Jain Irrigation Systems Ltd.
Small Ideas. Big Revolutions.®

7, First Floor, Kumtha Street, Ballard Estate, Mumbai - 400 001.
Tel: +91-22-22109090, 22610011, 22620011; Fax: +91-22-22621177, 22641177,
E-mail: jainmumbai@jains.com; Visit us at: www.jains.com.

JISL/SEC/2010/03 31.03.2011.

To
Bombay Stock Exchange Ltd.
Corporate Relation Department,
1st Floor, New Trading Wing Fax No. : **022– 22723121/22722037(Day)**
Rotunda Building, **022-22721072 (Night)**
PJ.Tower, Dalal Street,
Mumbai - 400 001.
Email : isc@bseindia.com

Sub : Meeting of Sub Committee of the Board allotment of Equity Shares arising out of exercise of options granted to employee associates including working directors.

Ref. : Clause 22 of Listing Agreement.

Company Code No.500219 (BSE), JISLJALEQS (NSE)

Dear Sir,

Please take notice that a meeting of authorised sub committee of Directors of the Company has taken place today for allotment of Equity Shares arising out of exercise of options granted to employee associates, including working directors.

The sub committee was constituted for the purpose of allotment of Equity Shares arising out of exercise of options granted to employee associates, including working directors by the Compensation Committee of the Company on 25-08-2009.

The sub committee of Directors has allotted shares as follows:

Particulars	No. of Shares allotted under ESOP 2	No. of Shares allotted under ESOP 3	Total
No of ESOP (Post Split)	3,38,025	3,34,475	6,72,500

*the allotment is subject to realization of Cheques/Pay orders/instruments submitted by the employee associates including working directors.

Attached is a resolution passed by the sub committee of Directors for the purpose of

allotment of Equity Shares for your reference and records.

We shall send you the Listing application for the above allotment immediately after credit of Equity Shares.

The Exchange has already granted an "In Principle" approval for the issue and allotment of the shares as above earlier vide its letter reference List/smg/sm/ps/2006 dated 31.05.2006

Please take this on record and acknowledge the receipt of the intimation.

Thanking you,
For **Jain Irrigation Systems Ltd.,**

A.V. Ghodgaonkar
Company Secretary.

CC To : National Stock Exchange Ltd., **Please refer to your approval letter NSE/LIST/24242-W dated 26.06.06**
Exchange Plaza, C-1, Block G
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.
Fax No. 022 - 26598237 / 38.
Email : cmlist@nse.co.in

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SUB COMMITTEE OF BOARD OF DIRECTORS OF JAIN IRRIGATION SYSTEMS LTD IN THE MEETING HELD AT JALGAON ON 31.03.2011.

"**RESOLVED** pursuant to approval of the Shareholders under Section 81(1A) of the Companies Act, 1956 at their meeting dated 30.09.2005, **THAT 6,72,500 Equity Shares** of Rs.2 each of the Company be and are hereby authorized to be issued and allotted as per details given below to the eligible employee (including the eligible working Directors and Non Executive Directors) in lieu of conversion of 6,72,500 options into underlying Equity shares as per Employees Stock Options and Shares Plan, 2005 (ESOP 2005):

Sl No.	Particulars	ESOP Lot 2	ESOP Lot 3	Total
1	No. of Options (Post Split)	3,38,025	3,34,475	6,72,500
4	Price Rs. per Share (Post Split)	82.692	113.60	
5	Amount Realised (Rs.)	2,79,51,963.30	3,79,96,360.00	6,59,48,323.30

FURTHER RESOLVED THAT the above 6,72,500 Equity Shares be and are hereby authorized to be issued in demat/physical segment after completion of procedure related thereto.

FURTHER RESOLVED THAT the physical Share Certificates be and are hereby authorised to be issued to the employees having no demat account under common seal of the Company under facsimile signature of Shri Ashok B Jain, Vice Chairman and Shri Anil B Jain, Managing Director and Shri A V Ghodgaonkar, Company Secretary or Shri J M Taparia, Authorised Person of the Company.

FURTHER RESOLVED THAT the Equity Shares now allotted shall rank pari passu with the existing Equity Shares of the Company in all respect.

FURTHER RESOLVED THAT The provisions of lock in for the above shares are not applicable as the options have already served the lock in period as per applicable regulations /guidelines.

FURTHER RESOLVED THAT Mr. Anil B. Jain, Managing Director or Mr. Ajit B Jain, Joint Managing Director or Mr. A.V. Ghodgaonkar, Company Secretary be and are hereby

authorised individually to sign and file:

i) A Return of allotment in Form 2 with Registrar of Companies, Maharashtra, Mumbai within prescribed time.

ii) To approach Stock Exchanges for complying various formalities to enable listing and trading of aforesaid equity shares on all exchanges where the Company's shares are listed, including but not limited to signing of application, agreement, declaration, undertakings and such other documents as the Stock Exchanges may require or payment of fees etc.

iii) To take actions, deeds, things on matters, give such directions or instructions for settling any questions doubt or difficulty which may arise with regard to the issue or allotment of the said Shares and to take appropriate actions to bring into effect the decision of above resolution.

///CERTIFIED TRUE COPY///

For Jain Irrigation Systems Ltd.,



A V Ghodgaonkar
Company Secretary