NOTICE

NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2011 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, 2011 (including Balance Sheet as at 31st March, 2011 and Consolidated Balance Sheet as at 31st March, 2011, 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 (₹)
1	4,62,642 4% Preference Shares of ₹100 each (fully redeemed on 30.06.2010) Dividend @4% payable on ₹2,31,32,100 from 01.04.2010 to 30.06.2010.	230,687
	Total	**230,687**

b) Equity Shares of Ordinary ₹2 each

Sr. No.	Particulars of Equity Shares	Amount (₹)
1	50% (₹1/-per share) on 385,886,085 (or as may be outstanding on the Record Date) Equity Shares of Ordinary ₹ 2 each	385,886,085
	Total	**385,886,085**

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

4) To appoint a Director in place of Shri Ghanshyam Dass 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 reappointed as Statutory Auditors of the Company upto the conclusion of the 25th Annual General Meeting on remuneration of ₹ 50 Lacs (Audit fees ₹ 40 Lacs, Tax Audit fees ₹ 4 Lacs and Limited Review fees ₹ 6 Lac), and reimbursement of out of pocket expenses as may be incurred during the course of the audit.

SPECIAL BUSINESS

Appointment of Dr. Arun Kumar Jain as Director

6. To consider, and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution,

"**RESOLVED THAT** Dr. Arun Kumar Jain, Additional Director appointed on 4th April 2011, whose term of office expires at 24th Annual General Meeting and in respect of whom the Company has received notices from Members under Section 257 of the Companies Act, 1956, proposing the candidature for the office of Director, be and is hereby appointed a Director of the Company, subject to retirement by rotation".

7. To consider, and if thought fit, to pass with or without modifications the following resolution as a Special Resolution,

"**RESOLVED** further to the resolution passed in the EGM dated 31st January 2006 empowering the Board of Directors to pass a resolution implementing the FII sub limits from 49% to 60% (the Board of Directors acting on the Shareholders Authority decided to increase the FII sub limits to 60% on 27th January 2011) and shareholders acknowledge the actions of the Board in compliance of their decision in 2006 and now again pursuant to applicable provisions of Foreign Exchange Management Act, 1999 and regulations, notifications made under it (including statutory reenactments, modifications, if any, of the same as may be applicable which are hereby incorporated by reference), and other applicable provisions if any, **THAT** consent and approval of the Shareholders of the Company be and is hereby given to the Company for increase in holdings of Foreign Institutional Investors (FIIs) beyond 49% of the issued, subscribed and paid up equity share capital of the Company for time being, upto a limit of 60% of issued, subscribed and paid up equity share capital of the Company for the time being, subject to such regulatory approvals, if any, as may be necessary for increasing the said FII limits in equity share capital of the Company, and such modifications as may be accepted by Board of Directors while accepting modifications suggested by regulatory authorities for which authority and consent of Shareholders is hereby given".

"**FURTHER RESOLVED THAT,** Board of Directors be and are hereby authorised to take necessary actions deeds / things, whatsoever for giving effect to the increase in FII limits up to 60% as may be necessary in the best interests of the Company, and give such other clarifications/directions/ instructions, filings with the Registrar of Companies and the Reserve Bank of India as they may from time to

time think fit or proper and are authorised further to execute all such documents, papers and writings as may be necessary for the purpose aforesaid or usual / proper in or about the premises, and to do all such acts and deeds as may be necessary and incidental to give effect to this resolution."

Employee Stock Option Plan of Jain Irrigation Systems Limited

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

"**RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, ('the Act'), the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('SEBI Guidelines') (including any statutory modifications or re-enactment of the Act or the SEBI Guidelines, for the time being in force) and subject to the provisions contained in the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the Ordinary Equity Shares of the Company are listed, any rules, and subject to other applicable law, approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee including the Compensation Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent and approval of the Company be and is hereby accorded to the Board to introduce and implement the Jain Irrigation Employee Stock Option Plan 2011 (hereinafter referred to as the "Plan") the salient features of which are detailed in the Explanatory Statement annexed to this notice and to create, grant, issue, offer and allot directly or through a trust which may be set up in any permissible manner, at any time or from time to time to the present and future permanent employees of the Company, including whole-time directors selected on the basis of criteria prescribed by the Board in accordance with the SEBI Guidelines, (hereinafter referred to as "the Eligible Employees" of the Company, except a promoter or a person who belongs to the promoter group both these expressions being defined in the SEBI Guidelines and director who directly or indirectly holding more than 10% of the issued capital), such number of Options as the Board may decide, which would result in upto 43,56,000 Ordinary Equity Shares adjusted for any bonus, split, consolidation or other reorganization of the capital structure of the Company, as may be applicable from time to time in one or more tranches at such price and on such terms and conditions as may be determined by the Board including providing for any financial assistance to the trust to enable the trust to acquire, purchase or subscribe to the Ordinary Equity Shares of the Company for the purposes of the Plan, subject to the guidelines issued by SEBI, the Act and other applicable law.

RESOLVED FURTHER THAT the Ordinary Equity Shares allotted and/or acquired by the Eligible Employees in accordance with the provisions of the Plan, shall rank pari passu in all respects with the existing Ordinary Equity Shares of the Company including with respect to dividend.

RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to the terms as approved by the members, the Board/Committee be and is hereby authorised to implement the Plan.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorised in whole or in part, to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay fees and commission and incur expenses in relation to or for implementing the Plan.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in connection with formation, funding, administration, operation, etc. of a Trust, if the Board deems necessary or desirable, through which the options may be granted/Ordinary Equity Shares may be allotted to the Eligible Employees of the Company.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the implementation of the Plan and to the options/ Ordinary Equity Shares issued herein, subject to SEBI Guidelines and other applicable laws or regulations, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution.

RESOLVED FURTHER THAT a Compensation Committee comprising of a majority of independent directors of the Company as constituted by the Board, be and is hereby authorised to identify the Eligible Employees and determine the number of options that may be offered to them pursuant to the Plan and to administer all functions and as may be specified in the Plan.

b) RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, ('the Act'), the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('SEBI Guidelines') (including any statutory modifications or re-enactment of the Act or the SEBI Guidelines, for the time being in force) and subject to the provisions contained in the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the Ordinary Equity Shares of the Company are listed, any rules, guidelines and regulations issued by the Reserve Bank of India and subject to other applicable law, approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed

while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee including the Compensation Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent and approval of the Company be and is hereby accorded to the Board to extend the Jain Irrigation Employee Stock Option Plan 2011 (hereinafter referred to as the "Plan") proposed in the aforesaid resolution, the salient features of which are detailed in the Explanatory Statement annexed to this notice, to present and future permanent employees of the subsidiaries of the Company (in India or abroad) including whole-time directors of the subsidiaries of the Company (in India or abroad), selected on the basis of criteria prescribed by the Board in accordance with the SEBI Guidelines (hereinafter referred to as "the Eligible Employees" of the Company's subsidiary, except a promoter or a person who belongs to the promoter group, both these expressions being defined in the SEBI Guidelines and director who directly or indirectly holding more than 10% of the issued capital) and to create, grant, issue, offer and allot, directly or through a trust which may be set up in any permissible manner, such number of options as the Board may decide, which would result in upto 10,00,000 Ordinary Equity Shares (which is in addition to the limit specified in the aforementioned resolution at Item No. 8a).

RESOLVED FURTHER THAT the Ordinary Equity Shares allotted and/or acquired by the Eligible Employees in accordance with the provisions of the Plan, shall rank paripassu in all respects with the existing Ordinary Equity Shares of the Company including with respect to dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities, the Board which expression shall include the Compensation Committee of the Board) be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the Plans and make any modifications, changes, variations, alterations or revisions to the Plan from time to time or to suspend, withdraw or revive the Plan from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose on behalf of the Company and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

By order of Board
For Jain Irrigation Systems Ltd.

Sd/-

A. V. Ghodgaonkar
Mumbai, 5th September 2011 **Company Secretary**

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, 19th September 2011, to Friday, 30th September 2011 (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, 31st March 2009 and 31st March 2010 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.
6. The dividend, if declared at the Annual General Meeting, will be paid on or after 6th October 2011 to those shareholders or their mandate whose:
   a) names appear as Beneficial Owners as at the end of the business hours on 16th September, 2011 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the Shares held in electronic form;
   b) names appear as members in the Register of Members of the Company after giving effect to valid share transfer in physical form lodged with the Company/its Registrar and Transfer Agent (RTA) on or before 12th September, 2011.

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

SPECIAL BUSINESS:

Item No. 6: Appointment of Director

Dr. Arun Kumar Jain was appointed as additional director on 4th April 2011. His appointment expires at the end of 24th AGM. The Company has received a proposal/ notice from a member under Section 257 of the Companies Act, 1956, proposing his candidature for office of Director, liable to retire by rotation.

Background

Dr. Arun Kumar Jain is one of India's best known strategy scholars and author. Widely traveled, he has taught at leading Universities in USA, UK, Greece, France, Germany, and Singapore. He holds honorary chairs as Distinguished Professor of Corporate Governance and Strategy at SP Jain Center for Management, Singapore & Dubai, and Affiliated Professor of Strategy, International Business and Corporate Governance at EM Strasbourg School of Business, Strasbourg (France's largest University) and previously Research Chair Professor at German Graduate School of Business and Law (Germany) and Chairman & President of Center for Accelerated Learning, Innovation, and Competitiveness (Germany). His research has been published in international journals including Harvard Business Review. All his books on general management, viz. Competitive Excellence; Corporate Excellence; and Managing Global Competition have received India's Best Book Awards. His two text books, Crafting and Executing Strategy (running in 16th edition) and International Business (in 6th edition) are standard MBA texts in India and abroad.

Dr. Jain is a gold-medalist mechanical engineer (having received the 'All-Round Best Student' award), Ph.D. from Indian Institute of Management-Ahmedabad (having received IFCI Outstanding Doctoral Research Award), and an alumnus of IFC-World Bank. Before joining full-time Indian Institute of Management–Lucknow (India), he was a faculty at IIM-Bangalore. Professor Jain has presented delivered keynotes at Council of Europe (Strasbourg), Global Corporate Governance Forum at Washington, World Bank/IFC, Bundesbank (Germany), Global Forum for International Investment (Paris), OECD at Paris and Copenhagen, UNCTAD, MITI (Japan), European Union (Brussels), Commonwealth Secretariat (UK), India-Germany Business Forum (Germany), etc.

Dr. Jain writes a fortnightly column on global strategy, innovation and value-based corporate governance for Financial Chronicle.

Your Directors recommend his appointment as director liable to retire by rotation.

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

Item 7 : Increase in FII Sublimits

Foreign investments in India are governed by sub-section (3) of Section 6 of the Foreign Exchange Management Act, 1999 (FEMA) read with Notification No. FEMA 20/2000-RB dated 3rd May 2000 as amended from time to time.

Sub-section (2) of Section II of the Master Circular on Foreign Investment in India dated 1st July 2011 states that Foreign Institutional Investors (FII) can invest in any Indian company upto a maximum of 10% of total paid-up equity capital and the total holding of all FIIs (or their sub accounts) shall not exceed 24% of the paid-up equity capital of such company. However this limit of 24% can be increased to sectoral cap/ statutory limit as applicable to Indian company concern by passing a resolution of its Board of Directors followed by passing of a special resolution in its general body meeting. The Company has been advised that the sectoral cap/ statutory limit for the business of the Company is 100%, hence the FII investment put together with Foreign Direct Investment can go up to 100% of paid up capital of the company. The Shareholders of the Company had at an Extraordinary General Meeting held at Jalgaon on 31st January 2006 approved the increase in holdings of FII's beyond 49% of the issued, subscribed and paid-up equity share capital of the Company upto a limit of 60% and empowered the Board of Directors to implement the shareholders decision at an appropriate time. As per the advise received from the Reserve Bank of India by their letter dated 12th August 2011, the Board of Directors in its meeting held on 5th September 2011 have recommended that the Company place on record the compliance of the EGM resolution dated 31st January 2006 before the Shareholders as the Shareholders had approved for the increase in holdings of FII's beyond 49% of the issued, subscribed and paid-up equity share capital of the Company up to a limit of 60%.

Your directors are recommending passing the resolutions as proposed. None of the Directors are interested in the resolution placed before the meeting directly or indirectly.

Item No.8: a & b) ESOPs to whole-time directors, officers and permanent employees working with the Company and its subsidiaries

A Scheme under the name and style of JISL Employees Stock Options and Shares Plan 2005 (ESOP 2005) was launched earlier by the Company. The implementation of plan has progressed as follows:

Category	Options Granted	Options exercised	Live vested Options	Ungranted options
Resident Employees	1,00,00,000	70,53,925	29,46,075	28,56,000
Non Resident Employees	None	None	None	25,00,000
Total	**1,00,00,000**	**70,53,925**	**29,46,075**	**53,56,000**

The Company shall allow the 53,56,000 ungranted options under the ESOP 2005 to lapse soon hereafter. The Company proposes to launch a new Employees Stock Option Plan as per the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the 'SEBI Guidelines'), the Companies Act, 1956 (the 'Act') and other applicable law and in order to issue options and Ordinary Equity Shares to whole-time directors and permanent employees of the Company and its subsidiaries (in India and abroad) 'Eligible Employees') so as to ensure commitment, retain and attract good talent through ownership and financial motivation.

With the above objectives in mind, the Company proposes to introduce a plan namely "Jain Irrigation Employee Stock Option Plan 2011 (the 'Plan'). The Plan has been formulated in accordance with the Act, SEBI Guidelines and other applicable law. The Board has accordingly decided to seek the approval of members or the same. The Plan is available for inspection at the Registered Office of the Company during business hours on all working days till the date of the ensuing 24th Annual General Meeting.

The following information and description gives the rationale and other details of the Plan and also lists out the information required by the SEBI Guidelines and other provisions of the applicable laws.

1. The Plan is pursuant and subject to the SEBI Guidelines and the provisions of the Income Tax Act 1961 and rules, regulations and guidelines issued there under, if any, shall prevail over any term of the Plan that is inconsistent with the SEBI Guidelines and/ or the Rules/ guidelines issued under the Income Tax Act 1961 or any other applicable law.
2. The Plan shall be administered by and be under the superintendence of the Compensation Committee.
3. (a) The total number of options that may in the aggregate be granted to the Eligible Employees of the Company shall be 43,56,000 Ordinary Equity Shares of face value Rs. 2 each.

   (b) The total number of options that may in the aggregate be granted to the Eligible Employees of the subsidiaries of the Company shall be 10,00,000 Ordinary Equity Shares of face value Rs. 2 each.

   Exactly the number of ESOPs which lapsed in ESOP 2005 are being sought to be issued under ESOP 2011 while the Company may issue Options to whole-time directors, officers and Eligible Employees of the Company and its subsidiaries up to maximum of 100,000 Ordinary Equity Shares to a single Eligible Employee in one tranche.

Hence, there will be no extra dilution in ESOP 2011 than what was envisaged in ESOP 2005.

4. The Options/ Ordinary Equity Shares may be issued in such tranches, phases and manner as the Compensation Committee may deem fit. Before granting the options to whole-time directors, officers and Eligible Employees of the Company or any subsidiary under the Plan, the Compensation Committee/ Board would, apart from examining and evaluating overall group corporate performance, interalia, take into consideration the length of service, grade, performance, merit, key position, futurepotential contribution and conduct of the whole time directors, officers and Eligible Employees of the Company or any subsidiaries and such other factors as may be deemed appropriate by it.
5. Each option shall vest in the hands of the option holder after a minimum of 12 months from the date of grant of the option or such longer period as may be determined by the Compensation Committee/Board from time to time. The maximum vesting period shall be five years from the date of grant of the option or such other period as the Board may determine.
6. The options shall be valid and exercisable for such period as may be determined by the Board from time to time, but would not exceed a period of 5 years from the date of grant of options to the eligible employees.
7. Each option granted to an eligible employee shall entitle him/ her to one Equity Share of the nominalvalue of Rs. 2/- each at a 10% discount to the market price, which would be the latest available closingprice on the Stock Exchange which records the highest trading volume in the Company's OrdinaryEquity Shares on the date prior to the date of the meeting of the Compensation Committee/ Board atwhich the options are granted or at such price as the Compensation Committee/ Board may determine in the date(s) of grant of the options. The option will be exercisable by the employees by a written applicationto the Board/ Compensation Committee/ Trust which may be setup for this purpose. The options will beexercised in the manner provided in the Plan and on execution of such documents as may be prescribedby the Board/ Committee.
8. The Company shall value the options granted under the Plan, at their 'fair value' as defined under the SEBI Guidelines and as may determined by the Compensation Committee/ Board. The Company hereby formally undertakes and records that it shall conform to the accounting policies as specified in the SEBI Guidelines. In case the Company calculates the employee compensation cost using the intrinsic valueof the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall bedisclosed in the Directors' Report and also the impact of this difference on profits and on Earnings Per Share ('EPS') of the Company shall also be disclosed in the Directors' Report.

9. The Compensation Committee/ Board may provide for operation of the Plan through a trust which shall be governed and operated in terms of the provisions stipulated therein.
10. The Committee/ Board shall have the absolute authority to vary or modify the terms of the Plan in accordance with and subject to the regulations and guidelines prescribed by SEBI or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interests of the stakeholders.
11. The Ordinary Equity Shares may be allotted directly to the employees or in accordance with the Plan through any appropriate mechanism including through a trust or any other entity which may be setup for that purpose and such Plan may also contain provisions for providing financial assistance to the employees/ trust to enable the employees/ trust to acquire, purchase or subscribe to the Ordinary Equity Shares or DVR equity Shares from the market and use them for the purposes of the Plan including grant/ transfer to employees.

Your Directors recommend passing the resolution as proposed

None of the Directors of the Company are in any way interested in the resolution placed before the meeting for consideration either directly or indirectly except as above.

By order of Board
For Jain Irrigation Systems Ltd.

Sd/-

A. V. Ghodgaonkar
Mumbai, 5th September 2011 **Company Secretary**

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 24th Annual General Meeting at Jain Plastic Park, N.H.No.6, Bambhori, Jalgaon - 425001 of the Company on Friday, 30th September 2011 at 11.00 AM or any adjournment thereof.

_____
Member's / Joint Member's / Proxy's Signature

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 24th Annual General Meeting of the Company to be held at Jain Plastic Park, N.H.No.6, Bambhori, Jalgaon - 425001, on Friday, 30th September 2011 at 11.00 AM. and at any adjournment thereof.

Signed this _____ day of September 2011.

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 :

NOTES:

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