 2025 Second Cut-off: Monday, 22nd September, 2025 |
| 5) | Time period for remote e-voting | Commences at 09.00 AM IST on Wednesday, 24th September, 2025 and ends at 05.00 PM IST on Sunday, 28th September, 2025. |
| 6) | Book closure dates | From Monday, 22nd September To Friday, 26th September, 2025 (both days inclusive) |
| 7) | Last date for publishing results of the e-voting | 30th September, 2025 |
| 8) | Registrar and Share Transfer Agent contact details | Registrar M/s. MUFG Intime India Pvt.Ltd., C-101, 247 Park,LBS Marg, Vikhroli (W),Mumbai-40008 Email: rnt.helpdesk@in.mpms.mufg.com |

We would like to invite queries on any aspect of FY-25 related to Company Operations, performance, Annual Report, Board Report, Management Discussion & Analysis, Corporate Governance Report etc. or any other area whatsoever at investor.corr@jains.com, in advance (at least 48 hours) of the meeting to enable response from the Company.

Thanking you.

Yours faithfully,

For **Jain Irrigation Systems Ltd.**

Sd/-

A. V. Ghodgaonkar

Company Secretary

Date: 5th September, 2025

Place: Jalgaon

38TH AGM NOTICE

NOTICE IS HEREBY GIVEN THAT THE 38TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF JAIN IRRIGATION SYSTEMS LIMITED SHALL BE HELD ON MONDAY, 29TH SEPTEMBER, 2025 AT 10:30 AM AT THE REGISTERED OFFICE OF THE COMPANY AT JAIN PLASTIC PARK, N.H. NO. 6, BAMBHORI, JALGAON – 425001, AND THROUGH AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS;

ORDINARY BUSINESS

- 1) To receive , consider, adopt and approve the Financial Statements for the year ended 31st March, 2025 (including the Standalone Balance Sheet as at 31st March, 2025 and the Standalone Profit and Loss Account, Standalone Cash Flow Statement for the year), as well as the (Consolidated Balance Sheet as at 31st March, 2025 and the Consolidated Profit and Loss Account, Consolidated Cash Flow Statements for the year ended on even date), together with Accounting Policies, Notes , Schedules and reports of the Director's and Auditor's thereon.
- 2) To appoint a Director in place of Shri Atul B. Jain (DIN 00053407), who retires by rotation in terms of Section 152 (6) of the Companies Act 2013, and being eligible offers himself for reappointment as Director, subject to retirement by rotation.
- 3) **Re-appointment of Statutory Auditors of Company for second term of five years.**

To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Singhi & Co., Chartered Accountants, Kolkata (FRN:302049E), be and are hereby reappointed as the Statutory Auditor of the Company for a second term of five consecutive years, to hold office from the conclusion of 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and Auditors M/s Singhi & Co., and the reimbursement of out of pocket expenses as may be incurred during the course of the audit”.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS

- 4) **Ratification of remuneration of Cost Auditors for Financial Year ending 31st March 2025;**

To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an **Ordinary Resolution**:

“RESOLVED pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, **THAT** the members do hereby ratify the action of the Board of Directors of the Company in approving, (on recommendation of the Audit Committee), the remuneration of Rs. 700,000 plus GST, of M/s D. C. Dave & Co, Cost Auditor(s) (FRN: 000611) to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending 31st March, 2025.”

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution.”

- 5) **Appointment of Secretarial Auditor of Company as per the recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024.**

To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, V Laxman & Co, Company Secretaries, Mumbai (FCS No.1513, CP No.744) be and are hereby

appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from the conclusion of 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company to be held in 2030, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Audit Committee/Board of Directors of the Company and the Secretarial Auditors."

6) Re-appointment of Dr. Narendra Jadhav (DIN: 02435444) as an Independent Director

To consider and if thought fit, to pass, with or without any modification as may be deemed fit, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations'), as amended from time to time, Dr. Narendra Jadhav (DIN: 02435444), who was appointed as an Independent Director at the 33rd Annual General Meeting of the Company and who holds office up to conclusion of 38th Annual General meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules framed thereunder and Regulation 16 (1) (b) of SEBI (LODR) Regulations and, who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160 (1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company to hold office for a second term commencing with effect from the conclusion of 38th Annual General Meeting till conclusion of 43rd Annual General Meeting to be held in year 2030, not liable to retire by rotation."

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to complete the necessary filings and to take such steps as may be necessary and desirable to give effect to this resolution."

7) Approval for raising of funds through issuance of Equity Shares and/or other eligible securities through Qualified Institutions Placement

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

"RESOLVED THAT pursuant to Sections 23(1)(b), 42, 62(1) (c) and other applicable provisions, if any, of the Companies

Act, 2013 ("Act") and the applicable rules made thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014], including any amendment(s), statutory modification(s), or re-enactment(s) thereof, for the time being in force, and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI Debt Regulations") as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") and applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019 as amended, and other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), BSE Limited (BSE), National Stock Exchange of India Limited (NSE), (NSE, and together with the BSE "Stock Exchanges"), Registrar of Companies ("RoC") and such other statutory/ regulatory authorities in India (the "Appropriate Authorities") from time to time, and same shall be in addition to the existing borrowing limits and security creation limits approved by the Members of the Company and all approvals, permissions, consents, and/ or sanctions as may be necessary or required from any of the Appropriate Authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company ("Board", which term shall include the Sub-Committee of the Board or any other committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board, the approval of the Members of the Company be and is hereby accorded and the Board be and is hereby authorised to create, offer, issue, and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of fully paid-up Equity Shares, non-convertible debentures along with warrants and/or

convertible securities other than warrants (collectively, referred to as the "Securities"), to qualified institutional buyers (as defined under the SEBI ICDR Regulations) ("QIBs"), whether they are holders of the Equity Shares or not, through one or more qualified institutions placements ("QIP"), pursuant to and in accordance with Chapter VI of the SEBI ICDR Regulations and other applicable laws and regulations, if any, in one or more tranches, for cash, at such price or prices as may be deemed fit, including a premium that may be permitted under the SEBI ICDR Regulations on the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations for QIP, such that the total amount to be raised through issue of Securities through a QIP thereof shall not exceed Rs. 500 crores (Rupees Five hundred crores only) (inclusive of such premium as may be fixed on such Securities), to be subscribed in Indian Rupees by all eligible investors, including resident or non-resident/ foreign investors who are authorised to invest in the Securities of the Company as per extant regulations/ guidelines or any combination as may be deemed appropriate by the Board in consultation with the lead manager(s)/book running lead managers and/or other advisor(s) appointed by the Board and whether or not such Investors are Members of the Company (collectively called "Investors"), to all or any of them, jointly or severally through a placement document or such other offer document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, in one or more tranche or tranches, in such manner, and on such terms and conditions as may be agreed by the Board in consultation with the lead manager(s)/book running lead managers and/or other advisor(s) appointed by the Board or otherwise, including the discretion to determine the amount to be issued by way of Securities, categories of Investors, to whom the offer, issue and allotment of Securities shall be made with authority to retain over subscription upto such percentage as may be permitted under applicable regulations, in such manner or otherwise on such terms and conditions and deciding of other terms and conditions like number of Securities to be issued and allotted as may be deemed appropriate by the Board in its absolute discretion and permitted under applicable laws and regulations, and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with lead manager(s)/book running lead managers and/or other advisor(s) appointed or to be appointed by the Company so as to enable the Company to list its Securities on any stock exchange in India.

RESOLVED FURTHER THAT in the event of issuance of securities through a QIP, subject to the provisions of the SEBI ICDR Regulations:

- i) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the Members of the Company or such

other time as may be allowed under the Companies Act, 2013 and SEBI ICDR Regulations, from time to time;

- ii) the relevant date for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or any other committee duly authorised by the Board decides to open the proposed QIP. In case of convertible securities, the relevant date shall be either the date of the meeting at which the Board or any other committee duly authorised by the Board decides to open the proposed QIP of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as may be decided by the Board or duly constituted committee;
- iii) the Securities shall be allotted as fully paid up (in case of allotment of non-convertible debt instruments along with warrants, the allottees may pay the full consideration or part thereof payable with respect to warrants, at the time of allotment of such warrants, with the balance consideration being payable on allotment of Equity Shares on exercise of options attached to such warrants);
- iv) the tenure of any convertible or exchangeable Securities issued through QIP shall not exceed such period as is permissible under law, including under SEBI ICDR Regulations and in any event shall not exceed 60 (sixty) months from the date of allotment;
- v) the issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("Floor Price") and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable;
- vi) no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- vii) it is clarified that QIBs belonging to the same group (as specified under Regulation 180(2) of the SEBI ICDR Regulations) or who are under same control shall be deemed to be a single allottee;
- viii) the allotment of Securities except as may be permitted under the SEBI ICDR Regulations and other applicable laws shall only be to QIBs and no allotment shall be made, either directly or indirectly, to any QIBs who is a promoter of the Company, or any person related to the promoter of the Company, in terms of the SEBI ICDR Regulations;
- ix) the Securities shall not be sold by the allottees for a period of one (1) year from the date of its allotment or final listing permission, except on the recognized Stock Exchanges or except as may be permitted from time to time by the SEBI ICDR Regulations;

- x) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.
- xi) the number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring.
- xii) the allotment of Equity Shares shall only be to QIBs as defined in the SEBI ICDR Regulations;
- xiii) the Equity Shares to be issued shall be listed with Stock Exchanges, where the existing securities of the Company are listed;
- xiv) The monitoring agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities offered, issued, and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari-passu in all respects with the then existing Ordinary Equity Shares of the Company.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof, be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon issuance / conversion of any Securities as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank pari-passu with the existing Ordinary Equity Shares in all respects.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof be and is hereby authorised to engage/ appoint lead manager(s)/book running lead managers, underwriters, guarantors, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies/ intermediaries, as are or may be required to be appointed, involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like including reimbursement of out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with such agencies/ intermediaries as per the SEBI ICDR Regulations and FEMA.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or duly constituted committee thereof be and is hereby authorised on behalf of the

Company to do all such acts, deeds, matters, things and take all steps as may be necessary usual, ordinary or expedient including without limitation, the following:

- i) to determine the terms and conditions of the QIP, including among other things, the amount of issuance of QIP, date of opening and closing of the QIP (including the extension of such subscription period, as may be necessary or expedient), the class of Investors to whom the Securities are to be issued, the relevant date for convertible securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient;
- ii) to determine the number and amount of Securities that may be offered in domestic and/ or international markets and proportion thereof, tranches, issue price, interest rate, listing, premium/ discount, as permitted under applicable law (now or hereafter);
- iii) to finalise and approve and make arrangements for submission of the preliminary and/or draft and/ or final offering circulars/information memoranda/offer documents/ other documents, and any addenda or corrigenda thereto with the appropriate regulatory authorities;
- iv) to determine conversion of Securities, if any, redemption, allotment of Securities, listing of securities at the Stock Exchanges;
- v) to make applications to the Stock Exchanges for in principle and final approvals for listing and trading of Equity Shares, and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges in relation thereto;
- vi) to open such bank accounts, including escrow accounts, as are required for purposes of the QIP in accordance with applicable law;
- vii) to finalise utilisation of the proceeds of the QIP, as it may in its absolute discretion deem fit in accordance with the applicable law;
- viii) to approve estimated expenditure in relation to the QIP;
- ix) to decide on conduct and schedule of road shows, investor meet(s) in accordance with applicable legal requirements for the issue of the Securities;
- x) to undertake all such actions and compliances as may be necessary in accordance with the SEBI ICDR Regulations, the SEBI LODR Regulations, FEMA or any other applicable laws;
- xi) to apply for dematerialisation of the Equity Shares with the concerned depositories;
- xii) to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement

document and the placement document, placement agreement, escrow agreement, term sheets, trustee agreement, trust deed and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time;

- xiii) to seek by making requisite applications as may be required, any approval, consent or waiver from the Company's lenders and/or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government, statutory and regulatory authorities, and/or any other approvals, consents or waivers that may be required in connection with the QIP offer and allotment of the Securities;
- xiv) to give instructions or directions and/or settle all questions, difficulties or queries that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by SEBI, the MCA, RBI, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the QIP and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board may intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board and duly constituted committee, jointly and severally, be and is hereby authorised to approve, finalise, execute, ratify, and/ or amend/ modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors (including for marketing, listing, trading and appointment of lead manager(s)/book running lead managers/ legal counsel/ bankers/ advisors/ registrars/ and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT subject to applicable law, the Board and its committee, jointly and severally, be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representative(s) of the Company or to any

other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and its sub-committee, jointly and severally, in consultation with the lead managers/book running lead managers, underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form and terms of the Issue, including the class of investors to whom the Equity Shares are to be allotted, number of Equity Shares to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of Equity Shares, the price, premium or discount on issue, book closure and related or incidental matters, listing on one or more Stock Exchanges in India, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Company Secretary & Compliance Officer be and is hereby severally authorized to take all actions and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

By the Order of the Board
For **Jain Irrigation Systems Ltd.**

Sd/-
A.V. Ghodgaonkar
Company Secretary

Place : **Jalgaon**

Date : **5th September, 2025**

Notes

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE SCHEDULED COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

*** IF ATTENDING PHYSICALLY**

- 2) The Register of Members and related transfer books of the Company shall be closed from **Monday, 22nd September to Friday, 26th September 2025 (both days inclusive).**
- 3) Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed herewith.

- 4) The documents mentioned in the Notice & Explanatory Statement shall be available for inspection at Registered Office of the Company upto the date of the meeting on all working days, except Saturday, between 11:00 AM & 1:00 PM.
- 5) Members who have not claimed dividend declared by the Company are requested to write to the Company for obtaining demand draft before the balance in the respective account gets transferred to **Investor Education and Protection Fund** as per rules established by the Central Government under Section 124(5) of the Companies Act, 2013. The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2016-17, from time to time on due dates, to the Investor Education and Protection Fund. The unclaimed/unpaid dividend data are also uploaded on the web site of the Company:

https://www.primeinfobase.in/z_JISLJALEQS/index.aspx?value=3cYDU7170mvM600MSHCcMw==

The details of unclaimed dividend as on 31st March 2025 are as follows.

| Financial Year | Date of declaration | Last day for claiming unpaid Dividend | Unclaimed amount as on 31.03.2023 (Rs.) | Due date for transfer to IE&PF (on or before) |
|----------------|---------------------|---------------------------------------|---|---|
| 2017-18 | 28.09.2018 | 27.09.2025 | 21,36,993.00 | 02.11.2025 |

- 6) Members are requested to send all their documents and communications pertaining to shares to **MUFG Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083** for both physical and demat segments of Ordinary Equity and DVR Equity Shares of the Company. Please quote on all such correspondence – **“Unit – Jain Irrigation Systems Limited”** For Shareholders queries– Telephone No. 022-49186000, Fax: 022-49186060, **E-mail ID: rnt.helpdesk@in.mpms.muvg.com Web: www.muvgintime.co.in** or Company's **E-mail ID: investor.corr@jains.com**
- 7) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to MUFG Intime India Private Limited for doing the needful.
- 8) Members are requested to notify change in address, if any, immediately to MUFG Intime India Private Limited quoting their folio numbers.
- 9) In terms of circular issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish self-certified copy of PAN card for all the above mentioned transactions.
- 10) It is observed that few members have still not surrendered their old Share Certificates for Equity Shares of Rs. 10/- each for exchange with the new Share Certificates for Equity Shares of Rs. 2/- each. They are once again requested to surrender the Share Certificates for Equity Shares of Rs. 10/- each at the Registered Office of the Company so as to enable the Company to do the needful.
- 11) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends.
- 12) Electronic copy of the Annual Report being sent to the members whose email ID's are registered with the Company/Depository Participant(s) for communication purpose unless member has requested for a physical copy of the Annual Report.
- 13) Members may note that the Notice of the 38th Annual General Meeting and the Annual Report 2024-25 will be available on the Company's website www.jains.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours (11 AM to 1 PM) on working days except Saturday till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making the request for the same, by post free of cost. For any communication, the Shareholders may also send requests to the Company's investor **E-mail ID: investor.corr@jains.com**
- 14) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 15) Non-Resident Indian Members are requested to inform RTA/ Company immediately the change in their residential status on return to India for permanent settlement and also inform the particulars of their bank account maintained in India with complete name of bank, branch address, account type and account number, if not furnished earlier.
- 16) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice below. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members separately.
- 17) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote their behalf at the Meeting.
- 18) Information and other instructions relating to e-voting are as under:
 - a) Pursuant to the provisions of Section 108 and other

applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- b) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- c) The Company has engaged the services of National Securities Depository Limited, Mumbai ("NSDL") as the Agency to provide e-voting facility.
- d) The Board of Directors of the Company has appointed Ms. Amrita Nautiyal, Company Secretary, Mumbai, as Scrutinizer to scrutinize the Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- e) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, 22nd September, 2025.
- f) A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date, i.e. Monday, 22nd September, 2025 only shall be entitled to avail the facility of remote e-voting.
- g) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Monday, 22nd September, 2025, may obtain the User ID and password in the manner as provided in Instruction Section:
- h) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 AM (IST) on Wednesday, 24th September, 2025.

End of remote e-voting: Up to 5:00 PM (IST) on Sunday, 28th September, 2025.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
- i) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a

consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.jains.com. The results shall simultaneously be communicated to the Stock Exchanges.

- j) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29th September, 2025.

Instructions for AGM through VC/OAVM

- 1) Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
- 2) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 3) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will also include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April

13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- 6) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at **5th September, 2025**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 7) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **24th September, 2025 at 09:00 A.M.** and ends on **28th September, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **22nd September, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **22nd September, 2025**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned on the left side for seamless voting experience. |

NSDL Mobile App is available on



| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4) Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

| Even | ISIN | Company Name |
|--------|--------------|---------------------------------|
| 136375 | INE175A01038 | Jain Irrigation Systems Limited |
| 136445 | IN9175A01010 | Jain Irrigation Systems Limited |

- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amrita.nautial@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical**

User Reset Password?" option available on www.evoting.nsd.com to reset the password.

- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to **Ms. Rimpa Bag** at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.corr@jains.com.
- 2) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.corr@jains.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- 3) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- 1) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 2) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- 3) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 4) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.corr@jains.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

Item No. 4 – To ratify remuneration of Cost Auditor for Financial Year ending 31st March, 2025.

Audit Committee/Board of Directors of the Company have appointed M/s D. C. Dave & Co. as Cost Auditor of the Company for conducting audit of cost records maintained by the Company for the FY 2024-25. Board of Directors of the Company have approved on the recommendation of the Audit Committee of the Company to pay remuneration of ₹ 7,00,000 plus GST to M/s. D. C. Dave & Co. Authority of approving the remuneration of Cost Auditors lies with the Shareholders of the Company and, hence, the Board of Directors of the Company has placed this resolution for your consideration and ratification.

The Board of Directors of the Company recommends the Resolution as Ordinary Resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company are interested in the resolution placed before the meeting either directly or indirectly.

Item No. 5: To appoint Secretarial Auditors of the Company

The Board at its meeting held on May 14, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., have approved the appointment of V Laxman & Co, Company Secretaries, Mumbai (FCS No.1513, CP No.744) as Secretarial Auditors of the Company for a term of five consecutive years commencing from conclusion of 38th Annual General Meeting till the conclusion of 43rd Annual General Meeting to be held in year 2030, subject to approval of the Members. The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. V Laxman & Co, Company Secretaries, Mumbai is a well-known firm of Practising Company Secretaries founded in 1984 and based in Mumbai. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. V Laxman & Co, has a team who focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors like banking, manufacturing,

pharmaceuticals, and public utilities. V Laxman & Co has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by V Laxman & Co as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be 6,00,000/- (Rupees Six Lakhs only) plus applicable taxes and other out-of-pocket expenses for FY 2025-2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and V Laxman & Co. In addition to the secretarial audit, V Laxman & Co shall provide such other services in the nature of certifications and other professional work, as approved by the Audit Committee/Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditor. The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 5 of this Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 5 for the approval of the Members.

Item No. 6 – Re-appointment of Dr. Narendra Jadhav (DIN: 02435444) as an Independent Director

Dr. Narendra Jadhav was appointed as an Independent Director of the Company at the 33rd Annual General Meeting held on 30th December, 2020 for a period of five years up-to the conclusion of ensuing 38th Annual General Meeting.

The Board on 28th June, 2025 based on the recommendation of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Dr. Narendra Jadhav as a Member of the Board and deciding that the continued association of Dr. Narendra Jadhav would be beneficial to the Company, proposed his re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term effective from the conclusion of the 38th Annual General Meeting till conclusion of 43rd Annual General Meeting to be held in 2030. Further, the Company has, in terms of Section 160 (1) of the Companies Act, 2013 ('Act'), received a notice in writing from member proposing the candidature of Dr. Narendra Jadhav for the office of Independent Director.

The Company has received from Dr. Narendra Jadhav (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors)

Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration that, he has not debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority. (v) Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company. (vi) confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI (LODR) Regulations, each as amended, the re-appointment of Dr. Narendra Jadhav as an Independent Director of the Company for a second term commencing from the conclusion of this 38th Annual General Meeting till conclusion of 43rd Annual General Meeting to be held in year 2030 is being placed before the Shareholders for their approval by way of a Special Resolution.

Dr. Narendra Jadhav, once appointed, will not be liable to retire by rotation. In the opinion of the Board, Dr. Narendra Jadhav is a person of integrity, fulfills the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI (LODR) Regulations, each as amended, and is independent of the Management of the Company.

The disclosures pursuant to the Regulation 36 of SEBI (LODR) Regulations and Secretarial Standard on General Meeting (SS-2) are provided in **"Annexure I"** of this Explanatory Statement.

Except Dr. Narendra Jadhav, to whom the resolution relates, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in this resolution.

The Board recommends the Special Resolution set forth in Item No. 6 for the approval of the Members.

Item No. 7. Issuance of Equity Shares and/or other eligible securities through Qualified Institutions Placement

In order to meet the funding requirements of the Company arising out of its current and future business operations, the Company proposes to raise additional funds through permissible modes, including but not limited to Qualified Institutions Placement (QIP), for which the Company is eligible under Regulation 172(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, and other applicable laws.

In line with the above, the Company proposes to raise funds not exceeding amount of Rs. 500 crores (Rupees Five hundred crores Only), either singly or in any combination of issuance of Equity Shares of the Company ("Equity Shares"), non-convertible debentures (along with warrants), and/or convertible securities other than warrants, (collectively, referred to as the "Securities") to Qualified Institutional Buyers (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), whether they are holders of Equity Shares or not, for cash, in one or more tranches or under any Regulations made under Foreign Exchange Management Act, 1999 ("FEMA") or combination thereof, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 (the "Act") and the applicable rules made thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014], each, including, any amendment(s), statutory modification(s), or re-enactment(s) thereof ("Companies Act"); (c) other applicable law including the Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 and (d) FEMA Guidelines as amended as may be applicable.

Accordingly, the Board, at its meeting held on 2nd September 2025, subject to the approval of the Members of the Company, approved the issuance of the Securities on such terms and conditions as may be deemed appropriate by the Board ("Board", which term shall include the sub-committee of the Board or any other committee which the Board may hereinafter constitute for this purpose) at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and /or other advisor(s) appointed in relation to issuance of the QIP, in accordance with applicable laws. The Securities allotted will be listed and traded on the stock exchange(s) where Equity Shares of the Company are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities, shall be subject to obtaining regulatory approvals, if any by the Company.

i) Objects of the Issue

The proposed fund raising through Qualified Institutions Placement ("QIP") is intended to be utilized towards Capex Expenditure for setting up, enhancement, rebalancing & modernization of facilities and for augmentation of Long Term Working Capital, and to strengthen the Company's overall financial position & support its business operations/ obligations.

ii) Maximum Amount to be raised/ number of Securities to be issued

The total amount to be raised, in one or more tranches, by issuance of Securities through any of the modes or combination thereof as mentioned in the resolution would not exceed an amount of Rs. 500 crores.

iii) Relevant Date:

The 'relevant date' for the purpose of the pricing of the Securities to be issued and allotted in the proposed QIP shall be decided in accordance with Regulation 171(b) of the SEBI ICDR Regulations, which shall be:

- (i) in case of allotment of Equity Shares, the date of the Board meeting in which the Board decides to open the QIP;
- (ii) in case of allotment of eligible Convertible Securities, either the date on which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be decided by the Board;

which shall be subsequent to receipt of shareholders' approval in terms of the provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed QIP issue.

iv) Pricing of Securities:

The pricing of the Securities shall be determined in accordance with the provisions of Regulation 176 (1) of the SEBI (ICDR) Regulations, 2018, as amended, the Companies Act, 2013, and any other applicable laws.

v) Number of Allottees:

Pursuant to Regulation 180 of the SEBI (ICDR) Regulations, 2018, as amended, the Company confirms that the minimum number of allottees for the proposed Qualified Institutions Placement shall be:

- at least two, where the issue size is less than or equal to ₹250 crore; and
- at least five, where the issue size is greater than ₹250 crore.

It is further confirmed that no single allottee shall be allotted more than fifty percent of the issue size. For this purpose, Qualified Institutional Buyers belonging to the same group or under the same control shall be deemed to be a single allottee.

vi) Proposed time within which allotment shall be completed:

The allotment of the Securities issued by way of QIP shall be completed within a period of 365 days from the date of passing of this resolution by the Members of the Company or within such other time as may be permitted under Regulation 172(1)(a) of the SEBI (ICDR) Regulations, 2018, as amended.

vii) Transferability of Securities

Pursuant to Regulation 178 of the SEBI (ICDR) Regulations, 2018, as amended, the Securities proposed to be issued through the Qualified Institutions Placement shall be subject to a lock-in and shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognised stock exchanges, or as may otherwise be permitted under the SEBI ICDR Regulations from time to time.

viii) Monitoring Agency:

Since the proposed issue size exceeds ₹100 crore, a credit rating agency registered with SEBI shall be appointed as the monitoring agency in compliance with Regulation 173A of the SEBI (ICDR) Regulations, 2018, as amended. The monitoring agency shall submit its report in the format specified in Schedule XI on a quarterly basis till 100% of the proceeds have been utilised, and such report shall be placed before the Board of Directors, uploaded on the Company's website, and submitted to the stock exchange(s) within the prescribed timelines.

ix) Appointment of Lead Manager(s):

Pursuant to Regulation 174 of the SEBI (ICDR) Regulations, 2018, as amended, the Company shall appoint one or more SEBI-registered merchant bankers as lead manager(s) to the proposed QIP, who shall while seeking in-principle listing approval for the eligible securities, furnish to the stock exchange(s) a due diligence certificate confirming compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, together with the preliminary placement document and such other documents as may be required by the stock exchange(s).

x) Undertakings:

As per **Regulation 172 of the SEBI (ICDR) Regulations, 2018, as amended**, the Company hereby undertakes that:

- 1) It satisfies the eligibility conditions prescribed for undertaking a Qualified Institutions Placement ("QIP");
- 2) The Equity Shares of the same class proposed to be allotted under the QIP have been listed on a recognized stock exchange having nationwide trading terminals for a period of more than one year prior to the date of issuance of this Notice;
- 3) None of the Promoters or Directors of the Company has been declared a fugitive economic offender under the Fugitive Economic Offenders Act, 2018;
- 4) All eligible securities issued through the QIP shall be listed on the recognized stock exchange(s) where the equity shares of the Company are presently listed, subject to necessary approvals, if applicable, under Rule 19(7) of the Securities Contracts (Regulation) Rules, 1957;
- 5) The Company shall not undertake any subsequent qualified institutions placement until the expiry of two weeks from the date of completion of the proposed issue, in compliance with the SEBI ICDR Regulations.

The resolution proposed is an enabling resolution and the exact amount, exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the QIP will be decided by the Board, in accordance with the SEBI ICDR Regulations or other applicable laws in consultation with book running lead manager(s) and / or other advisor(s) appointed and such other authorities and agencies as

may be required to be consulted by the Company. Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post- QIP shareholding and the shareholding pattern of the Company are not provided now*. The proposal, therefore, seeks to confer upon the Board the discretion and adequate flexibility to determine the terms of the QIP, including, but not limited to the identification of the proposed investors in the QIP and quantum of Securities thereof to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the Act, the FEMA and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, Consolidated FDI Policy, Ministry of Commerce and Industry, Government of India from time to time, each as amended and other applicable laws.

* Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under SEBI LODR Regulations.

The approval of the Members is being sought to enable the Board, to decide on the issuance of Securities, to the extent and in the manner stated in the Special Resolution, as set out in item No. 7 of this Notice, without the need for any fresh approval from the Members of the Company in this regard.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, directly or indirectly, in the Resolution set out at Item No. 7 of the Notice.

The proposed QIP is in the interest of the Company and the Board recommends the Resolution set out at Item No. 7 of the Notice for the approval of the Members as a Special Resolution.

By the Order of the Board
For **Jain Irrigation Systems Ltd.**

Sd/-
A.V. Ghodgaonkar
Company Secretary

Place : **Jalgaon**

Date : **5th September, 2025**

ANNEXURE - I TO THE NOTICE

Disclosures pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Annual General Meeting referring to Item No. 2 of notice

| | |
|---|--|
| Name | Shri Atul B. Jain |
| Director Identification Number | 00053407 |
| Age | 56 years |
| Qualification | B.Com |
| Experience | More than 30 years |
| Nature of Expertise in specific functional areas | <ul style="list-style-type: none"> • Finance and Banking • Domestic and International marketing • Operations & Management • M&A, Strategy & Investment Management • Corporate Strategy & Planning • Corporate Governance, Risk & Compliance • Leadership • Entrepreneurship |
| Brief Resume of the Director | <p>Mr. Atul B. Jain is a Commerce Graduate. Mr. Atul Jain took over the marketing responsibilities of Jain Irrigation products initially at the Mumbai Office before going to New York, Dubai, Africa and Europe for further business penetration. Besides overall marketing management responsibility he has also handled all India marketing function of Drip Irrigation and PVC pipe products, PE and other specialty pipes and fittings all over the world. He has been involved with development of new applications & products in overseas markets for food, plastic and sheet divisions. He is currently working as a Whole time Director of the Company.</p> <p>Since 2002, Mr. Atul Jain has been based in Jalgaon. He oversees the marketing of Irrigation products, piping products in both domestic and international markets. He is a great believer in innovation. He has been instrumental in developing a strong market for PVC pipes for domestic and export markets. He is widely travelled & travels all over the world for continued market development and extension to both Developing Countries the JISL Business. Model of Sustainable Development & Uplift of the Entire Community, based of which each of JISL's Products & Services are developed.</p> <p>Under his able direction JISL has signed MOU with Governments in India and abroad, wherein JISL has been given the mandate for developing a total Country Plan for achieving Food & Water Security. Mr. Atul Jain has a passion to build complete solution around water at country and city levels.</p> |
| Date of first Appointment | September 30, 2005 |
| Terms and conditions of Appointment/Reappointment | <p>Shri. Atul B. Jain is a Director liable to retire by rotation.</p> <p>Terms and conditions of appointment are in accordance with the Appointment and Remuneration Policy of the Company.</p> |
| Remuneration last drawn (FY 25) | Rs. 2,69,07,425 P.A. |
| Remuneration proposed to be given | The Director shall be entitled to receive remuneration as per existing terms and conditions of his appointment as Whole Time Director in 2023 Annual General Meeting (AGM). |
| Number of Board meetings of the Company attended during the year | 7 (Seven) |
| Listed Entities in which the person holds the Directorship and the Membership of Committees of the Board along with listed entities from which the person has Resigned in the past three years | Nil |

| | |
|---|---|
| Directorships held in other Companies/Branches | <ol style="list-style-type: none"> 1. Jain Farm Fresh Foods Limited 2. Jalgaon Investments Pvt Ltd 3. Cosmos Investment And Trading Pvt Ltd 4. JAF Products Private Limited 5. Jain Brothers Industries Private Limited 6. Timbron India Private Limited 7. Jain Rotfil Heaters Private Limited 8. Atlaz Technology Private Limited 9. Jain Eagro Com India Private Limited 10. Pixel Point Private Limited 11. Jain International Food Limited 12. Ex-cel Plastic Piping Systems, France |
| Memberships/Chairmanships of committees of other Companies | Jain Farm Fresh Foods Limited: Director and Member of Corporate Social Responsibility Committee. |
| Number of shares held in the Company | 8,39,790 Ordinary Equity Shares and 41,990 DVR Equity Shares |
| Relationship with other Directors and Key Managerial Personnel or their respective relatives | Shri Ashok B. Jain, Shri Anil B. Jain, Shri Ajit B. Jain and Shri Atul B. Jain are brothers and related to each other. |

Details related to Re-appointment of Dr. Narendra Jadhav (DIN: 02435444) as an Independent Director referring to Item No. 6 of notice

| | |
|--|--|
| Name | Dr. Narendra Jadhav |
| Director Identification Number | 02435444 |
| Age | 67 years |
| Qualification | <ul style="list-style-type: none"> • Ph.D. in Economics, • MA in Economics • B.Sc in Statistics and Economics. |
| Experience | More than 35 years |
| Nature of Expertise in specific functional areas | <ul style="list-style-type: none"> • Environmental sustainability • SME development • Irrigation • Hydrology • Organizational Sciences • Operations & Management • Leadership • Entrepreneurship |
| Brief Resume of the Director | <p>Dr. Narendra Damodar Jadhav is a distinguished Indian economist, educationist, public policy expert, author, and former civil servant with over four decades of diverse professional experience. He served in the Reserve Bank of India for 31 years, eventually retiring as Principal Adviser and Chief Economist. He was also associated with the International Monetary Fund (IMF) and has worked with several central banks globally. Dr. Jadhav has held prominent positions such as Vice-Chancellor of Savitribai Phule Pune University and Member of the Planning Commission and National Advisory Council, Government of India, where he contributed to policies on education, skill development, and social justice. He also served as a nominated Member of the Rajya Sabha from 2016 to 2022. Academically accomplished, Dr. Jadhav holds a Ph.D. in Economics from Indiana University, USA. He is a celebrated author with more than 40 books to his credit in English, Marathi, and Hindi, many of which focus on economics, education, and the life and works of Dr. B.R. Ambedkar. He has been honored with numerous national and international awards, including the Commander of the Order of Academic Palmes by the Government of France. Dr. Jadhav is currently serving as an Independent Director on the Boards of several reputed companies and continues to contribute actively to policy-making, governance, and thought leadership in various sectors.</p> |
| Date of first Appointment | 31.07.2020 |
| Terms and conditions of Appointment/Reappointment | <p>Re-appointment as an Independent Director for second term of 5 years.</p> <p>Terms and conditions of appointment are in accordance with the Appointment and Remuneration Policy of the Company.</p> |
| Remuneration last drawn (Sitting fees & Commission) (FY 25) | Rs. 26,20,000 P.A. |

| | |
|---|--|
| Remuneration proposed to be given | The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings and also commission on an annual basis of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder. |
| Number of Board meetings of the Company attended during the year | 7 (Seven) |
| Listed Entities in which the person holds the Directorship and the Membership of Committees of the Board along with listed entities from which the person has Resigned in the past three years | 1) Tata Teleservices (Maharashtra) Limited - Director and Chairman of Stakeholder Relationship Committee, Risk Management Committee and Member of Audit Committee. |
| Directorships held in other Companies/Branches | 1) Zenith Leisure Holidays Limited 2) Sustainable Agro-commercial Finance Limited |
| Memberships/Chairmanships of committees of other Companies | 1) <u>Zenith Leisure Holidays Limited</u> - Director and Member of Audit committee. 2) <u>Sustainable Agro-commercial Finance Limited</u> - Director and Chairman of Audit committee, Corporate Governance, Nomination and Remuneration Committee and Member of Risk Management committee. |
| Number of shares held in the Company | Nil |
| Relationship with other Directors and Key Managerial Personnel or their respective relatives | Not related to any Director / Key Managerial Personnel. |

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Jain Irrigation Systems Ltd.

Regd. Office: Jain Plastic Park, N.H.No. 6, Bambhori, Jalgaon - 425 001 (M.S.)

CIN: L29120MH1986PLC042028

Only for shareholders attending the AGM physically.

PROXY FORM (MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | | | |
|--------------------------|---|----------------------------|---------------------------------|
| CIN | L29120MH1986PLC042028 | Name of the Company | Jain Irrigation Systems Limited |
| Registered Office | Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon - 425 001. | | |

| | | |
|-----------------------|--------|-----|
| Name of the Member(s) | | |
| Registered Address | | |
| Email ID | | |
| Folio No | Equity | DVR |
| Client ID | Equity | DVR |
| DP ID | Equity | DVR |
| No of Shares | Equity | DVR |

I/ we, being the member(s) of the above mentioned Company, hereby appoint:

| | | | | |
|----------------|---------|--|-----------|--|
| 1. | Name | | E-mail | |
| | Address | | Signature | |
| or failing him | | | | |
| 2. | Name | | E-mail | |
| | Address | | Signature | |
| or failing him | | | | |
| 3. | Name | | E-mail | |
| | Address | | Signature | |

as my/ our proxy to attend and vote (on a poll at the meeting) for me/ our behalf at the 38th Annual General Meeting of the Company, to be held on **Monday, 29th September, 2025** at 10.30 AM at Registered Office of the Company at Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon 425001 and at any adjournment thereof in respect of resolutions below:

| Resolution No. | Particulars of Resolutions |
|----------------|--|
| 1 | To receive, consider, adopt and approve the Financial Statements for the year ended 31st March, 2025 (including the Standalone Balance Sheet as at 31st March, 2025 and the Standalone Profit and Loss Account, Standalone Cash Flow Statement for the year), as well as the (Consolidated Balance Sheet as at 31st March, 2025 and the Consolidated Profit and Loss Account, Consolidated Cash Flow Statements for the year ended on even date), together with Accounting Policies, Notes, Schedules and reports of the Director's and Auditor's thereon. |
| 2 | To appoint a Director in place of Shri Atul B. Jain (DIN 00053407), who retires by rotation in terms of Section 152 (6) of the Companies Act 2013, and being eligible offers himself for reappointment as Director, subject to retirement by rotation. |
| 3 | Re-appointment of Statutory Auditors of company for second term of five years. |
| 4 | Ratification of Remuneration of Cost Auditors for Financial Year ending 31st March 2025. |
| 5 | Appointment of Secretarial Auditors of Company as per the recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024. |
| 6 | Re-appointment of Dr. Narendra Jadhav (DIN: 02435444) as an Independent Director. |
| 7 | Approval for raising of funds through issuance of Equity Shares and/or other eligible securities through Qualified Institutions Placement |

Signed this day of ____ September, 2025

Signature of Shareholder: _____

Note:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 38th Annual General Meeting.
- (3) Please complete all details including details of member(s) in above box before submission.



Signature of Proxy holder(s) _____

**JAIN[®]****Jain Irrigation Systems Ltd.**

Regd. Office: Jain Plastic Park, N.H.No. 6, Bambhori, Jalgaon - 425 001 (M.S.)

CIN: L29120MH1986PLC042028

ATTENDANCE SLIP**Only Shareholders or the Proxies will be allowed to attend the meeting.****Name of Shareholder:** _____**a) Ordinary Equity Shares**

| | | | |
|-----------|--|-------------------|--|
| DPID | | L.F. No. | |
| Client ID | | No of Shares held | |

b) DVR Equity Shares

| | | | |
|-----------|--|-------------------|--|
| DPID | | L.F. No. | |
| Client ID | | No of Shares held | |

I/ we hereby record my/ our presence at the **38th Annual General Meeting** of the Company being held on **Monday, 29th September 2025** at 10:30 AM at Registered Office of the Company at Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon 425001.

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

Note: Shareholders attending the meeting in person or Proxy are requested to complete the attendance slip and hand over it at the entrance of the meeting venue.

Route Map to Venue



Distance from Jalgaon
Railway Station to Jain
Irrigation Systems Ltd. =
Approx. 11 km

