



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 23rd ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON WEDNESDAY, 29TH SEPTEMBER, 2010 AT THE REGISTERED OFFICE OF THE COMPANY AT JAIN PLASTIC PARK, N.H. NO. 6, BAMBHORI, JALGAON – 425 001 AT 11.00 IN THE MORNING TO TRANSACT THE FOLLOWING BUSINESS;

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2010 (including Balance Sheet as at 31st March, 2010 and Consolidated Balance Sheet as at 31st March, 2010, Cash Flow Statement and Profit & Loss account and Consolidated Profit & Loss account for the year ended on even date) together with Schedules, Notes thereon and the reports of Board of Directors and Auditors thereon.
- 2) To declare a Dividend on:
 - a) Redeemable Preference Shares as follows:

Sr. No.	Particulars of Preference Shares	Amount (Rs.)
1	55,75,200 4% Preference Shares of Rs. 100 each (Partial Redemption on 31.03.2009 and fully redeemed on 31.03.2010) Dividend @4% payable on Rs. 28,11,90,000/- from 1.04.2009 to 31.03.2010)	1,11,50,400
2	23,44,848 4% Preference Shares of Rs. 100 each (Partial Redemption on 30-06-2008 and fully redeemed on 30.06.2009) Dividend @4% payable on Rs. 11,72,42,400/-from 01.04.2009 to 30.06.2009)	11,69,212
3	4,62,642 4% Preference Shares of Rs. 100 each (Partial redemption on 30-06-2009) Dividend @4% payable on Rs. 4,62,64,200/-from 01.04.2009 to 30.06.2009 and on Rs.2,31,32,100 from 01.07.2009 to 31.03.2010.	11,55,971
4	125,000 1% Preference Shares of Rs.100 each. (Partial Redemption on 31.03.2009 and fully redeemed on 31.03.2010) Dividend @1% payable on Rs. 62,50,000/- from 1.04.2009 to 31.03.2010)	62,500
Total		1,35,38,083

- b) Equity Shares of Rs.10 each

Sr. No.	Particulars of Dividend	Amount (Rs.)
1	45% (Rs. 4.50 per share) on 7,62,23,222 (or as may be outstanding on the Record Date) Equity Shares of Rs. 10 each	34,30,04,499
Total		34,30,04,499

- 3) To appoint a Director in place of Shri A R Barwe, who retires by rotation and being eligible offers himself for reappointment as Director.

- 4) To appoint a Director in place of Shri R Swaminathan, who retires by rotation and being eligible offers himself for reappointment as Director.

Appointment of Statutory Auditors:

- 5) **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 the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, **THAT** M/s. Haribhakti and Company, Chartered Accountants, Mumbai, be and are hereby appointed as Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s. Dalal & Shah, Chartered Accountants, Mumbai upto the conclusion of the 24th Annual General Meeting on remuneration of Rs. 50 Lacs (Audit fees Rs. 40 Lacs, Tax Audit fees Rs. 4 Lacs and Limited Review fees Rs. 6 Lac), and reimbursement of out of pocket expenses as may be incurred during the course of the audit.

SPECIAL BUSINESS

Mortgage of Immovable Properties of the Company:

- 6) **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 consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 293(1)(a) and, any other applicable provisions of the Companies Act, 1956 and, subject to requisite approvals, consents and clearance from the Company's Bankers, Financial Institutions, Trustees to the Debenture holders and / or other Institutions /bodies, if and wherever necessary, to mortgage / charge / hypothecate or otherwise create an encumbrance on such terms and conditions, and in such form and manner, as board may think fit, on the whole or substantially the whole of the Company's undertaking(s), including present and/or future properties, whether immovable or movable, against loans obtained, together with interest thereon, at the respective rates agreed, additional / further /compound interest in the event of default, commitment charges, Premium (if any) on redemption, all other costs, charges and expenses and all other monies payable by the Company to Financial Institutions /Banks / others in terms of letter of sanction and/or Loan agreement(s) or any other deeds or documents as are entered into by the Company or any modification in respect of the Loan.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the

Company be and is hereby authorised to finalise the manner and method and all necessary agreements, deeds and documents and subsequent modifications thereto, for creating the aforesaid mortgage and/or charge etc. and to do all such acts, deeds, matters and things as may be necessary desirable or expedient for the purpose of giving effect to the above resolution.”

Appointment and Remuneration to Shri Anil B Jain as Managing Director.

7) To consider and if thought fit, to pass, with or without modification as may be deemed fit, the following as a Special Resolution

“**RESOLVED THAT**, pursuant to provisions of Sections 198, 269, 309, 310, 311, 314, read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or reenactment thereof, for the time being in force) the Company hereby approves and consents to the re-appointment of Mr. Anil B. Jain as a Whole Time Director of the Company designated as Managing Director/Chief Executive Officer of the Company from 1st October 2010 (hereinafter referred to as ‘MD’) for a period of 2 years, on the terms and conditions including perquisites, where the remuneration including perquisites are subject to the approval of the Central Government, as may be applicable from time to time, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions of the said appointment, so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956, or the applicable provisions of the Companies Act 1956 for the time being in force or any amendments thereof, or any amendments and / or modification that may hereafter be made thereto by the Central Government or as may be agreed between the Board of Directors and the MD. The terms and conditions of the appointment are contained hereunder and in the Explanatory Statement.

Terms of Remuneration

In the scale of Rs. 11,68,000 per month as minimum remuneration, applicable for a 2 year period upto 30th September 2012, and on further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, incentive, extra salary etc., but excluding the following;

- i) 1% commission on net profit calculated as per section 198, 349 and 350 of the Companies Act, 1956.
- ii) Contribution to the Provident Fund, Superannuation Fund, Annual Fund and Gratuity;
- iii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iv) Provision of vehicle for use of Company’s business as per the policy fixed by the Company; and
- v) Telephone at the residence, such that personal long distance calls shall be recovered from the Director concerned.

RESOLVED FURTHER THAT where in any financial year during the tenure of said Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay him the above remuneration, as

the minimum remuneration, as is permissible, but not exceeding the limits specified under Section II of Part II to Schedule XIII of the Companies Act, 1956 as applicable for the period for which profits are inadequate.

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

Appointment and Remuneration to Shri Ajit B Jain as Joint Managing Director.

8. To consider and if thought fit, to pass, with or without modification as may be deemed fit, the following as a Special Resolution

“**RESOLVED THAT**, pursuant to provisions of Sections 198, 269, 309, 310, 311, 314, read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or reenactment thereof, for the time being in force) the Company hereby approves and consents to the re-appointment of Mr. Ajit B. Jain as a Whole Time Director of the Company designated as Joint Managing Director/Chief Operations Officer of the Company from 1st October 2010 (hereinafter referred to as ‘Jt. MD’) for a period of 2 years, on the terms and conditions including perquisites, where the remuneration including perquisites are subject to the approval of the Central Government, as may be applicable from time to time, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions of the said appointment, so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956, or the applicable provisions of the Companies Act 1956 for the time being in force or any amendments thereof, or any amendments and / or modification that may hereafter be made thereto by the Central Government or as may be agreed between the Board of Directors and the Jt. MD. The terms and conditions of the appointment are contained hereunder and in the Explanatory Statement.

Terms of Remuneration

In the scale of Rs. 10,41,700 - 1,26,300 - 11,68,000 per month as minimum remuneration, applicable for a 2 year period upto 30th September 2012, and on further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, incentive, extra salary etc., but excluding the following;

- i) 1% commission on net profit calculated as per section 198, 349 and 350 of the Companies Act, 1956.
- ii) Contribution to the Provident Fund, Superannuation Fund, Annual Fund and Gratuity;
- iii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iv) Provision of vehicle for use of Company’s business as per the policy fixed by the Company; and
- v) Telephone at the residence, such that personal long distance calls shall be recovered from the Director concerned.

RESOLVED FURTHER THAT where in any financial year during the tenure of said Joint Managing Director, the Company has no profits or its profits are inadequate,

the Company shall pay him the above remuneration, as the minimum remuneration, as is permissible, but not exceeding the limits specified under Section II of Part II to Schedule XIII of the Companies Act, 1956 as applicable for the period for which profits are inadequate.

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

Appointment and Remuneration to Shri Ashok B Jain as Vice Chairman.

9. To consider and if thought fit, to pass, with or without modification as may be deemed fit, the following as a Special Resolution

"RESOLVED THAT, pursuant to provisions of Sections 198, 269, 309, 310, 311, 314, read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or reenactment thereof, for the time being in force) the Company hereby approves and consents to the re-appointment of Mr. Ashok B. Jain as a Whole Time Director of the Company designated as Vice Chairman of the Company from 1st October 2010 (hereinafter referred to as 'VC') for a period of 2 years, on the terms and conditions including perquisites, where the remuneration including perquisites are subject to the approval of the Central Government, as may be applicable from time to time, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions of the said appointment, so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956, or the applicable provisions of the Companies Act 1956 for the time being in force or any amendments thereof, or any amendments and / or modification that may hereafter be made thereto by the Central Government or as may be agreed between the Board of Directors and the VC. The terms and conditions of the appointment are contained hereunder and in the Explanatory Statement.

Terms of Remuneration

In the scale of Rs. 10,41,700 - 1,26,300 - 11,68,000 per month as minimum remuneration, applicable for a 2 year period upto 30th September 2012, and on further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, incentive, extra salary etc., but excluding the following;

- i) 1% commission on net profit calculated as per section 198, 349 and 350 of the Companies Act, 1956.
- ii) Contribution to the Provident Fund, Superannuation Fund, Annual Fund and Gratuity;
- iii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iv) Provision of vehicle for use of Company's business as per the policy fixed by the Company; and
- v) Telephone at the residence, such that personal long distance calls shall be recovered from the Director concerned.

RESOLVED FURTHER THAT where in any financial year during the tenure of said Whole Time Director, the Company has no profits or its profits are inadequate,

the Company shall pay him the above remuneration, as the minimum remuneration, as is permissible, but not exceeding the limits specified under Section II of Part II to Schedule XIII of the Companies Act, 1956 as applicable for the period for which profits are inadequate.

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

Appointment and Remuneration to Shri Atul B Jain as Director-Marketing.

10. To consider and if thought fit, to pass, with or without modification as may be deemed fit, the following as a Special Resolution

"RESOLVED THAT, pursuant to provisions of Sections 198, 269, 309, 310, 311, 314, read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or reenactment thereof, for the time being in force) the Company hereby approves and consents to the re-appointment of Mr. Atul B. Jain as a Whole Time Director of the Company designated as Director- Marketing of the Company from 1st October 2010 (hereinafter referred to as 'D-M') for a period of 2 years, on the terms and conditions including perquisites, where the remuneration including perquisites are subject to the approval of the Central Government, as may be applicable from time to time, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions of the said appointment, so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956, or the applicable provisions of the Companies Act 1956 for the time being in force or any amendments thereof, or any amendments and / or modification that may hereafter be made thereto by the Central Government or as may be agreed between the Board of Directors and the D-M. The terms and conditions of the appointment are contained hereunder and in the Explanatory Statement.

Terms of Remuneration

In the scale of Rs. 10,41,700 - 1,26,300 - 11,68,000 per month as minimum remuneration, applicable for a 2 year period upto 30th September 2012, and on further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, incentive, extra salary etc., but excluding the following;

- i) 1% commission on net profit calculated as per section 198, 349 and 350 of the Companies Act, 1956.
- ii) Contribution to the Provident Fund, Superannuation Fund, Annual Fund and Gratuity;
- iii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iv) Provision of vehicle for use of Company's business as per the policy fixed by the Company; and
- v) Telephone at the residence, such that personal long distance calls shall be recovered from the Director concerned.

RESOLVED FURTHER THAT where in any financial year during the tenure of said Whole Time Director, the Company has no profits or its profits are inadequate,

the Company shall pay him the above remuneration, as the minimum remuneration, as is permissible, but not exceeding the limits specified under Section II of Part II to Schedule XIII of the Companies Act, 1956 as applicable for the period for which profits are inadequate.

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

Appointment and Remuneration to Shri R Swaminathan as Director- Technical.

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

"RESOLVED THAT, pursuant to provisions of Sections 198, 269, 309, 310, 311, 314, read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or reenactment thereof, for the time being in force) the Company hereby approves and consents to the re-appointment of Mr. R. Swaminathan as a Whole Time Director of the Company designated as Director-Technical of the Company from 1st October 2010 (hereinafter referred to as 'D-T') for a period of 2 years, on the terms and conditions including perquisites, where the remuneration including perquisites are subject to the approval of the Central Government, as may be applicable from time to time, as are set out below, with liberty to the Board of Directors to alter, and vary the terms and conditions of the said appointment, so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956, or the applicable provisions of the Companies Act 1956 for the time being in force or any amendments thereof, or any amendments and / or modification that may hereafter be made thereto by the Central Government or as may be agreed between the Board of Directors and the D-T. The terms and conditions of the appointment are contained hereunder and in the Explanatory Statement.

Terms of Remuneration

In the scale of Rs. 5,20,320 per month as minimum remuneration, applicable for a 2 year period upto 30th September 2012, and on further terms and conditions as per agreement to be entered into with him, inclusive of all perquisites, incentive, extra salary etc., but excluding the following;

- i) Contribution to the Provident Fund, Superannuation Fund, Annual Fund and Gratuity;
- ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment;
- iii) Provision of vehicle for use of Company's business as per the policy fixed by the Company; and
- iv) Telephone at the residence, such that personal long distance calls shall be recovered from the Director concerned.

RESOLVED FURTHER THAT where in any financial year during the tenure of said Whole Time Director, the Company has no profits or its profits are inadequate,

the Company shall pay him the above remuneration, as the minimum remuneration, as is permissible, but not exceeding the limits specified under Section II of Part II to Schedule XIII of the Companies Act, 1956 as applicable for the period for which profits are inadequate.

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

AMENDMENT TO THE AUTHORISED CAPITAL CLAUSE AND OTHER CLAUSES OF THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

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

"RESOLVED THAT in terms of Section 16 and other applicable provisions of the Companies Act, 1956, if any, the consent of the Company be and is hereby given to amend Clause V of the Memorandum of Association of the Company, which be and is hereby modified to read as follows:

"Clause V of Memorandum of Association"

V. The Authorised Share Capital of the Company is Rs. 2,97,30,00,000 (Rs. Two hundred ninety seven crores Thirty Lacs only) divided into 96,40,00,000 Equity Shares of Rs. 2/- each 1,00,00,000 Redeemable Preference shares of Rs. 100/- each and 2,25,00,000 Unclassified Shares of Rs. 2/- each with power to increase or reduce the capital and to divide shares in Capital for the time being, into several classes, and to attach thereto respectively, such preferential, deferred, qualified or special rights (whether relating to differential rights of dividends, voting or otherwise), privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions, in such manner as may be for the time being be provided by the Articles of Association of the Company.

AMENDMENT TO THE CAPITAL CLAUSE OF THE ARTICLES OF ASSOCIATION

"RESOLVED THAT in terms of Section 31 and other applicable provisions of the Companies Act, 1956, if any, the consent of the Company be and is hereby given to amend Article 4 and Article 154 of the Articles of Association of the Company, which be and is hereby modified to read as follows:

Article 4 of Articles of Association

4. The Authorised Share Capital of the Company is Rs. 2,97,30,00,000 (Rs. Two hundred ninety seven crores Thirty Lacs only) divided into 96,40,00,000 Equity Shares of Rs. 2/- each 1,00,00,000 Redeemable Preference shares of Rs. 100/- each and 2,25,00,000 Unclassified Shares of Rs. 2/- each



with power to increase or reduce the capital and to divide shares in Capital for the time being, into several classes, and to attach thereto respectively, such preferential, deferred, qualified of special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions, in such manner as may be for the time being provided by the Articles of Association of the Company.

154. Documents how executed

All deeds, agreements, instruments, letters, bonds, affidavits, declarations, indemnities, powers of attorney and other documents of any nature whatsoever entered into by the Company shall be executed in any one of the following ways: (a) pursuant to approval by the Board of the Company by such person(s) who have been named in the resolution of the Board, (b) pursuant to a Power of Attorney or Letter of Authority or similar instrument executed by the Company, which Power of Attorney or Letter of Authority or similar instrument has been approved by the Board of the Company, by such person(s) in whose favour the Power of Attorney or Letter of Authority or other similar instrument is granted, (c) under common seal of the Company affixed in the manner set out in Section 48 of the Act, (d) by the Managing Director or the Joint Managing Director or the Company Secretary of the Company, acting singly. All deeds, agreements, instruments, letters, bonds, affidavits, declarations, indemnities, powers of attorney and other documents of any nature whatsoever executed on behalf of the Company in any of the ways set out above in this Article shall be binding on the Company.

“RESOLVED FURTHER THAT, any of the Directors of the Company or the Company Secretary be and are hereby authorized to file necessary forms with the Registrar of Companies, and to do all such acts and deeds deemed necessary to give effect to this resolution.”

By order of Board
For Jain Irrigation Systems Ltd.

Sd/-

A. V. Ghodgaonkar
Company Secretary

Mumbai, 2nd September, 2010

Notes

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 SHOULD BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE SCHEDULED COMMENCEMENT OF THE MEETING.**
2. The Register of Members, Preference Shareholders and related transfer books of the Company shall be closed from **Monday 20th September 2010, to Thursday 30th September 2010 (both days inclusive).**
3. Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 is annexed herewith.
4. The background of the retiring Directors is given in the Director's Report as per the requirements of the Corporate Governance Code under Clause 49 of the Listing Agreements entered into with the Exchanges.
5. Members who have not claimed dividend declared by the Company for the year ended 31st March 2006, 31st March 2007, 31st March 2008 and 31st March 2009 respectively 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 law established by the Central Government Under Section 205C of the Companies Act, 1956.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

SPECIAL BUSINESS:

Item No. 6 – Mortgage of Immovable Properties of the Company:

The Company through the Board of Directors borrows from time to time and within the limits prescribed for by Shareholders lastly in 20th AGM in 2007, other than working capital loans in ordinary course of business.

To borrow from Term Lenders the Company has to charge / mortgage its immovable properties, including the equipment attached to the property. Generally, the term lenders secure the borrowings of Company by first pari passu charge on fixed assets of the Company and the working capital lenders seek a second charge on the fixed assets of the Company.

The resolution seeks the permission of Shareholders for creation of charge / encumbrance on assets as is required under the provisions of Section 293 (1) (a) of the Companies Act 1956. Although, creation of charge on assets of the Company does not amount to “disposal” as is interpreted by various Courts, there is an alternative view which is prevalent in India, hence as a matter of abundant caution the approval of Shareholders is sought.

The Company has to secure Lenders as under which includes renewal/enhancement/revival/conversion of existing working capital loans and initiatives

Financial facilities sanctioned:

Sr. No.	Name of Lender	Nature of facility	Amount (Rs. in Crores)	Charge
1	International Finance Corporation	ECB Loan	71.00 (\$15 mn)	Exclusive Charge
2	Central Bank of India	Term Loan	100	1st Charge

The Directors recommend the resolution for your approval.

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

Item No.7 – Reappointment and Remuneration & Perquisites To Mr. Anil B. Jain- Managing Director Of the Company

Shri Anil B. Jain has been the Managing Director of the Company since 30th September 1993 and the current term end on 30th September 2010. The Board of Directors have approved the re appointment of Shri Anil B. Jain as Managing Director for a period of 2 years with effect from 1st October 2010.

The issue of renewed/enhanced managerial remuneration for the said 2 year contract is being placed before the Shareholders in the ensuing AGM of the Company. The Company's Compensation Committee has already approved the remuneration at a meeting held on 8th August 2010.

As per requirements of Schedule XIII the following disclosures are made hereby

a. Background details: Mr. Anil B Jain is a Commerce graduate and has completed his Law degree from Mumbai University. He is Director of Company since inception. Shri Anil B. Jain has been the Managing Director of the Company since 30th September 1993. He was last appointed as Managing Director for 2 years w.e.f. 1st October, 2008 by the Board of Directors. Now

the proposal is to reappoint him for a further period of 2 years. Besides overall management responsibility he handles banking and finance, bulk raw material purchases, exports, overseas offices, and strategic decisions affecting business of the Company.

- b. Past and proposed Remuneration:** Mr. Anil B Jain: Rs. 11,68,000 on a per month basis as minimum remuneration, (Past Remuneration was Rs. 11,68,000 per month) and Commission @ 1% (Past ¾%) of net profits, if any, as calculated under sections 349 and 350 of the Companies Act 1956, if applicable, for a 2 year period of effective from 1st October 2010 to 30th September 2012, inclusive of all perquisites, incentive, extra salary etc, but excluding the following;
- Contribution to the Provident Fund, Superannuation Fund, Annuity Fund and Gratuity fund as per rules of the Company;
 - Gratuity not exceeding half-month salary for each year of completed service under this appointment;
 - Provision of vehicle for use of Company's business as per the policy fixed by the Company; and
 - Telephone at the residence, such that personal long distance calls shall be recovered from the Director concerned.

c. Job profile and his suitability: The Managing Director would have the authority to oversee and implement the day-to-day operations of the Company and its Subsidiaries in accordance with the Annual Budget and quarterly budget of the Company - approved by the Board. The proposed appointee has over 27 years of experience with last 17 years having been spent as the Managing Director of the Company.

d. Comparative remuneration: The Compensation Committee of the Board commissioned an internal review and report for the purpose of bringing out comparison between different companies of either same size in terms of the turnover or market capitalisation as the Company and after considering the same has finalized the above remuneration for the Managerial personnel.

The reappointment of Mr. Anil B. Jain as Managing Director on the Board is necessary to ensure smooth functioning, growth and implementation of plans of the Company and your Directors strongly recommend that resolutions for his reappointment as Whole Time Director designated as Managing Director be adopted unanimously. The remuneration payable to him is within the limits laid down in the Schedule XIII to the Companies Act 1956.

In view of the above, your directors consider it necessary and desirable to retain in the Board Mr. Anil B. Jain as Managing Director whose proposed terms and conditions of the reappointment are contained in the resolution.

Mr. Anil B. Jain may be deemed to be interested in the resolution at item number 7 of the Notice and this may be treated as the abstract of his interest u/s. 302 of the Act.

The Directors recommend the resolution for your approval.

No Director other than, Mr. B. H. Jain, Mr. Ashok B. Jain, Mr. Ajit B Jain and Mr. Atul B Jain who are related as father and brothers to the appointee, is interested/concerned in the resolution.

Item No. 8 - Reappointment of Mr. Ajit B. Jain As Whole Time Director designated as Joint Managing Director of The Company

Mr. Ajit B Jain was appointed as a Jt. Managing Director (Jt. MD) w.e.f. 1st October 2008 for a period of 2 years, after approval of Shareholders. The Board reappointed Shri Ajit B Jain as the Joint Managing Director on 2nd September 2010 for a period of 2 years w.e.f. 1st October 2010 and the Compensation committee has approved the remuneration payable to him for the period in a meeting held on 8th August, 2010.

a. Background: Mr. Ajit B. Jain is a B.E. (Mech.) from Pune. He has worked as M.D. of erstwhile Jain Plastics and Chemicals Limited (now part of the Company), from 1993 - 1998, and as Jt. M.D of the Company 1998-2002 and 2005-2010, and worked as Chief Operating Officer of the Company from 20th August 2002 to 13th May 2004. Besides overall production, administration and marketing management responsibility he has also handled all India marketing function of Drip Irrigation and PVC pipe products, PE and other speciality pipes and fittings all over the world. He has been involved with development of new applications & products and adaptation of drip technology for Indian conditions.

b. Past and proposed Remuneration: Mr Ajit B. Jain: In the scale of Rs. 10,41,700 - 1,26,300 - 11,68,000 per month basis as minimum remuneration (Past Rs. 8,68,000 per month) and Commission @ 1% (Past ¾%) of net profits, if any, as calculated under sections 349 and 350 of the Companies Act 1956, if applicable, for a period of 2 years effective from 1st October 2010 on further terms and conditions as per the Explanatory Statement and inclusive of all perquisites, incentive, extra salary etc, but excluding the following:

- (i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund and Gratuity fund as per rules of the Company;
- (ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment as per rules of the Company;
- (iii) Provision of vehicle for use of Company's business as per the policy fixed by the Company and as per rules of the Company; and
- (iv) Telephone at the residence, such that personal long distance calls shall be recovered from the concerned person as per rules of the Company."

c. Job Profile and suitability: Jt. MD is a key employee of the Company and would have the authority to oversee the functions directly working with him. He has substantial authority to oversee and implement the day to day operations of the Company in accordance with the annual budget and quarterly budget approved by the Board. The proposed appointee has technical background and has been largely involved in developing the drip irrigation concept in the Country. He has 26 years of experience including last 18 years at senior and responsible level in the Company.

d. Comparative remuneration: The Compensation Committee of the Board commissioned an internal review and report for the purpose of bringing out comparison between different companies of either same size in terms of the Turnover or market Capitalisation as the Company and after considering the same has finalized the above remuneration for the Managerial personnel.

The appointment of Mr. Ajit B. Jain as Joint Managing Director of the Company is necessary to ensure smooth

functioning, growth and implementation of expansion plans of the Company and your Directors strongly recommend that resolution for his appointment as Whole Time Director designated as Joint Managing Director be adopted unanimously. The remuneration payable to him is not subject to approval of the Central Government as it is within the limits laid down in the Schedule XIII to the Companies Act 1956.

In view of the above, your directors consider it necessary and desirable to include in the Board Mr. Ajit B. Jain whose proposed terms and conditions of the appointment are contained in the resolution.

Mr. Ajit B. Jain may be deemed to be interested in the resolution at item number 8 of the Notice and this may be treated as the abstract of his interest u/s 302 of the Act.

The Directors recommend the resolution for your approval.

No Director other than, Mr. B. H. Jain, Mr Ashok B. Jain, Mr. Anil B. Jain and Mr. Atul B Jain, who are related as father and brothers to the appointee, are deemed to be interested in the proposed resolution, directly or indirectly.

Item No. 9 - Reappointment of Shri Ashok B Jain As Whole Time Director designated as Vice-Chairman of the Company

Mr. Ashok B. Jain was appointed as a President from 20th August 2002 for a period of 3 years after approval of Shareholders. After expiration of his term as President, the Board had appointed him as Whole Time Director designated as Vice Chairman on 30th September 2005. The Board has reappointed him as Whole Time Director designated as Vice Chairman on 27th August 2008 for the period of two years in a meeting held on 27th August 2008.

Further, the Board has reappointed him as Whole Time Director designated as Vice Chairman on 2nd September 2010 and the Compensation committee has approved the remuneration payable to him for the period of two years in a meeting held on 8th August 2010.

a. Background: Mr. Ashok B. Jain is Commerce Graduate. He is Director of the Company since 1992. He was appointed as Whole Time Director of the Company designated as Vice Chairman on 30th March 1993 for 5 years, the appointment was renewed on 1st March 1998 for 5 years. However, he resigned as Vice Chairman on 17th August 2002. However he was reappointed as Whole Time Director designated as Vice Chairman on 30th September 2005. The Board has reappointed him as Whole Time Director designated as Vice Chairman on 27th August 2008 for the period of two years in a meeting held on 27th August 2008.

Further, the Board has reappointed him as Whole Time Director designated as Vice Chairman on 2nd September 2010 and the Compensation committee has approved the remuneration payable to him for the period of two years in a meeting held on 8th August 2010.

He looks after Corporate Administration, Corporate image and PR, events management and has additional responsibility for fruit and vegetables purchase, marketing of Tissue Culture and Solar products of the Company.

b. Past and proposed Remuneration: Mr Ashok B. Jain: In the scale of Rs. 10,41,700 - 1,26,300 - 11,68,000 per month basis as minimum remuneration, (Past Rs. 5,80,000/-per month) and Commission @ 1% (Past ¾%) of net profits, if any, as calculated under Section 349 and 350 of the Companies Act 1956, if applicable for a period of 2 years effective from 1st

October 2010 on further terms and conditions as per the Explanatory Statement and inclusive of all perquisites, incentive, extra salary etc, but excluding the following;

- (i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund and Gratuity fund as per rules of the Company;
- (ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment as per rules of the Company;
- (iii) Provision of vehicle for use of Company's business as per the policy fixed by the Company and as per rules of the Company; and
- (iv) Telephone at the residence, such that personal long distance calls shall be recovered from the concerned person as per rules of the Company.

c. Job Profile and suitability: Shri Ashok B. Jain is a key employee of the Company and would have the authority oversee the functions directly working with him. He has substantial authority to oversee and implement the day to day corporate administrative operations of the Company in accordance with the policies of the Company. Shri Ashok B. Jain has commercial background and also involved in developing the products of the Company. He has 27 years of experience at senior and responsible level in the Company. His appointment as Vice Chairman of the Company is necessary to ensure smooth functioning, growth and implementation of expansion plans of the Company.

d. Comparative remuneration: The Compensation Committee of the Board commissioned an internal review and report for the purpose of bringing out comparison between different companies of either same size in terms of the Turnover or market Capitalisation as the Company and after considering the same has finalized the above remuneration for the Managerial personnel.

His appointment as Whole Time Director designated as Vice Chairman of the Company is necessary to ensure smooth functioning, growth and implementation of plans of the Company and your Directors strongly recommend that resolution for his appointment as Whole Time Director designated as Vice Chairman be adopted unanimously.

In view of the above, your directors consider it necessary and desirable to retain in the Board Mr. Ashok B Jain as Vice Chairman whose proposed terms and conditions of the appointment are contained in the resolution. Mr. Ashok B. Jain may be deemed to be interested in the resolution at item number 9 of the Notice and this may be treated as the abstract of his interest u/s 302 of the Act.

The Directors recommend the resolution for your approval.

No Director other than, Mr. B. H. Jain, Mr. Anil B. Jain, Mr. Ajit B. Jain and Mr. Atul B Jain, who are related as father and brothers to the appointee, are interested in the proposed resolution, directly or indirectly.

ITEM No.10 - Appointment and Remuneration to Shri Atul B. Jain, Whole Time Director designated as Director -Marketing of the Company

Atul B. Jain is a Commerce Graduate. He has worked as Director of erstwhile Jain Plastics and Chemicals Limited (now part of the Company), from 1995 to 30th March 1998. He was appointed CMO of the Company w.e.f. 29th August 2008 with approval of Shareholders and the Central Government.

The Board has reappointed him (his current term comes to end on 30th September 2010) as Whole Time Director

designated as Director-Marketing on 2nd September 2010 and the Compensation committee has approved the remuneration payable to him for the period of two years in a meeting held on 8th August 2010.

The disclosures required under Schedule XIII are as under:

a. Background: Mr. Atul B. Jain is a Commerce Graduate. He has worked as Director of erstwhile Jain Plastics and Chemicals Limited (now part of the Company), from 1995 to 30th March 1998. He was posted in London office and developed the Food distribution business in Europe and helped the Company to maintain the plastic exports to Europe. He was appointed as Consultant on retainer basis by erstwhile Jain Processed Foods Pvt. Ltd from 1st April 2001 to 17th August 2002. He was appointed CMO of the Company w.e.f. 20th August 2002. Besides overall marketing management responsibility he has also handled all India marketing function of Drip Irrigation and PVC pipe products, PE and other speciality pipes and fittings all over the world. He has been involved with development of new applications & products in overseas markets for food and plastic sheet divisions. He was appointed Director- Marketing on 30th September 2005 for a period of three years but he has resigned from the Board of the Company with effect from 28th July 2008 to enable the Company to remain compliant with the revised Corporate Governance requirements. The Board has reappointed him as Whole Time Director designated as Director-Marketing on 2nd September 2010 and the Compensation committee has approved the remuneration payable to him for the period of two years in a meeting held on 8 th August 2010.

b. Past and proposed Remuneration: Mr Atul B. Jain: In the scale of Rs. 10,41,700 - 1,26,300 - 11,68,000 per month basis as minimum remuneration, (Past Rs. 4,40,000/-per month) and Commission @ 1% (Past ¾%) of net profits, if any, as calculated under Section 349 and 350 of the Companies Act 1956, if applicable for a period of 2 years effective from 1st October 2010 on further terms and conditions as per the Explanatory Statement and inclusive of all perquisites, incentive, extra salary etc, but excluding the following:

- (i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund and Gratuity fund as per rules of the Company;
- (ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment as per rules of the Company;
- (iii) Provision of vehicle for use of Company's business as per the policy fixed by the Company and as per rules of the Company; and
- (iv) Telephone at the residence, such that personal long distance calls shall be recovered from the concerned person as per rules of the Company.

c. Job Profile and suitability: The reappointment of Mr. Atul B. Jain as Director –Marketing (DM) of the Company is necessary to ensure smooth functioning, growth and implementation of marketing plans of the Company and your Directors strongly recommend that resolution for his appointment as DM be adopted unanimously.

His appointment and the payment of remuneration is not subject to the prior approval of the Central Government. The remuneration payable to him is within the limits laid down in the Schedule XIII to the Companies Act 1956.

d. Comparative remuneration: The Compensation Committee of the Board commissioned an internal review

and report for the purpose of bringing out comparison between different companies of either same size in terms of the Turnover or market Capitalisation as the Company and after considering the same has finalized the above remuneration for the Managerial personnel.

His appointment as Whole Time Director designated as Director Marketing of the Company is necessary to ensure smooth functioning, growth and implementation of plans of the Company and your Directors strongly recommend that resolution for his appointment as Whole Time Director designated as Director Marketing be adopted unanimously.

In view of the above, your directors consider it necessary and desirable to reappoint Shri Atul B. Jain as Director - Marketing whose proposed terms and conditions of the appointment are contained in the resolution.

Mr. Atul B. Jain may be deemed to be interested in the resolution at item number 10 of the Notice.

No Director other than, Mr. B. H. Jain, Mr. Ashok B. Jain, Mr. Anil B. Jain and Mr. Ajit B. Jain, who are related as father and brothers to the appointee, are interested in the proposed resolution, directly or indirectly

Item No. 11 - Appointment of Shri R. Swaminathan as Whole Time Director designated as Director - Technical of the Company

Mr. R. Swaminathan was appointed as a Chief Technical Officer (CTO) w.e.f. 20th September 2002 for a period of 3 years. After expiration of his term as CTO the Board had appointed him as Whole Time Director - Technical on 30th September 2005. The Board had reappointed Shri R. Swaminathan as Whole Time Director designated as Director - Technical for a period of two years effective from 1st October 2008 and his term end on 30th September 2010.

The Board has now reappointed Shri R. Swaminathan as Whole Time Director designated as Director - Technical for a period of 2 years effective from 1st October 2010.

a. Background : Mr. R Swaminathan is B Tech (Chemical). He been associated with the Company since inception. He was appointed as Whole Time Director of the Company on 9th May 1996 for 5 years, the appointment was renewed on 09th May 2001 for 5 years. However, he resigned as Whole Time Director- Technical on 20th August 2002. He has been appointed CTO of the Company w.e.f. 20th August 2002. The Board had reappointed Shri R. Swaminathan as Whole Time Director designated as Director - Technical for a period of two years effective from 1st October 2008 and now further reappointed Shri R. Swaminathan as Whole Time Director designated as Director - Technical for a period of 2 years effective from 1st October 2010.

He looks after the technical areas of PVC Pipes, Plastic Sheets and related business areas. He has worked in almost all the operational areas and is involved with development of new applications & products and adaptation of drip technology for Indian conditions. In the recent years he is credited with development of new plastic sheet product which are now fast replacing the lumber applications in the North American construction industry.

b. Past and proposed Remuneration: Mr. R. Swaminathan : In the scale of Rs. 5,20,320 per month basis as minimum remuneration (Past Rs. 3,84,000/- per month) for 2 years effective from 1st

October 2010 inclusive of all perquisites, incentive, extra salary etc, but excluding the following;

- i) Contribution to the Provident Fund, Superannuation Fund, Annuity Fund and Gratuity fund as per rules of the Company;
- ii) Gratuity not exceeding half-month salary for each year of completed service under this appointment as per rules of the Company;
- iii) Provision of vehicle for use of Company's business as per the policy fixed by the Company and as per rules of the Company; and
- (iv) Telephone at the residence, such that personal long distance calls shall be recovered from the concerned person as per rules of the Company.

c. Job Profile and suitability: Mr. R. Swaminathan is a key employee of the Company and would have the authority oversee the functions directly working with him. He has substantial authority to oversee and implement the day to day production plan of Plastic Park of the Company in accordance with the annual budget and quarterly budget approved by the Board.

Mr. R. Swaminathan has technical background and has been largely involved in developing the products of the Country. He has 36 years of experience at senior and responsible level in the Company.

d. Comparative remuneration: The Compensation Committee of the Board commissioned an internal review and report for the purpose of bringing out comparison between different companies of either same size in terms of the Turnover or market Capitalisation as the Company and after considering the same has finalized the above remuneration for the Managerial personnel.

The reappointment of Mr. R. Swaminathan as Whole Time Director- Technical of the Company is necessary to ensure smooth functioning, growth and implementation of expansion plans of the Company and your Directors strongly recommend that resolutions for his appointment as Whole Time Director - Technical be adopted unanimously.

In view of the above, your directors consider it necessary and desirable to retain in the Board Mr. R Swaminathan whose proposed terms and conditions of the appointment are contained in the resolution.

Mr. R Swaminathan may be deemed to be interested in the resolution at item number 11 of the Notice and this may be treated as the abstract of his interest u/s 302 of the Act.

No Director is any way interested in the proposed resolution, directly or indirectly.

Item No.12 - Amendment to the Authorised Capital and Common Seal Clause of the Memorandum of association and Articles of Association

The Board of Directors have considered and decided on 9th August 2010 to Split the face value of Equity Shares of the Company from present Rs 10 each to proposed Rs.2 each. This needs an amendment in the Authorised Share Capital clause in Memorandum of Association and the Articles of Association, before the Company can implement the Board decision.



The present and the proposed Authorised Capital is as follows:

Sr. No.	Particulars	Pre Re-Organisation			Post Re-Organisation and Pre Split			Post Re-Organisation and post Split		
		No. of Shares	Face Value (Rs.)	Amount (Rs.)	No. of Shares	Face Value (Rs.)	Amount (Rs.)	No. of Shares	Face Value (Rs.)	Amount (Rs.)
1	Equity Shares	9,65,00,000	10	96,50,00,000	19,28,00,000	10	1,92,80,00,000	96,40,00,000	2	1,92,80,00,000
2	Preference Shares	1,96,30,000	100	1,96,30,00,000	1,00,00,000	100	1,00,00,00,000	1,00,00,000	100	1,00,00,00,000
3	Unclassified Shares	45,00,000	10	4,50,00,000	45,00,000	10	4,50,00,000	2,25,00,000	2	4,50,00,000
Total				2,97,30,00,000				2,97,30,00,000	Total	2,97,30,00,000

The Board wishes the Shareholding of the Company to spread further wide and it is believed that with high prices the retail and small shareholders are driven away from holding/investing in high priced shares. Hence split in face value of shares has been used as an effective tool to widen the Shareholder base by several companies. The Board has therefore recommended the split of shares to the Shareholders.

After the proposed amendment is passed the Board shall fix a **“Record Date”** in consultation with Exchanges where the Company's shares are listed and traded to make the split of shares effective.

Article 154 of the Articles of Association of the Company has created complications/confusion with respect to the signatories who would be executing the documents on behalf of the Company. Further all signatories for the execution of the documents would not be present and

available at the same time for the execution of the Company documents. Hence in order to enable the smooth execution of documents, it was decided to amend Article 154 of the Articles of Association of the Company.

The Directors of the Company recommend that the resolution be passed as proposed. None of the Directors are in any way interested in the related resolution placed before the meeting.

By order of Board
For Jain Irrigation Systems Ltd.

Sd/-

A. V. Ghodgaonkar
Mumbai, 2nd September, 2010 **Company Secretary**

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

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

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP BEFORE YOU COME TO THE MEETING AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

1. Name of the attending Member: _____
(In Block Letters)
2. Register Folio No.: _____ No. of Shares _____
3. Beneficiary A/c No. _____ DP Id No. _____ No. of Shares _____
4. Name of Proxy (In Block Letters): _____
(To be filled if the Proxy attends instead of the member)

I hereby record my presence at the 23rd Annual General Meeting at Jain Plastic Park, N.H.No.6, Bambhori, Jalgaon - 425001 of the Company on Wednesday, 29th September 2010 at 11.00 AM.

Member's / Joint Member's / Proxy's Signature**JAIN®****Jain Irrigation Systems Ltd.**

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

PROXY FORM

I / We _____ of _____
being a member / members of JAIN IRRIGATION SYSTEMS LTD. hereby appoint _____
_____ of _____
(or failing him _____ of _____)

as my / our proxy and to vote for me/us on my/our behalf at the 23rd Annual General Meeting of the Company to be held at Jain Plastic Park, N.H.No.6, Bambhori, Jalgaon - 425001, on Wednesday, 29th September 2010 at 11.00 AM. and at any adjournment thereof.

Signed this _____ day of September 2010.

Affix
Revenue
Stamp
Re. 1.00

DP Id _____

Signature(s) of Member(s) _____

Client Id _____

No. of Shares _____

Folio No. _____

No. of Shares _____

NOTE : THE PROXY FORM DULY COMPLETED MUST BE DEPOSITED SO AS TO REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

For Office use : _____

[illegible]

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