



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of the **Shakti Pumps (India) Limited** (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“**e-voting**”), being provided by the Company to all its members to cast their votes electronically, pursuant to Section 108, 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with Rules, setting out the material facts and reasons relating to the resolutions proposed in this Postal Ballot Notice (“Notice”) is also attached.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed CS Manish Maheshwari (Membership No.: 5174, COP No. 3860), Proprietor of M/s. M. Maheshwari & Associates, Company Secretaries, Indore as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited (“**CDSL**”) as its agency for providing e-voting facility to its members. Only members as on Friday, October 04, 2024 (the “**Cut Off Date**”) are entitled to vote under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice for information purposes only.

The Postal Ballot Notice will also be placed on the website of the Company i.e. www.shaktipumps.com and on the website of CDSL.

In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet

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registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from the conclusion of the e-voting period to the stock exchanges in accordance with the Listing Regulations.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Managing Director or Company Secretary of the Company. The results of e-voting will be announced on or before Tuesday, November 12, 2024 and will be displayed on the Company's website www.shaktipumps.com and will also be communicated to the National Stock Exchange of India Limited, BSE Limited and Central Depository Services (India) Limited ("CDSL"). The Company will also display the results at the Registered Office of the Company.

The postal ballot results will be submitted within 2 (Two) working days from the conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

E-VOTING STARTS ON	E-VOTING ENDS ON
09:00 A.M. (IST) on Friday, October 11, 2024	05:00 P.M. (IST) on Saturday, November 09, 2024

SPECIAL BUSINESS:

Item No. 1: Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association:

To consider and if thought fit, to pass the following resolution **as an Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 13, 61 & 64 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and subject to such permissions, consents, approvals and sanctions as may be required from concerned statutory authorities, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs Only) equity shares of Rs.10/- (Rupees Ten only) each and 15,00,000 (Fifteen Lakhs) 15% Compulsory Convertible Preference Shares of Rs.100/- (Rupees Hundred Only) each to **Rs. 190,00,00,000/- (Rupees One Hundred Ninety Crore only) by creation of additional 15,00,00,000 (Fifteen Crore Only) equity shares of Rs.10/- (Rupees Ten only) each** and consequently, the existing Clause VII of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause VII:

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“VII. The Authorised Share Capital of the Company is Rs. 190,00,00,000/- (Rupees One Hundred Ninety Crore only) which consists of Rs. 175,00,00,000/- (Rupees One Hundred Seventy Five Crores only) Equity Capital divided into 17,50,00,000 (Seventeen Crore Fifty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and Rs.15,00,00,000/- (Rupees Fifteen Crore only) Preference Capital divided into 15,00,000 (Fifteen Lakhs) 15% Compulsory Convertible Preference Shares of Rs. 100/- (Rupees Hundred Only) each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and divide the shares in the capital for the time being into several classes and to attach therein respectively such preferential, qualified or 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 or abrogate any such rights, privileges or conditions in such manner as may for the times being be provided by the Articles of Association of the Company”.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 2: Issue of Bonus Shares:

To consider and if thought fit, to pass the following resolution **as an Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 63, 179 and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, as may be amended from time to time, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time and other statutory/regulatory authorities, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for Capitalisation of a sum not exceeding Rs. 100.20 Crore (Rupees One Hundred Crore Twenty Lakh only) out of securities premium account and/or general reserve and/or retained earnings of the Company, as may be

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considered appropriate for the purpose of issue and allotment of bonus equity shares of Rs. 10/- (Rupees Ten only) each credited as fully paid up to eligible members of the Company holding equity shares of Rs. 10/- (Rupees Ten only) each whose names appear in the Register of Members/Register of Beneficial Owners on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 5:1 i.e., 5 (Five) new fully paid up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (One) existing fully paid up equity share of Rs. 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid up equity shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the allotment of shares in Bonus Issue shall be made only in dematerialised form and in the case of Shareholders who hold Equity Shares in dematerialised form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participant(s) and in the case of Shareholders who hold Equity Shares in physical form, the Bonus Shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to the guidelines issued by SEBI, in this regard;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors/Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

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Item No. 3: Appointment of Mr. Ramakrishna Sataluri (DIN: 08903553) as Non-executive & Non-independent Director of the Company:

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, **Mr. Ramakrishna Sataluri (DIN: 08903553)** who was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive & Non Independent of the Company with effect from **October 07, 2024** in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Non-independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution”.

**By order of the Board of Directors
For Shakti Pumps (India) Limited**

Sd/-
Ravi Patidar
Company Secretary and
Compliance Officer
Membership No.: - ACS 32328

Place: Indore
Date: October 07, 2024

Registered Office:
Plot No. 401, 402 & 413 Sector III Industrial Area
Pithampur (M.P.) 454774
CIN: L29120MP1995PLC009327
Website: www.shaktipumps.com
Email: cs@shaktipumpsindia.com
Tel: +91 07292- 410552

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Corporate Office Address:

Plot No. C-04, Silver Spring, Phase-2,
Business Park, By-pass Road,
Opp D Mart, Indore (M.P.) India 452020
Tel. no: +91-731-3635000

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose name appear in the register of members/register of beneficial owners as received from Depositories as on as on cut-off date i.e. Friday, October 04, 2024 and whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on website of the Company i.e. www.shaktipumps.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of the Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.
3. Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to update their e-mail addresses by writing to the Company at cs@shaktipumpsindia.com along with the copy of the signed request letter mentioning their name, folio no. and address, self-attested copy of the PAN Card and self-attested copy of any document (e.g. Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their e-mail addresses with the relevant Depository Participant(s). In case of any queries/difficulties in registering the e-mail address, Members may write to cs@shaktipumpsindia.com.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, October 04, 2024 and only those Members whose names are recorded in the Register of Members/Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, October 04, 2024 will be entitled to cast their votes.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members/Beneficial Owners of the Company will be entitled to vote.
7. **The e-voting commences on Friday, October 11, 2024 at (09:00 A.M. IST) and ends on Saturday, November 09, 2024 at (05:00 P.M. IST) both days inclusive.** E-voting shall be disabled by CDSL at 05:00 P.M. on November 09, 2024. During this period, the Members of the Company holding equity shares either in physical form or dematerialized form, as on

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cut-off date i.e. Friday, October 04, 2024, may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

8. The Resolutions, if approved with requisite majority, shall be deemed to have been passed on the last date specified for the e-voting i.e. Saturday, November 09, 2024.
9. All the documents referred to in the accompanying Postal Ballot Notice and Statement under Section 102 of the Act, will be available for inspection in electronic mode. Members can inspect the same until the last date for receipt of votes by e-voting i.e. Saturday, November 09, 2024, by sending an e-mail to the Company at cs@shaktipumps.com.
10. The vote in this Postal Ballot cannot be exercised through proxy.
11. Any query/grievances relating to the postal ballot process may be addressed to the Company Secretary of the Company through email at cs@shaktipumpsindia.com.
12. **PROCEDURE FOR E-VOTING**

The Instructions and other information relating to e-voting are as under:

- A. The way to vote electronically on CDSL e-voting system consists of “Two Steps” which are mentioned below:
***Step 1 :** Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.*
***Step 2 :** Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.*
- B. The e-voting period begins on **Friday, October 11, 2024, at (09:00 A.M. IST) and ends on Saturday, November 09, 2024 at (05:00 P.M. IST)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, October 04, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- C. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.
- D. Pursuant to above said SEBI Circular, Login method for e-voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online

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	<p>for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-voting website of NSDL, Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990 and 1800224430

Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

E. Login method for Remote e-voting for **Physical shareholders and shareholders other**

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than individual holding in Demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (i) Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@shaktipumpsindia.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

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2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.1800 22 55 33.

SHAKTI PUMPS (INDIA) LIMITED

CIN : L29120MP1995PLC009327 | Web: www.shaktipumps.com | E-mail: info@shaktipumps.com, sales@shaktipumps.com
Corporate Office : Plot No. C-04, Silver Spring, Phase-2, Business Park, By-Pass Road, Opp D Mart, Indore-452020. (M.P.) INDIA. Tel.: +91 731 3635000
Regd./Factory Address : Plot No. 401, 402 & 413, Industrial Area, Sector - 3, Pithampur-454774, Dist. Dhar (M.P.) INDIA. Tel.: +91 7292 410500



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Businesses as set out in Item No. 1, 2 and 3 mentioned in the Notice: -

Item No. 1

Presently, the Authorized Share Capital of the Company is Rs. 40,00,00,000 (Rupees Forty Crores Only) which consist of Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) Equity Capital divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each and Rs.15,00,00,000/- (Rupees Fifteen Crores only) Preference Capital divided into 15,00,000 (Fifteen Lakhs) 15% Compulsory Convertible Preference Shares of Rs.100/- (Rupees Hundred Only) each.

In order to broaden the existing capital structure of the Company and to enable the Company to issue Bonus Shares, the Board of Directors of the Company at its Meeting held on Monday, October 7, 2024, has proposed to increase the Authorised Share Capital of the Company from Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs Only) equity shares of Rs. 10/- (Rupees Ten only) each and 15,00,000 (Fifteen Lakhs) 15% Compulsory Convertible Preference Shares of Rs.100/- (Rupees Hundred Only) each to Rs. 190,00,00,000/- (Rupees One Hundred Ninety Crore only) divided into 17,50,00,000 (Seventeen Crore Fifty Lakh only) Equity Shares of Rs.10/- (Rupees Ten only) each and 15,00,000 (Fifteen Lakhs) 15% Compulsory Convertible Preference Shares of Rs.100/- (Rupees Hundred Only) each ranking pari passu in all respect with the existing Equity Shares of the Company and accordingly alter the Authorised Share Capital in *Clause VII* of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause VII of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

The draft of the altered Memorandum of Association is available for inspection at the Corporate Office of the Company on any working day during business hours.

The Board of Directors commend the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

None of the Directors, Manager, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 1 of the Notice save and except to the extent of their respective interest as Shareholders of the Company, as applicable.

SHAKTI PUMPS (INDIA) LIMITED



Item No. 2

The Company, known for its consistent track record of dividend payout and wealth creation for its Shareholders, seeks to further enhance their value. In light of the trust vested in the management by Shareholders and the admirable performance of the Company for the financial year ended March 31, 2024, along with the accumulation of a substantial amount in its Securities Premium Account and/or general reserve and/or retained earnings of the Company. The Board of Directors of the Company proposes issuing Bonus Equity Shares through the capitalization of the securities premium account and/or general reserve and/or retained earnings of the Company, as may be considered appropriate.

Considering the above, the Board of Directors at its meeting held on Monday, October 7, 2024, after considering the available reserves, subject to the consent of the Shareholders of the Company and all other requisite approvals, permissions and sanctions, had approved and recommended to capitalize a sum not exceeding Rs. 100.20 Crore (Rupees One Hundred Crore Twenty Lakh only) standing to the credit of free reserves including Securities Premium Account and general reserve and retained earnings, for issuance of Bonus Shares in proportion of 5:1 i.e. 5 (Five) new fully paid up Equity Share of Rs. 10/- (Rupees Ten Only) each for every 1 (One) existing fully paid up Equity Share of Rs. 10/- (Rupees Ten Only) each to the eligible Shareholders of the Company whose names appear in the Register of Shareholders of the Company/List of Beneficial Owners on the 'Record Date'.

Article 59 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The issue of Bonus Shares, if approved by the Shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, Listing Regulations or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities if any (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force.

Issue of bonus equity shares of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 2 of this Postal Ballot Notice.

SHAKTI PUMPS (INDIA) LIMITED



The new Equity Shares of Rs. 10/- (Rupee Ten Only) each to be issued and allotted as Bonus Shares shall be issued in dematerialised form only and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid-up Equity Shares of the Company.

Members are requested to note that in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his / her / its demat account with a depository participant, to the Company / its Registrar and Transfer Agent on or before Thursday, October 31, 2024 to enable it to issue the bonus equity shares in dematerialised form.

With respect to the bonus shares of members holding equity shares in physical form who have not provided their demat account details to the Company, the said bonus shares shall be credited in dematerialised form to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account / trust account, shall remain frozen.

There will not be any fractional entitlement arising out of the issue of new bonus Equity Shares.

The Special Resolution, if passed, will have the effect of allowing the Board of Directors to offer, issue and allot Bonus Shares to those whose names appear in the Register of Shareholders of the Company on the Record Date, as decided by the Board or Management.

The Board of Directors commend the Ordinary Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

None of the Directors, Manager, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 2 of the Notice except to the extent of their shareholding, if any, in the Company.

Item No. 3

The Board at its meeting held on 07th October, 2024, on due recommendations of the Nomination and Remuneration Committee appointed **Mr. Ramakrishna Sataluri (DIN: 08903553)** as an Additional Director in the capacity of Non-executive & Non-independent Director on the Board of the Company, liable to retire by rotation.

SHAKTI PUMPS (INDIA) LIMITED



Mr. Ramakrishna Sataluri, aged about 60 years, has a Bachelor's degree in Science and Masters in Business Administration from Osmania University, Hyderabad. He attended key programs in strategy, Leadership and other business imperatives, at IIM (Ahmedabad), Ross Business School, Michigan & the Harvard Business School.

He is a seasoned and successful professional with an experience of 37 years in varied Industries, Geographies and functions. He has superannuated from Tata Power Solar Ltd in September'24 after working for two decades with the Tata Group.

During the 37 years, Ramakrishna Sataluri has a distinguished record in handling various leadership roles in Operations, Retail and Enterprise functions. With his strategic bent of mind, deep understanding of consumer & channel dynamics, building high performance teams and good communication skills, he has built a healthy business taking together all stakeholders.

The Company has received requisite consent and declarations from him in accordance with the provision of the Companies Act, 2013 ('the Act') and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ('SEBI Listing Regulations'). He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority. A notice in writing in the prescribed manner as required pursuant to Section 160 of the Act, as amended and the Rules made thereunder has been received by the Company, concerning the appointment of **Mr. Ramakrishna Sataluri** as a Non-executive & Non-independent Director of the Company.

As per the provisions of Sections 152 & 196 of the Act and the Rules thereunder, a Director can be appointed with the approval of the Members in the General Meeting. Accordingly, approval of the Members is sought for the appointment and remuneration of **Mr. Ramakrishna Sataluri** as a Director of the Company.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Details as required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, as applicable are provided hereunder as Annexure - I.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the members.

SHAKTI PUMPS (INDIA) LIMITED



Except **Mr. Ramakrishna Sataluri** and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested financially or otherwise.

**By order of the Board of Directors
For Shakti Pumps (India) Limited**

Sd/-

Ravi Patidar

Company Secretary and
Compliance Officer

Membership No.: - ACS 32328

Place: Indore

Date: October 07, 2024

Registered Office:

Plot No. 401, 402 & 413 Sector III Industrial Area

Pithampur (M.P.) 454774

CIN: L29120MP1995PLC009327

Website: www.shaktipumps.com

Email: cs@shaktipumpsindia.com

Tel: +91 07292- 410552

Corporate Office Address:

Plot No. C-04, Silver Spring, Phase-2,

Business Park, By-pass Road,

Opp D Mart, Indore. (M. P.) India 452020

Tel. no: +91-731-3635000

SHAKTI PUMPS (INDIA) LIMITED

CIN : L29120MP1995PLC009327 | Web: www.shaktipumps.com | E-mail: info@shaktipumps.com, sales@shaktipumps.com
Corporate Office : Plot No. C-04, Silver Spring, Phase-2, Business Park, By-Pass Road, Opp D Mart, Indore-452020. (M.P.) INDIA. Tel.: +91 731 3635000
Regd./Factory Address : Plot No. 401, 402 & 413, Industrial Area, Sector - 3, Pithampur-454774, Dist. Dhar (M.P.) INDIA. Tel.: +91 7292 410500



Annexure - I

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Ramakrishna Sataluri
Director Identification Number (DIN)	08903553
Designation / Category of Director	Director (Non-Executive & Non Independent)
Date of Birth	03/09/1964
Age	60 years
Date of first Appointment	07.10.2024
Qualifications	Bachelor's degree in Science and Masters in Business Administration from Osmania University, Hyderabad
Brief resume of the Director	He is a seasoned and successful professional with an experience of 37 years in varied Industries, Geographies and functions.
Terms & conditions of appointment / reappointment	Please refer to the Explanatory Statement forming a part of this Notice.
Details of remuneration last drawn, if applicable	Not Applicable
Relationship between Directors inter-se with other Directors and Key Managerial Personnel of the Company	None
Number of meetings of the Board of Directors attended during the FY 2023-24	Not Applicable
Name of the listed entities from which the person has resigned as a Director in the past three years	Not Applicable
Directorship in other Companies	TP Renewable Microgrid Limited*
Chairmanship/Membership of Committees in other Companies	Not Applicable
Shareholding in the Company including shareholding as a beneficial owner	None
Skills and capabilities required for the role and the manner in which such requirements are met	Please refer to the Explanatory Statement forming a part of this Notice.

* Resigned as on 30.09.24 due to superannuation.

SHAKTI PUMPS (INDIA) LIMITED