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1 February 2016

Citigate
Dewe Rogerson

Jain Irrigation Systems Ltd.
7th, Kumtha Street
Ballard Estate
Mumbai - 400001
India.

Appointment as Investor Relations advisors

Thank you very much for appointing us. We look forward to a close and lasting relationship with Jain Irrigation Systems Ltd.

Effective 1 February 2016, Jain Irrigation Systems Ltd. ("JISL", "Client") has engaged M/s. Citigate Dewe Rogerson Communications Private Limited (the "Company", "CDR") as investor relations counsellors of JISL. The role of CDR will be to provide investor relations services implemented as per mutually approved quarterly rolling communication plan based on the activities outlined in the Brief Overview and Proposal Note dated January 18, 2016. Additionally, CDR shall also support the investor relation activities of JISL as and when called for.

This engagement by JISL can be terminated by either or both parties by giving a ninety days written notice.

In consideration of the Services, JISL agrees to pay the following to Citigate Dewe Rogerson:

1. A quarterly retainer fee of [REDACTED] plus service tax with effect from 1 February 2016 billable at the end of the respective quarter.
2. Major expenses incurred directly for JISL related activities will be reimbursed by JISL subject to prior approval from the JISL. However, all regular out-of-pocket expenses, agency and servicing related expenses are included in the fee covered in point 1


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3. Immediate reimbursement or advance payment based on an agreed estimate for any production work or major expense that may be required by CDR or its subcontractors which may include but shall not be limited to: venue hire for meetings and events, international travel, roadshow expenses, and design, photography, printing of documents and other materials. JISL will also have the option to pay these costs directly to the Vendors.
4. All payments will be made either by cheque or bank transfer to Citigate Dewe Rogerson Communications Private Limited in Mumbai. All payments are due on receipt of invoice from CDR following undisputed acceptance of invoice by JISL.

CDR will maintain accurate records of all major expenditures incurred on JISL's behalf, which are billable to JISL, and will be prepared to produce any supporting details that may be reasonably required by JISL.

As a part of the engagement process, JISL agrees that any information and data, which JISL furnishes to CDR whether written, oral or pictorial, will be true, accurate and complete and CDR is authorised to rely upon it. JISL agrees to review carefully any materials that CDR prepares for JISL pursuant to this agreement and to immediately advise CDR if these materials are in any manner false, inaccurate or incomplete.

CDR will hold in confidence and will not use nor disclose to third parties information CDR receives from JISL, except for information which was public at the time of disclosure or becomes part of the public domain without disclosure by CDR or information which CDR learns from a third party which does not have an obligation of confidentiality to JISL, or information known to CDR prior to JISL's disclosure to CDR, or information required to be disclosed under process of any Indian law.

Any activities undertaken or implemented by CDR for JISL, or information made available by JISL to CDR, including but not limited to, presentations, process plans, intelligence reports, research papers, proposals, other reports, which are not created for public dissemination shall remain exclusive and confidential between CDR and JISL and shall not be shared with any third party without mutual approval between JISL and CDR. As a part of the engagement, all information and data furnished by JISL are returnable to the JISL. All proprietary information and process repositories of the CDR shall remain under the exclusive ownership of CDR.

CDR shall comply as applicable to them the provisions of Listing Agreement entered by JISL with Stock Exchanges and the provisions of SEBI (Prohibition of Insider Trading) Regulation, 2015.

This engagement shall be interpreted according to and governed by the laws of India and be subject to the jurisdiction of the Courts in Mumbai.

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Citigate
Dewe Rogerson

Please confirm that the foregoing is in accordance with your understanding by signing and returning to us the enclosed duplicate of this letter.

Thank you for engaging us and we assure you of our complete support and commitment at all times.

Sincerely yours,

For and on behalf of Citigate Dewe Rogerson
Communications Pvt. Ltd.

For and on behalf of Jain Irrigation Systems Ltd.

Authorised Signatory
Date: February 14
2016



Authorised Signatory
Date:



Agreement

between

Jain Irrigation Systems Ltd.

&

National Stock Exchange of India

&

PRIME Database

**For Creation, Updation, Maintenance and
Hosting of Investors Website**

25 November 2013

A handwritten signature in black ink, appearing to be 'K. Madan', written over a circular scribble.

A handwritten signature in black ink, appearing to be 'R. K. Singh'.



INTRODUCTION

Investors are the owners and the backbone of any corporate, and maintaining a mutually beneficial relationship with them is a challenging, but an essential task. A critical aspect of this relationship is communication to the investors and feedback from them.

Failing to communicate effectively can affect a company's reputation, perception, market positioning and, of course, share price.

A two-way communication, in fact, leads to a healthier, trust-based relationship.

NEED FOR COMMUNICATING TO EXISTING SHAREHOLDERS

- When companies perform well, they still fail many a times to communicate this to the shareholders.
- When companies do not perform well, they fail to explain well enough, leading to disproportionate loss of faith among its shareholders.
- Shareholders appreciate transparency and timely communications.
- Shareholders appreciate value in a company, when presented with peer comparisons.
- A happy investor is likely to say good words about the company, which in turn, can attract new investors.

NEED FOR COMMUNICATING TO PROSPECTIVE INVESTORS

- **Access to Low-Cost Capital-** Effective Communication between the company and prospective investors is a prerequisite for easy flow of capital. Companies need to be perceived as being transparent and being high on Corporate Governance for them to attract prospective investors, especially institutional investors. This would eventually translate into lower cost of capital for the company.
- **Attracting Liquidity-** Profiling the company to the investment community enhances acceptability, thereby increasing liquidity.

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A NEW COMMUNICATION TOOL: DEDICATED INVESTORS WEBSITE

As mentioned above, a clear, focused and direct communication is critical with both the Existing Shareholders as well as Prospective Investors, for them to validate, or be inspired to take investment decisions.

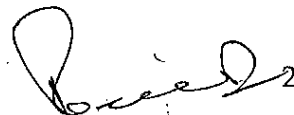
Corporate websites typically do not, and cannot, focus on investors as they have to cater to all stakeholders- customers, vendors, employees, and investors too (Some corporate websites do not even have a section of Investors). Moreover, in most such websites, information has been provided in PDF formats. The focus is on 'What we want to/have to provide' rather than 'what the user wants'.

Stock Exchanges websites (which are often the primary source of information for investors) are also not able to focus on investors because their websites are omnibus and do not provide company-level focus. They are also not search based.

A dedicated Investors Website can thus deliver focused information to the investors.

BENEFITS OF INVESTORS WEBSITE

- **Enhancing Trust & Valuations-** An effective Investors Website can help companies maintain, and even increase, their market valuations (or P/E ratios) even at times of market turbulence as the website provides a channel for open communication and transparency which bolsters investor confidence and trust in management decisions. Such companies are seen in the market place as focusing on good corporate governance through transparent and clear communication.
- **Brand Building-** Investors Website helps a company in brand building by providing information and analysis which helps investors in developing a well-rounded understanding of the company and its strategies.
- **Meeting Regulatory Requirements (Statutory and Voluntary)-** An Investors Website shall also help a company in meeting the requirements laid down in the Listing Agreement (as per SEBI's directives) and the Guidelines issued by the Ministry of Corporate Affairs. The Clauses of the Listing Agreement relating to information dissemination on a company's website are provided in Annexure I. MCA's Guidelines in this regard are provided in Annexure II.



- An Investors Website would also eliminate the need for shareholders to visit stock exchange websites or other financial portals for information.
- An effective Investors Website would also ensure that Investor Relations is an ongoing process and not just a one-off activity undertaken at the time of fund-raising
- Better investor engagement would be achieved as information would be presented in a visually appealing format.

INVESTORS WEBSITE- CREATION PROCESS

- The Investors website has been created after extensive interactions with the investor community (VC/PE Funds, Mutual Funds, FIIs, HNIs, Retail) to understand their information requirements.
- Benchmarking has been done with top 100 Indian companies and international companies to create a 'best-in-class' product





BENEFITS OF OUTSOURCING INVESTORS WEBSITE- WHY OUTSOURCE?

- Capital market is a complicated and dynamic space, requiring high levels of dedicated expertise, which can better be obtained by outsourcing
- Moreover, content development and more so, regular updation and maintenance is a highly specialized activity and such skills may not necessarily be available with most organizations.
- Companies can rather focus their resources on their core business activities.
- IR Officers can focus more on compliance

WHY OUTSOURCE TO NSE/PRIME DATABASE?

Most Authentic Collaborator-NSE

- PRIME is working on this project in partnership with National Stock Exchange(NSE), the most authentic and primary source of updated information on listed companies, information that is critical to investors, capital market intermediaries, corporates, regulators and researchers, amongst others.
- As is also well known, NSE is one of the largest and most advanced stock exchanges in the world. It is India's leading stock exchange and the world's third largest stock exchange in terms of number of transactions and the largest single Stock Futures exchange.

Capabilities of PRIME

- PRIME has built a reputation over 23 years for providing complete, timely and analysed information on the Indian primary capital market and is credited with the most authentic information on the Indian primary market.
- PRIME, through its close relationships with almost all major capital market participants-from regulators to investors-has an unparalleled understanding of the data requirements of the Indian capital market.

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- PRIME has also consistently delivered on all critical parameters in the information services space for the last 23 years i.e. Speed of Delivery, Accuracy, Detail and Granularity, Cost Efficiency, Convenience, Value-added Analysis, and Reliability of Service.
- For any information to sell, it needs to be 100% correct and accurate. Even a .01% data inaccuracy is enough to destroy the credibility of the information provider. PRIME's capability in ensuring data accuracy and comprehensiveness is unparalleled.
- It is for this reason that PRIME has been able to maintain its position over Bloomberg and Reuters for last 23 years and has all top tier Investment Banks, Brokers etc. as its clients.

For the Investors Website, PRIME shall provide a one-stop solution for shareholders and investors looking for accurate and complete information on the company, in a clean, standardised and searchable format (Not only in PDF).

For more details on Prime Database please refer to Annexure - III.

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SCOPE OF WORK

PRIME shall create, maintain, update and host your Investors Website.

An End to End Solution shall be provided comprising the following:

- Content
- Website Designing (also ensuring integration with your Corporate website in terms of themes, colours, navigation etc. or improving upon the same)
- Website Programming
- Technology
- Website Hosting
- Website Maintenance & Updation- In addition to regular updation of all pages/information already on the website, this shall also include:
 - Incorporating all changes necessary due to regulatory changes
 - New suggestions/ideas from PRIME
 - New suggestions/ideas from Company

Content of Investors Website provided by NSE-PRIME

All data already being filed by the company with NSE shall be populated by us on the Investors website.

Content already in public domain as follows:

1. Company Information (Industry, Board of Directors, Details of Board Committees, Registered Office etc.)
2. Listed Instruments Information
3. Public Market Issuances- Details of the Past Issuances and Forthcoming Issuances
4. Peer Comparison Summary showing the comparison of Results, Shareholding and Market Information
5. Shareholding Pattern
6. Financial Results





7. Corporate Announcements
8. Corporate Actions
9. Board Meetings
10. Disclosures under Takeover Regulations(except Pledged Share Disclosures)
11. PIT Disclosures
12. Pledged Share Disclosures
13. AGMs / EGMs
14. Postal Ballots
15. Market Information- Live NSE stock price data shall be provided. BSE data shall be updated on EOD basis.
16. Charting Facility
17. Analyst views
18. News & Press Releases
19. Event Calendar
20. Investor Tool Kit

In addition, PRIME has created a master list of other information, not required to be made public, which the company also may provide on this website. A regular updation cycle (daily, weekly, monthly, quarterly, half-yearly, annually) shall be set up for all these items to be provided by the company.

Period of Coverage- Data relating to corporate announcements, board meetings and disclosures (under PIT and Takeover Regulations) shall be considered only from 1st April 2011 onwards. For all other sections (Shareholding Patterns, Results etc.), we shall provide data from 1st April 2009 onwards.



DATA IN TABULAR, SEARCHABLE FORMAT AND NOT JUST PDFs

PRIME would be providing all data on the Investors Website in a tabular format with search facilities. This would be a key differentiator of the Investors Website over the present Investors section of most websites wherein information is available in PDFs, whether of Shareholding Patterns, or of Financial Results or of Disclosures. Providing data in a tabular format facilitates comparisons, making the data 'investor-friendly' (An investor would otherwise need to first identify the relevant PDF files, then download them, then identify the data points of use to him, import them in Excel format and then do the comparisons).

Moreover, to enable searches, huge amount of data cleaning, standardisation and unifying effort is required. This effort would be undertaken by PRIME and would again make the data extremely user friendly for investors. Search facilities shall be provided on multiple parameters, including creation of fresh parameters by converting textual/non-templated information into templates which can then be used as searchable parameters.

PRIME's endeavour would be to ensure that at least all information, already being filed by the company in the public domain and which is mandated as per the Listing Agreement, is made available on this website in a simple, user-friendly (not just PDFs), search-based format.



CLIENTS

The website has received an extremely positive response. Several companies have already signed in little over 5 months since the launch. Some such companies are as follows:

1. JM Financial Ltd.
2. Credit Analysis & Research Ltd.
3. Blue Dart Express Ltd.
4. Pidilite Industries Ltd.
5. Polyplex Corp. Ltd.
6. Nucleus Software Exports Ltd.
7. PSL Ltd.
8. Anant Raj Ltd.
9. Liberty Shoes Ltd.
10. Treehouse Education & Accessories Ltd.
11. Time Technoplast Ltd.
12. Cyber Media (India) Ltd.

Websites for Liberty, Treehouse, Polyplex & Anant Raj are already live. Balance websites are under various stages of development.

Revised

IPR

IPR meaning all intellectual property, including source code of the informational products (software), domain names, right in designs of analytics, processes etc. shall rest with PRIME.

Delivery Time

PRIME would launch the website within 30 days of date of award of the project. The delivery schedule would be as follows:

Scope of Work	No. of Days
Showing 3 designs/layouts/navigations to Company	T+7
Populating data, content creation	T+21
Incorporating feedback from Company, Testing etc.	T+29
Launch	T+30

The above schedule does not include delays, if any, in receiving approvals, data etc. from the Company.

Delivery Time for Updation/Maintenance & Uptime

PRIME undertakes that all necessary updations shall be made in a maximum of 2 working days of receipt of data from NSE or Jain Irrigation. PRIME also undertakes a website uptime of 99% during the course of the Agreement.

Payment Schedule

50% of one-time design and development fee and updation/maintenance fee for Year 1 would be payable in advance at the time of award of this project. The balance 50% shall be payable on the date of launch of the website.

50% of Annual fee for Year 2 and Year 3 shall be payable in advance and the balance 50% shall be payable 6 months into the year.





OTHER INVESTOR RELATIONS SERVICES

NSE-PRIME can also help you with the following additional services:

Integration with Corporate Communications

NSE-PRIME can also help you in integrating the Investors Website into the larger corporate communication effort especially around earnings announcements and key events.

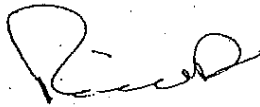
Linkage with Social Media


The importance of social media cannot be undermined. Communication through social media, nowadays, is faster than e-mails and other communication channels. PRIME shall create, maintain and update social media (Google +, Twitter, Facebook, RSS Feeds etc.).

Investor Targeting

Assisting companies in identifying and contacting relevant institutional investors (on the basis of peer group shareholding).

The fees for the above would be additional.


12/31/14


12/03/2014

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