



## 7) Information to Shareholders:

### A) General Information

|    |  |  |
|----|--|--|
| 1  | Annual General Meeting<br>Day, Date, Time & Venue  | To be held on 11.00 AM Thursday, 27th September 2007 at Registered Office of the Company<br>i.e. Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001  |
| 2  | Book Closure Dates   | 17th September, 2007 to 29th September, 2007 (both days inclusive)   |
| 3  | Financial calendar 2006-2007<br>a) Audited results of 2005-2006<br>b) First quarter results declared<br>c) Second quarter results declared<br>d) Third quarter results declared<br>e) Fourth quarter, and<br>f) Audited results of 2006-2007 | on 27th June, 2006<br>on 31st July, 2006<br>on 29th October, 2006<br>on 19th January, 2007<br>on 30th April, 2007<br>on 22nd August, 2007  |
| 3  | Financial calendar 2007-2008<br>a) First quarter results<br>b) Second quarter results<br>c) Third quarter results<br>d) Fourth quarter and audited Annual Accounts   | Third Friday/Monday of month followed by end of quarter<br>on 20th July 2007<br>on 22nd October 2007<br>on 25th January 2008<br>on 25th April 2008   |
| 4  | Registered Office  | Jain Plastic Park, N H No. 6, Bambhori, Jalgaon - 425001   |
| 5  | Listing of Shares on Stock Exchanges   | a) The Stock Exchange, Mumbai<br>b) National Stock Exchange of India Ltd., Mumbai<br>c) Bourse De Luxembourg for EDRs<br>d) Singapore Exchange Securities Trading Ltd for FCCB                                   |
| 6  | De-listing of Shares on Stock Exchanges  | a) Delhi Stock Exchange Association Ltd.<br>b) The Madras Stock Exchange Ltd<br>c) The Stock Exchange – Ahmedabad.<br>d) Pune Stock Exchange Ltd.<br>e) The Calcutta Stock Exchange Association Ltd (in process) |
| 7  | Listing Fees   | Paid to BSE and NSE Stock Exchanges upto the year 2007-2008.   |
| 8  | Stock Codes<br>a) The Stock Exchange, Mumbai<br>b) National Stock Exchange of India Ltd., Mumbai   | 500219 (Demat & Physical)<br>JISLJALEQS  |
| 9  | ISIN No.   | INE175A01020   |
| 10 | Depositories   | a) National Securities Depository Ltd.<br>b) Central Depository Services (India) Ltd.  |

### B) General Body Meetings

The details of the location, date and time for last three Annual General Meetings are as below:

| Year      | Location   | Date       | Time     |
|-----------|--|------------|----------|
| 2003-2004 | Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001 | 28.12.2004 | 11.00 AM |
| 2004-2005 | Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001 | 30.09.2005 | 11.00 AM |
| 2005-2006 | Jain Plastic Park, N H No. 6, Bambhori, Jalgaon – 425001 | 29.09.2006 | 11.00 AM |

### C) Postal Ballot:

There were no ordinary or special resolutions passed by the Shareholders of the Company through postal ballot during the year ended 31st March, 2007.

### D) Registrar and Transfer Agents :

The Company has appointed **Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai 400 072** as **Registrar and Transfer Agent** and delegated authority to deal with physical transfers as well as dematerialisation/rematerialisation of Equity Shares of the Company with effect from 30th January, 2003.



#### E) Distribution of Shareholding: As at 31st March, 2007

| Shareholding of nominal value of | No. of Shareholders | % of total Nos. | Number of shares  | Value (Rs. In Lacs) | % to Total Rs. |
|----------------------------------|---------------------|-----------------|-------------------|---------------------|----------------|
| Upto 5000                        | 25950               | 96.88           | 1,799,126         | 17,991,260          | 2.93           |
| 5001-10000                       | 374                 | 1.40            | 300,451           | 3,004,510           | 0.49           |
| 10001-20000                      | 166                 | 0.62            | 251,659           | 2,516,590           | 0.41           |
| 20001-30000                      | 63                  | 0.24            | 160,772           | 1,607,720           | 0.26           |
| 30001- 40000                     | 23                  | 0.09            | 80,276            | 802,760             | 0.13           |
| 40001-50000                      | 28                  | 0.10            | 132,723           | 1,327,230           | 0.21           |
| 50001-100000                     | 40                  | 0.15            | 312,359           | 3,123,590           | 0.51           |
| 100001 and above                 | 140                 | 0.52            | 58,443,154        | 584,431,540         | 95.06          |
| <b>Total</b>                     | <b>26784</b>        | <b>100.00</b>   | <b>61,480,520</b> | <b>614,805,200</b>  | <b>100.00</b>  |

#### F) Shareholding pattern as on 31st March, 2007

| Category code | Category of Shareholders  | Number of Shareholders | Total Number of Shares | Number of Shares held in dematerialised form | Total Shareholding as a % of total number of Shares |                   |
|---------------|---|------------------------|------------------------|--|---|-------------------|
|               |   |                        |                        |  | As a % of (A+B)                                     | As a % of (A+B+C) |
| (A)           | Shareholding of promoter and promoter Group                         |                        |                        |  |   |                   |
| (1)           | Indian  |                        |                        |  |   |                   |
|               | (a) Individuals/Hindu Undivided Family                              | 30                     | 19,844,049             | 16,754,049                                   | 32.37   | 32.28             |
|               | (b) Central Govt./State Govts.                                      | -                      | -                      | -  | -   | -                 |
|               | (c) Bodies Corporate  | -                      | -                      | -  | -   | -                 |
|               | (d) Financial Institutions/Banks                                    | -                      | -                      | -  | -   | -                 |
|               | (e) Any other   | -                      | -                      | -  | -   | -                 |
|               | Sub Total A(1)  | 30                     | 19,844,049             | 16,754,049                                   | 32.37   | 32.28             |
| (2)           | Foreign   |                        |                        |  |   |                   |
|               | (a) Individuals(NRI/Foreign Individual).                            | -                      | -                      | -  | -   | -                 |
|               | (b) Bodies Corporate  | -                      | -                      | -  | -   | -                 |
|               | (c) Institutions  | -                      | -                      | -  | -   | -                 |
|               | (d) Any others  | -                      | -                      | -  | -   | -                 |
|               | Sub Total A(2)  | -                      | -                      | -  | -   | -                 |
|               | Total Shareholding of Promoters and Promoters Group (A)(1) + (A)(2) | 30                     | 19,844,049             | 16,754,049                                   | 32.37   | 32.28             |
| (B)           | Public Shareholding   |                        |                        |  |   |                   |
| (1)           | Institutions  |                        |                        |  |   |                   |
|               | (a) Mutual Funds/UTI  | 42                     | 7,084,883              | 7,082,648                                    | 11.56   | 11.52             |
|               | (b) Financial Institutions/Banks                                    | 12                     | 145,458                | 144,773                                      | 0.24  | 0.24              |
|               | (c) Central Govt./State Govt.                                       | -                      | -                      | -  | -   | -                 |
|               | (d) Venture Capital Funds   | -                      | -                      | -  | -   | -                 |
|               | (e) Insurance Companies   | -                      | -                      | -  | -   | -                 |
|               | (d) Foreign Institutional Investors                                 | 61                     | 26,427,234             | 26,425,284                                   | 43.11   | 42.98             |
|               | (e) Foreign Venture Capital Investors                               | -                      | -                      | -  | -   | -                 |
|               | (f) Any other   | -                      | -                      | -  | -   | -                 |
|               | Sub Total B(1)  | 115                    | 33,657,575             | 33,652,705                                   | 54.90   | 54.75             |
| (2)           | Non Institutions  |                        |                        |  |   |                   |
|               | (a) Bodies Corporate  | 503                    | 1,924,101              | 1,905,830                                    | 3.14  | 3.13              |



| Category code | Category of Shareholders   | Number of Shareholders | Total Number of Shares | Number of Shares held in dematerialised form | Total Shareholding as a % of total number of Shares |                   |
|---------------|--|------------------------|------------------------|--|---|-------------------|
|               |  |                        |                        |  | As a % of (A+B)                                     | As a % of (A+B+C) |
|               | i. Individuals-shareholders holding nominal                                      |                        |                        |  |   |                   |
| (b)           | Share Capital up to Rs. 1 Lakh   | 25,836                 | 2,635,904              | 1,806,248                                    | 4.30  | 4.29              |
|               | ii. Individuals-shareholders holding nominal Share Capital excess of Rs. 1 Lakh  | 32                     | 901,638                | 798,530                                      | 1.47  | 1.47              |
|               | (c) Any other  |                        |                        |  |   |                   |
|               | i) NRI   | 201                    | 76,284                 | 71,591                                       | 0.12  | 0.12              |
|               | ii) Non Domestic Company   | 2                      | 2,250,050              | 2,250,000                                    | 3.67  | 3.66              |
|               | iii) Clearing Members  | 63                     | 18,082                 | 18,082                                       | 0.03  | 0.03              |
|               | Sub Total B(2)   | 26,637                 | 7,806,059              | 6,850,281                                    | 12.73   | 12.70             |
|               | <b>Total Public Shareholding B(1) + B(2)</b>                                     | <b>26,752</b>          | <b>41,463,634</b>      | <b>40,502,986</b>                            | <b>67.63</b>  | <b>67.44</b>      |
|               | <b>Total (A) + (B)</b>   | <b>26,782</b>          | <b>61,307,683</b>      | <b>57,257,035</b>                            | <b>100.00</b>                                       | <b>99.72</b>      |
| (C)           | Shares held by Custodians and against which Depository Receipts have been issued | 2                      | 172,837                | 172,287                                      | xxx   | 0.28              |
|               | <b>Grand Total (A) + (B) + (C)</b>   | <b>26,784</b>          | <b>61,480,520</b>      | <b>57,429,322</b>                            | <b>xxx</b>  | <b>100.00</b>     |

#### G) Share Transfer/ Demat data as on 31st March, 2007

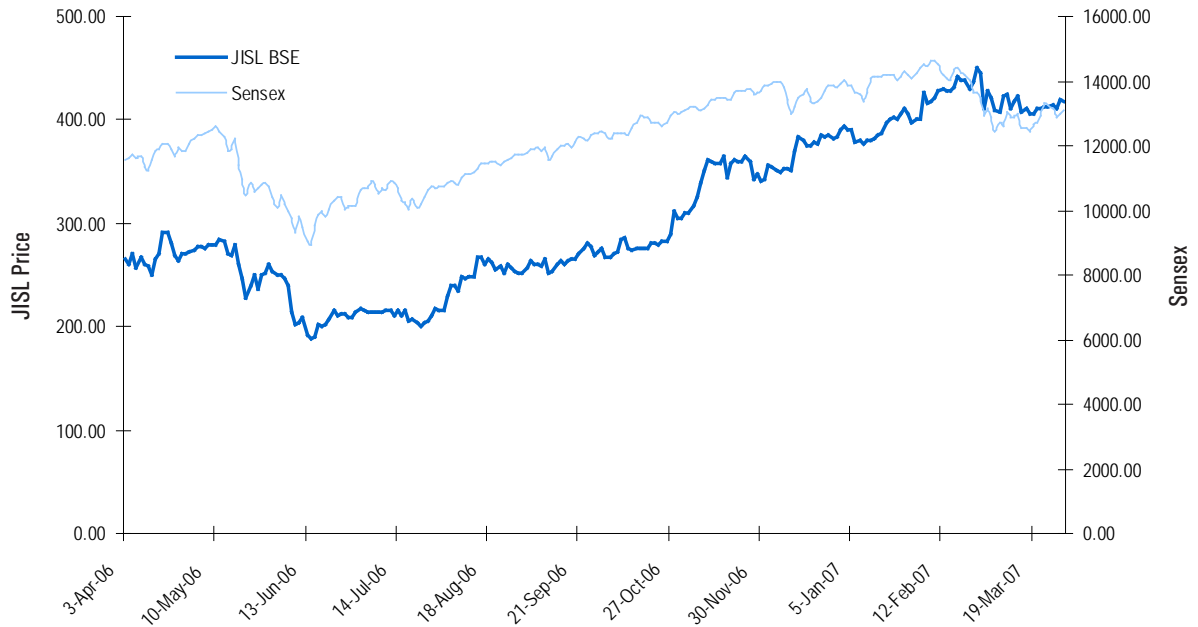
| Month        | Physical        |               | Demat (NSDL)   |                | Demat (CDSL)   |                  |
|--------------|-----------------|---------------|----------------|----------------|----------------|------------------|
|              | No. of Transfer | No. of Shares | No. of Request | No. of Shares  | No. of Request | No. of Shares    |
| April 06     | 36              | 1,827         | 93             | 22,946         | 38             | 3,023            |
| May          | 100             | 7,770         | 147            | 11,654         | 31             | 3,456            |
| June         | 47              | 2,297         | 96             | 11,886         | 43             | 3,177            |
| July         | 34              | 1,711         | 68             | 14,157         | 33             | 2,352            |
| August       | 24              | 1,106         | 86             | 4,840          | 29             | 1,681            |
| September    | 32              | 1,480         | 80             | 4,275          | 24             | 1,625            |
| October      | 33              | 1,935         | 55             | 65,513         | 27             | 1,885            |
| November     | 34              | 2,603         | 95             | 4,010          | 29             | 1,351,302        |
| December     | 67              | 3,678         | 122            | 6,917          | 45             | 3,157            |
| January 07   | 49              | 2,683         | 90             | 6,444          | 35             | 1,609,327        |
| February     | 32              | 1,649         | 67             | 4,421          | 30             | 4,029            |
| March        | 81              | 5,318         | 148            | 11,177         | 46             | 15,026           |
| <b>Total</b> | <b>569</b>      | <b>34,057</b> | <b>1,147</b>   | <b>168,240</b> | <b>410</b>     | <b>3,000,040</b> |

#### H) Physical & Dematerialisation of Shares as on 31st March, 2007

| Particulars         | No. of Shares     | %             |
|---------------------|-------------------|---------------|
| Physical            | 4,051,198         | 6.59          |
| Demat               |                   |               |
| NSDL                | 43,489,089        | 70.74         |
| CDSL                | 13,940,233        | 22.67         |
| <b>Total Demat</b>  | <b>57,429,322</b> | <b>93.41</b>  |
| <b>Total Equity</b> | <b>61,480,520</b> | <b>100.00</b> |

## I) Market Price Data:

### a) JISL Stock Price V/s Sensex Comparison:



### b) Stock Price Data (in Rs.):

| Month           | Stock Exchange, Mumbai |        | National Stock Exchange |        |
|-----------------|------------------------|--------|-------------------------|--------|
|                 | High                   | Low    | High                    | Low    |
| April, 2006     | 296.00                 | 246.00 | 297.00                  | 236.60 |
| May, 2006       | 290.00                 | 215.00 | 293.00                  | 212.10 |
| June, 2006      | 260.00                 | 177.20 | 262.00                  | 175.10 |
| July, 2006      | 222.90                 | 195.50 | 224.40                  | 195.10 |
| August, 2006    | 274.70                 | 213.25 | 277.35                  | 212.10 |
| September, 2006 | 284.25                 | 247.10 | 283.95                  | 246.00 |
| October, 2006   | 315.95                 | 264.00 | 318.70                  | 260.00 |
| November, 2006  | 376.30                 | 300.00 | 388.80                  | 300.00 |
| December, 2006  | 397.95                 | 339.90 | 395.00                  | 340.50 |
| January, 2007   | 420.00                 | 371.00 | 420.90                  | 363.00 |
| February, 2007  | 463.00                 | 394.05 | 463.00                  | 386.00 |
| March, 2007     | 443.00                 | 400.00 | 442.50                  | 390.00 |

### c) Sensex of BSE:

| Month           | High   | Low    |
|-----------------|--------|--------|
| April, 2006     | 12,102 | 11,008 |
| May, 2006       | 12,671 | 9,827  |
| June, 2006      | 10,627 | 8,799  |
| July, 2006      | 10,854 | 9,973  |
| August, 2006    | 11,794 | 10,646 |
| September, 2006 | 12,485 | 11,444 |
| October, 2006   | 13,076 | 12,261 |
| November, 2006  | 13,799 | 12,937 |
| December, 2006  | 14,035 | 12,802 |
| January, 2007   | 14,326 | 13,303 |
| February, 2007  | 14,724 | 12,801 |
| March, 2007     | 13,387 | 12,316 |



#### d) Trading of Shares (Rs. in Lacs)

| Month           | Stock Exchange, Mumbai |                   |                  | National Stock Exchange, Mumbai |                   |                  |
|-----------------|------------------------|-------------------|------------------|---------------------------------|-------------------|------------------|
|                 | No. of Transactions    | No. of Shares     | Rs. in Lacs      | No. of Transactions             | No. of Shares     | Rs. in Lacs      |
| April, 2006     | 22,168                 | 1,903,140         | 5,099.74         | 27,448                          | 2,404,406         | 6,383.93         |
| May, 2006       | 13,086                 | 1,525,510         | 3,989.74         | 17,037                          | 2,068,251         | 5,456.20         |
| June, 2006      | 10,806                 | 1,249,312         | 2,789.92         | 12,451                          | 1,870,783         | 4,334.72         |
| July, 2006      | 7,483                  | 1,035,591         | 2,203.97         | 9,310                           | 863,337           | 1,829.00         |
| August, 2006    | 13,046                 | 820,811           | 2,021.58         | 18,992                          | 970,508           | 2,416.48         |
| September, 2006 | 9,372                  | 1,693,279         | 4,452.39         | 10,231                          | 1,170,931         | 3,073.56         |
| October, 2006   | 6,973                  | 481,928           | 1,395.86         | 8,191                           | 412,327           | 1,198.80         |
| November, 2006  | 15,882                 | 2,584,971         | 8,821.45         | 22,616                          | 1,949,513         | 6,839.58         |
| December, 2006  | 4,645                  | 1,029,571         | 3,807.71         | 7,817                           | 763,071           | 2,851.87         |
| January, 2007   | 5,973                  | 1,706,631         | 6,957.85         | 9,616                           | 2,310,282         | 9,355.66         |
| February, 2007  | 20,151                 | 1,679,150         | 7,190.53         | 30,135                          | 1,981,991         | 8,610.36         |
| March, 2007     | 10,617                 | 1,366,217         | 5,730.65         | 18,333                          | 2,808,299         | 11,703.99        |
| <b>Total</b>    | <b>140,202</b>         | <b>17,076,111</b> | <b>54,461.39</b> | <b>192,177</b>                  | <b>19,573,699</b> | <b>64,054.15</b> |

#### J) Outstanding GDR's/ ADR's /Convertible instruments, conversion date and impact on Equity:

Out of a total of 13,48,300 European Depositary Receipts (EDR's) issued by the Company in 1994, represented by underlying Equity Shares all except 1,72,837 EDR's, represented by underlying Equity Shares have been cancelled and converted into underlying Equity Shares of Rs.10 each as on 31st March, 2007. However, the conversion into underlying Equity Shares does not impact the Share capital in any manner whatsoever.

The ratio is 2 EDRs = 1 Equity Share.

In terms of EGM resolution dated 31st January, 2006 u/s 81(1A) of the Companies Act, 1956 the Company has issued US\$ 60 million Zero Coupon Convertible Bonds due 2011. The Bonds are convertible at any time and after 28th April, 2006 up to the close of business on 28th February, 2011 by holders into fully paid Equity Shares at par value of Rs. 10 each at an initial conversion price of Rs. 345.59 per Share.

The Company has not received any notification for conversion of ZCCB up to 31st March, 2007.

In terms of EGM resolution dated 26th February, 2007 u/s 81(1A) of the Companies Act, 1956 the Company has allotted 25,00,000 Share Warrants of Rs. 10 each to certain persons of Promoters group at a premium of Rs. 388.50 per Share Warrant on preferential basis aggregating to Rs. 99,62,50,000/- on 13th March, 2007. The Share Warrant shall be convertible at the option of the holder of such Share Warrant at any time within 18 months from the date of allotment.

#### K) Shareholders queries received and replied during the year ended 31st March, 2007:

| Sr. No. | Nature of Complaints                        | Op. Balance | Received   | Resolved   | Balance  |
|---------|---|-------------|------------|------------|----------|
| 1       | Transfer/Transmission of Shares related     | -           | 25         | 25         | -        |
| 2       | Rectification in name on Share Certificates | -           | -          | -          | -        |
| 3       | Non payment of dividend                     | -           | 18         | 18         | -        |
| 4       | Non receipt of Interest/ Redemption         | -           | 2          | 2          | -        |
| 5       | Non receipt of TDS Certificates             | -           | -          | -          | -        |
| 6       | Non receipt of Annual Report                | -           | 1          | 1          | -        |
| 7       | Demat/Remat of Shares                       | -           | 39         | 39         | -        |
| 8       | Rejection of old Shares                     | -           | -          | -          | -        |
| 9       | Issue of Duplicate Shares                   | -           | -          | -          | -        |
| 10      | Loss of Share                               | -           | 2          | 2          | -        |
| 11      | Non receipt of new Shares                   | -           | 55         | 55         | -        |
| 12      | Others                                      | -           | 1          | 1          | -        |
|         | <b>Total</b>                                | <b>-</b>    | <b>143</b> | <b>143</b> | <b>-</b> |

#### L) Compliance:

a) **Capital Market Compliance:** There were no cases of non-compliance during the year with Stock Exchange where the Shares of the Company are listed, SEBI regulations or any other statutory Bodies nor any cases of penalties imposed by them for any non compliance related to the capital market during the last three years.



- b) **Compliance under Companies Act:** There were no cases of non-compliance of applicable provisions of Companies Act, 1956 nor any cases of penalties imposed by Department of Company Affairs or the Registrar of Companies or any other Statutory Bodies for any non compliance related to the Company Law provisions during the last three years.
- c) **Insider Trading Rules:** In terms of provisions of SEBI (Prevention of Insider Trading) Regulations, 2002, as amended, the Company has formulated a 'Code of internal procedure & conduct for prevention of insider trading' in shares of the Company. The code of conduct has been explained and circulated to the employees and is implemented by compliance officer who reports to the Managing Director.

#### **M) Means of Communication:**

- a) **Financial Results:** All financial results of your Company are forthwith communicated to stock exchanges (where Company's equity shares are listed) as soon as they are approved and taken on record by the Board of Directors of the Company. Further the results are published in leading Marathi newspaper circulated over Jalgaon District and leading financial newspaper published on an all India basis. These results are simultaneously posted on the website of Company and on Electronic Data Information Filing and Retrieval (EDIFAR). The website address of Company is <http://www.jains.com>.
- b) **Website:** The website of the Company [www.jains.com](http://www.jains.com) is regularly updated with the financial results, shareholding pattern, Press Release and other information.
- c) **Electronic data information filing and retrieval (EDIFAR)**  
The Company has been regularly filing the requisite information, statement and report on the EDIFAR website maintained by National Informatics Centre, on line, in the manner and format and within such time as specified by the SEBI.

#### **N) Additional Information:**

##### **i) Review of business of EGM held on 26th February, 2007**

| Sr. No. | Resolution No. | Particulars of Resolution                             | Review                                  |
|---------|----------------|---|---|
| 1       | 1              | Issue of Shares Warrants under Preferential allotment | Resolution passed as special resolution |

##### **ii) Review of business of Court Convened Meeting held on 25th January, 2007**

| Sr. No. | Resolution No. | Particulars of Resolution                                    | Review                        |
|---------|----------------|--|-------------------------------|
| 1       | 1              | Scheme of Amalgamation of Eurisko Agro Ltd with the Company. | Resolution passed unanimously |

Review of business of 19th Annual General Meeting held on 29th September, 2006:

##### **a) Ordinary Business:**

| Sr. No. | Resolution No. | Particulars of Resolution  | Review                        |
|---------|----------------|--|-------------------------------|
| 1       | 1              | Adoption of audited Accounts for the year ended 31st March, 2006               | Resolution passed unanimously |
| 2       | 2              | Declare dividend on various Preference Shares and Equity Shares of the Company | Adopted and Approved          |
| 3       | 3              | Appoint a Director in place of Mr. Ramesh C A Jain who retire by rotation      | Reappointed                   |
| 4       | 4              | Appoint a Director in place of Smt. Radhika C Periera who retire by rotation   | Reappointed                   |
| 5       | 5              | Re-appointment of M/S Dalal & Shah as Statutory Auditors of the Company.       | Reappointed                   |

##### **b) Special Business:**

| Sr. No. | Resolution No. | Particulars of Resolution   | Review                                   |
|---------|----------------|---|--|
| 1       | 6              | Mortgage of immovable properties of the Company                     | Resolution passed as ordinary resolution |
| 2       | 7              | Payment of Commission to Non Executive Directors                    | Resolution passed as Special resolution  |
| 3       | 8              | Amendment to Articles of Association of the Company                 | Resolution passed as special resolution  |
| 4       | 9              | Scheme of Arrangement of Orient Vegetexpo Limited with the Company. | Resolution passed as special resolution  |

#### **O) Nomination facility:**

Any Shareholder of the Company who wants to make a nomination may do so by submitting duly filled form No.2B for nomination .The nomination can be made by individuals only holding Shares on their own behalf singly or jointly. A holder of Shares can nominate a minor and in that event the name and address of the guardian shall be given by the holder. The nomination stands cancelled upon transfer of shares.

The intimation regarding nomination/nomination form shall be filed with Company or R & T Agent of the Company i.e. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East) Mumbai – 400072.



**P) Unclaimed dividends, Refund and interest amount:**

As per the provisions of section 205 C of the Companies Act, 1956 the following unclaimed dividends and interest amount have transferred to Investor Education and Protection Fund (IEPF):

**a) Unclaimed Dividend:**

| Sr. No. | Year     | Date of declaration | Amount (Rs.) | Date of Transfer to IE&PF |
|---------|----------|---------------------|--------------|---------------------------|
| 1       | 1994-95  | 30.09.95 (Equity)   | 275,671      | 27.01.2003                |
| 2       | 1995-96  | 30.09.96 (Equity)   | 320,875      | 11.11.2003                |
| 3       | 1995-96* | 26.08.96 (Equity)   | 112,530      | 17.10.2003                |
| 4       | 1995-96* | 26.08.96 (CCP)      | 31,616       | 17.10.2003                |

Erstwhile Jain Plastics & Chemicals Ltd.

**b) Unclaimed Refund amount of Erstwhile Jain Plastics & Chemicals Ltd.**

| Sr. No. | Year    | Date of declaration | Amount (Rs.) | Date of Transfer to IE&PF |
|---------|---------|---------------------|--------------|---------------------------|
| 1       | 1994-95 | 31.03.1995          | 177,000      | 27.01.2003                |

**c) Unclaimed Debenture Interest:**

| Sr. No. | Year    | Period ended | Amount due as on 31st Mar, 2007 (Rs.) | Amount Transferred to IE&PF | Due date for transfer into IE&PF | Date of Transfer into IE&PF |
|---------|---------|--------------|---------------------------------------|-----------------------------|----------------------------------|-----------------------------|
| 1       | 1992-93 | 30.12.1992   | -                                     | 255,792.26                  | -                                | 03.02.2003                  |
| 2       | 1993-94 | 30.06.1993   | -                                     | 94,739.76                   | -                                | 03.02.2003                  |
| 3       | 1993-94 | 31.12.1993   | -                                     | 107,926.42                  | -                                | 03.02.2003                  |
| 4       | 1994-95 | 30.06.1994   | -                                     | 125,180.46                  | -                                | 03.02.2003                  |
| 5       | 1994-95 | 31.12.1994   | -                                     | 128,967.03                  | -                                | 03.02.2003                  |
| 6       | 1995-96 | 30.06.1995   | -                                     | 91,716.85                   | -                                | 03.02.2003                  |
| 7       | 1995-96 | 31.12.1995   | -                                     | 107,182.31                  | -                                | 03.02.2003                  |
| 8       | 1996-97 | 30.06.1996   | -                                     | 99,515.73                   | -                                | 15.07.2003                  |
| 9       | 1996-97 | 31.12.1996   | -                                     | 123,284.93                  | 01.01.2004                       | 26.12.2003                  |
| 10      | 1997-98 | 30.06.1997   | -                                     | 120,991.44                  | 01.07.2004                       | 14.07.2004                  |
| 11      | 1997-98 | 31.12.1997   | -                                     | 890,836.46                  | 01.01.2005                       | 15.04.2005                  |
| 12      | 1998-99 | 30.06.1998   | -                                     | 786,822.77                  | 01.07.2005                       | 21.07.2005                  |
| 13      | 1998-99 | 31.12.1998   | -                                     | 544,837.61                  | 01.01.2006                       | 20.01.2006                  |
| 14      | 1999-00 | 30.06.1999   | -                                     | 497,336.65                  | 01.07.2006                       | 22.07.2006                  |
| 15      | 1999-00 | 31.12.1999   | -                                     | 271,439.00                  | 01.01.2007                       | 23.01.2007                  |
| 16      | 2000-01 | 07.06.2000   | 237,928.38                            | -                           | 08.06.2007                       | 04.07.2007                  |

**d) Unclaimed Debenture Redemption Amount:**

| Sr. No. | Redemption No | Due on     | Amount due as on 31st Mar, 2007 (Rs.) | Amount Transfer to IE&PF | Due date for transfer into IE&PF | Date of Transfer into IE&PF |
|---------|---------------|------------|---------------------------------------|--------------------------|----------------------------------|-----------------------------|
| 1       | 1st           | 07.06.1998 | -                                     | 4,015,248                | 08.06.2005                       | 20.06.2005                  |
| 2       | 2nd           | 07.06.1999 | -                                     | 3,770,344                | 08.06.2006                       | 26.06.2006                  |
| 3       | 3rd           | 07.06.2000 | 3,917,088                             | -                        | 08.06.2007                       | 03.07.2007                  |

**e) Unclaimed additional interest amount on PCDs for delayed period :**

| Sr. No. | Due on     | Amount due as on 31st Mar, 2007 (Rs.) | Due date for transfer into IE&PF | Date of Transfer into IE&PF |
|---------|------------|---------------------------------------|----------------------------------|-----------------------------|
| 1       | 20.08.2002 | 6,612,168.84                          | 21.08.2009                       | -                           |

The Company has requested the Debentureholders vide letter dated 28.03.2007 to surrender duly discharged Debenture Certificate(s) for claiming outstanding final interest and third and final redemption amount on 14% Partly Convertible Debentures on or before 31.05.2007. The unclaimed final interest and third and final redemption amount has been transferred to Investor Education and Protection Fund on 08.06.2007.

## NOTICE

Notice is hereby given that the 20th Annual General Meeting of the Company will be held on Thursday, 27th September, 2007 at the Registered Office of the Company at Jain Plastic Park, N.H. No. 6, Bambhori, Jalgaon – 425 001 at 11:00 AM 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, 2007 (including Balance Sheet as at 31st March, 2007 and Consolidated Balance Sheet as at 31st March, 2007, 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            | 89,78,190 4% Preference Shares of Rs. 100 each | 3,59,12,760*       |
| 2            | 1,25,000 1% Preference Shares of Rs. 100 each  | 1,25,000           |
| <b>Total</b> |  | <b>3,60,37,760</b> |

\* pro rata on amount paid up/outstanding for 5,00,000 Redeemable Preference Shares, and

- b) Equity Shares of Rs. 10 each (outstanding on Record Date for Dividend) of the Company at 20 % .
- 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.B.Jain, who retires by rotation and being eligible offers himself for reappointment as Director.

### Re-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. Dalal & Shah, Chartered Accountants, Mumbai, the retiring Auditors of the Company be and are hereby reappointed as Statutory Auditors of the Company upto the conclusion of the 21st Annual General Meeting on remuneration of Rs. 25 Lacs (Audit fees Rs. 21 Lacs, Tax Audit fees Rs. 3 Lacs and Limited Review fees Rs. 1 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 mortgaging / charging / hypothecating or otherwise creating an encumbrance (on such terms and conditions and in such form and manner, as it may think fit,) on the whole or substantially the whole of the Company’s undertakings, 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 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.”

- 7) 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 provisions of Section 293(1)(d) of the Companies Act, 1956 and other applicable provisions, if any, that the consent of the Company be and is hereby given to Board of Directors to borrow money(s) from time to time, such that the money borrowed together with all other outstanding loans (apart from temporary loans obtained from the Company’s Bankers in ordinary course of business), either from the Company’s Bankers and/or any one or more persons, Companies or Institutions, and by whatever name called or issue of Debentures on such terms and conditions as may be considered suitable by the Board of Directors, on the date of borrowing, may exceed the aggregate of paid up capital of the Company and its free reserves, upto an amount equivalent to 5 times the paid up capital and its free reserves, subject to an absolute monetary limit of Rs. 3,000 Crores at any given point in time.

By order of Board  
For Jain Irrigation Systems Ltd.

sd/-

A. V. Ghodgaonkar  
Company Secretary

Place: Mumbai  
Date: 22nd August, 2007

#### 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, 17th September, 2007 to Saturday, 29th September, 2007 (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.

## 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 (Currently at Rs. 500 crores but proposed to be increased as mentioned in item 7 of the Notice), other than working capital loans in ordinary course of business.

To borrow from 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 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 for reduction in cost of borrowings undertaken by the Company.

#### a) Financial facilities sanctioned:

| Sr. No. | Name of Lender   | Nature of Loan           | Amount (Rs. in Crores) | Charge   |
|---------|--|--------------------------|------------------------|--|
| 1.      | State Bank of India  | Fund/Non fund based      | 47.40                  | 2 <sup>nd</sup> Charge                           |
|         |  | Gold Card                | 15.00                  | 2 <sup>nd</sup> Charge                           |
|         |  | Term Loan                | 20.00                  | Corporate Guarantee                              |
| 2       | Union Bank of India  | Fund/Non fund based      | 23.08<br>20.00         | 2 <sup>nd</sup> Charge                           |
| 3       | Centurion Bank of Punjab Ltd   | Fund/Non fund based      | 11.30                  | 2 <sup>nd</sup> Charge                           |
| 4       | Development Credit Bank Ltd  | Fund/Non fund based      | 16.42                  | 2 <sup>nd</sup> Charge                           |
|         |  |                          | 9.00                   | 2 <sup>nd</sup> Charge                           |
|         |  |                          | 15.00                  | Exclusive Charge on specific assets              |
| 5       | Bank of Baroda   | Fund/Non fund based      | 19.75                  | 2 <sup>nd</sup> Charge                           |
|         |  | Exports Gold Card Scheme | 10.00                  | 2 <sup>nd</sup> Charge                           |
| 6       | State Bank of Indore   | Fund/Non fund based      | 6.40<br>10.00          | 2 <sup>nd</sup> Charge                           |
| 7       | Dena Bank  | Fund/Non fund based      | 5.96                   | 2 <sup>nd</sup> Charge                           |
|         |  | Exports Gold Card Scheme | 3.12                   | 2 <sup>nd</sup> Charge                           |
| 8       | UTI Bank Ltd   | Fund/Non fund based      | 4.30                   | 2 <sup>nd</sup> Charge                           |
| 9       | Canara Bank  | Fund/Non fund based      | 15.10                  | 2 <sup>nd</sup> Charge                           |
|         |  |                          | 7.50                   |  |
|         |  |                          | 10.00                  |  |
|         |  | Term Loan                | 0.56                   | Specific Assets                                  |
| 10      | Export Import Bank of India  | Term Loan                | 50.00                  | Subservient charge on Current and Movable Assets |
| 11      | Export Import Bank of India  | Term Loan                | 15.00                  | Subservient charge on Current and Movable Assets |
| 12      | Export Import Bank of India  | Term Loan                | 10.00                  | Subservient charge on Current and Movable Assets |
| 13      | Export Import Bank of India  | Term Loan                | 21.00                  | Subservient charge on Current and Movable Assets |
| 14      | Export Import Bank of India  | Term Loan                | 35.44                  | First charge on Current and Movable Assets       |
| 15      | Yes Bank Ltd   | Term Loan                | 20.00                  | Exclusive charge on specific assets              |
| 16      | Lehman Brothers Commercial Corporation Asia Limited and State Bank of India, Hong Kong | Term Loan Facility*      | \$15 mn*               | Exclusive Charge on specific assets financed     |
| 17      | International Finance Corporation  | Term Loan facility       | \$15 mn**              | Exclusive Charge on specific assets financed     |

\* Likely to be extended to \$50 mn shortly. \*\* Under Negotiation

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- Limits on the Borrowing Powers of the Board of Directors:

The provisions of Section 293(1)(d) of the Companies Act, 1956 require Shareholders permission for the Board of Directors ability to borrow beyond the Paid Up Capital and the free reserves for the time being. In the 14<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September 2001, the Shareholders had permitted the Board to borrow beyond the Paid Up Capital and the free reserves upto 5 times the Paid Up Capital and the free reserves for the time being subject to an absolute monetary limit of Rs.500 crores. The Company's Paid Up Capital and the free reserves have grown rapidly and stand at approx Rs. 616 crores on 30-06-2007, it is expected to grow further due to ZCCB conversion. Hence, the authority

dated 29<sup>th</sup> September 2001 given by the Shareholders is rendered practically redundant. Now the Directors recommend passing the resolution proposed at item-7 of the Notice to increase the absolute limit on borrowing powers of the Board to Rs.3,000 crores. In view of the rapid growth of Company in recent past and the growth plans for the medium term this limit is deemed good in medium term. The resolution proposed at Item-7 of Notice is only an enabling one.

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

For Jain Irrigation Systems Ltd.

sd/-

A. V. Ghodgaonkar  
Company Secretary

Place: Mumbai  
Date: 22nd August, 2007

**JAIN<sup>®</sup>****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: _____<br>(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): _____<br>(To be filled if the Proxy attends instead of the member) |

I hereby record my presence at the 20th Annual General Meeting at Jain Plastic Park, N.H.No.6, Bambhori, Jalgaon - 425001. of the Company on Thursday, 27th September 2007 at 11.00 AM.

\_\_\_\_\_  
Member's / Joint Member's / Proxy's Signature**JAIN<sup>®</sup>****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 20th Annual General Meeting of the Company to be held at Jain Plastic Park, N.H.No.6, Bambhori, Jalgaon - 425001. on Thursday, 27th September 2007 at 11.00 AM. and at any adjournment thereof.

Signed this \_\_\_\_\_ day of September 2007.

|                                       |
|---------------------------------------|
| Affix<br>Revenue<br>Stamp<br>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 :

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