



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 20 and 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 the 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, March 14, 2025 (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, SEBI circulars and Regulation 44 of the Listing Regulations, as amended, this postal ballot notice is being sent only through Electronic mode to those members whose email addresses are registered with the Company/Depositories. The

SHAKTI PUMPS (INDIA) LIMITED



hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. 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 registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

In the event, that the Resolutions, as set out in the Notice, is assented to by the requisite majority by means of the remote e-voting process, it shall be deemed to have been passed as Special Business at the General Meeting convened on that behalf. The last date of e-voting shall be the date on which the Resolution would be deemed to have been passed if approved by the requisite majority.

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, April 22, 2025 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 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 Saturday, March 22, 2025	05:00 P.M. (IST) on Sunday, April 20, 2025

SPECIAL BUSINESS:

Item No. 1: Appointment of Mrs. Vandana Bhagavatula (DIN: 08352752) as Non-Executive Woman Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of Members of the Company be and is hereby accorded for appointment of

SHAKTI PUMPS (INDIA) LIMITED



Mrs. Vandana Bhagavatula (DIN: 08352752), who was appointed as an Additional cum Non-Executive Woman Independent Director of the Company by the Board of Directors with effect from 20th March, 2025 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Woman Independent Director, as an Non-Executive Woman Independent Director, not liable to retire by rotation, to hold office for a term of 5 consecutive years commencing from 20th March, 2025.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things as, in its absolute discretion, it may consider."

Item No. 2: Approval for power to borrow funds pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, not exceeding the limit of Rs. 2000 Crores.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, on such terms and conditions and with or without security from one or more Banks, Financial Institutions, NBFC and other persons, firms, bodies corporate or any other lending institutions, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the Paid up Capital of the Company, Free Reserves and Securities Premium (reserves not set apart for any specific purpose), provided that the total amount that may be borrowed by the Board of Directors (hereinafter referred to as 'the Board') and outstanding at any point of time, shall not exceed the limit of Rs. 2000 crores (Rupees Two Thousand Crores only).

RESOLVED FURTHER THAT the Board of Directors or such committee of Board (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

SHAKTI PUMPS (INDIA) LIMITED



Item No. 3: Approval for power to create charge on the assets of the company to secure borrowings upto Rs. 2,000 Crores pursuant to Section 180(1)(a) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of all earlier resolutions and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the rules notified thereunder and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to hypothecate / mortgage and/ or charge and / or encumber in addition to the hypothecations/mortgages and/or charges and/or encumbrances created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board of Directors (hereinafter referred to as ‘the Board’) may determine, all or any one or more of the immovable and/or movable properties and/or such other assets of the company wherever situated, both present and future, and / or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, in favour of any Banks, Financial Institutions, State Financial Corporations, Insurance Companies, Body Corporate, NBFC or persons, to secure all term loans/ Cash credit Facilities/debenture/ bonds (rupee Loan, commercial paper and/or foreign Currency loans/external commercial borrowing) already obtained or that may hereinafter be obtained from any of the lenders and all other monies payable to the respective lenders and/or agents and expenses thereon shall not at any time exceed upto Rs. 2000 crores (Rupees Two Thousand Crores only).

RESOLVED FURTHER THAT the Board of Directors or such committee of Board (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to finalize, settle, execute such documents, deeds, writings, papers and agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental.”

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

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

SHAKTI PUMPS (INDIA) LIMITED



Place: Indore
Date: March 20, 2025
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

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 cut-off date i.e. Friday, March 14, 2025 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, March 14, 2025 and only

SHAKTI PUMPS (INDIA) LIMITED



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, March 14, 2025 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 Saturday, March 22, 2025, at (09:00 A.M. IST) and ends on Sunday, April 20, 2025 at (05:00 P.M. IST)** both days inclusive. E-voting shall be disabled by CDSL at 05:00 P.M. on April 20, 2025. During this period, the Members of the Company holding equity shares either in physical form or dematerialized form, as on cut-off date i.e. Friday, March 14, 2025, 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. Sunday, April 20, 2025.
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. Sunday, April 20, 2025, by sending an e-mail to the Company at cs@shaktipumpsindia.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 **Saturday, March 22, 2025, at (09:00 A.M. IST) and ends on Sunday, April 20, 2025 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, March 14, 2025 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

SHAKTI PUMPS (INDIA) LIMITED



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:

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

SHAKTI PUMPS (INDIA) LIMITED



	<p>“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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online 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

SHAKTI PUMPS (INDIA) LIMITED



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
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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 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

SHAKTI PUMPS (INDIA) LIMITED



strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - k) 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.
 - 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

SHAKTI PUMPS (INDIA) LIMITED



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.
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



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 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 the Notice: -

ITEM NO. 1

The Board of Directors, on the recommendation of Nomination and Remuneration Committee approved the appointment of **Mrs. Vandana Bhagavatula (DIN: 08352752)**, as an Additional cum Non- Executive Woman Independent Director of the Company. The Board also approved the tenure of her office as Non-Executive Independent Director for a term of five consecutive years w.e.f March 20, 2025 in terms of the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to approval of Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Director requires approval of the members of the Company. The Company has received notice under Section 160 of the Act from Mrs. Vandana Bhagavatula proposing her candidature for the office of an Independent Director of the Company. The Company has also received from Mrs. Vandana Bhagavatula (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(1) and 164(2) of the Act, (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, (iv) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. Further, Mrs. Vandana Bhagavatula has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Vandana Bhagavatula has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The nomination and remuneration committee has considered her diverse skills in the field of auditing, taxation and valuation, expertise in strategic planning, business development & relationship management, as being some of the skills identified by the Board for an Independent Director. In view of the above, the nomination and remuneration committee and

SHAKTI PUMPS (INDIA) LIMITED



the Board are of the view that Mrs. Vandana Bhagavatula possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to appoint her as an independent director. In the opinion of the Board, Mrs. Vandana Bhagavatula is independent of the management.

Brief profile of Mrs. Vandana is as follows:

Mrs. Vandana Bhagavatula, is a Qualified Chartered Accountant and Information Systems Auditor with 25 years of expertise in Auditing, Taxation, Valuations, and Compliance. She possesses an Extensive expertise in Audits, Compliance, Taxation, and strategic planning. She was the Proprietor of VB & Associates, Director at Aneja Associates, and holds Senior position in Compliance team at HDFC Bank Ltd. Currently She is a freelance consultant, specializing in financial audits, regulatory compliance, and business strategy.

Mrs. Vandana Bhagavatula has no shareholding in the Company. She does not hold any directorship in any Company.

Except Mrs. Vandana Bhagavatula and her relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

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 recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

ITEM NO. 2

In terms of provisions of section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company shall not, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, except with the consent of the Shareholders in a general meeting, by way of Special Resolution borrow monies in excess of the aggregate of the paid up Capital of the Company, Free Reserves and Securities Premium, that is to say, reserves not set apart for any specific purpose.

With a view to meet the funds requirements of the Company for both short term as well as long term, the Company may borrow from time to time any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, on such terms and conditions and with or without security, it is therefore recommended by the Board of Directors of Company in the Board Meeting held on 20th March 2025 that the total amount that may be borrowed by the Board and outstanding at any point of

SHAKTI PUMPS (INDIA) LIMITED



time, shall not exceed the sum of Rs. 2000.00 Crores (Rupees Two Thousand Crores only).

Your Directors recommend for approval of the above resolution as **Special Resolution** as set out in item No. 2 of the Notice.

None of the Directors & Key managerial Personnel of the Company and their relatives are either directly or indirectly concerned or interested, in the proposed resolution. However, they are not interested otherwise in any manner in the aforesaid resolution.

ITEM NO. 3

For creation of security through mortgage or pledge or otherwise or through combination for securing the limits as may be sanctioned by the lenders, for the secure all term loans/Cash credit Facilities/debenture/bonds (rupee Loan, commercial paper and/or foreign Currency loans/external commercial borrowing) already obtained or that may hereinafter be obtained from any Banks, Financial Institutions, State Financial Corporations, Insurance Companies, Body Corporate, NBFC or persons, the Company would be required to secure all or any of the movable and immovable properties of the Company present and future.

Section 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not, without the consent of Shareholders in general meeting, mortgage, and/or create charge on all or anyone or more of the movable and/or immovable, tangible and/or intangible properties and/or the whole or part of any of the undertaking of the Company or such other assets of the company wherever situated both present and future and pledge of shares /investment held by the Company hence the Board of Directors of Company in the Board Meeting held on 20th March 2025 has recommended to create charge on the assets of the company to secure borrowings up to Rs. 2,000 Crores pursuant to section 180(1)(a) of the Companies act, 2013 and it is necessary for the members to pass a resolution.

Your Directors recommend for approval of the above resolution as **Special Resolution** as set out in item No. 3 of the Notice.

None of the Directors & Key managerial Personnel of the Company and their relatives are either directly or indirectly concerned or interested, in the proposed resolution. However, they are not interested otherwise in any manner in the aforesaid 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

SHAKTI PUMPS (INDIA) LIMITED



Place: Indore
Date: March 20, 2025

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	Mrs. Vandana Bhagavatula
Director Identification Number (DIN)	08352752
Designation / Category of Director	Woman Independent Director (Non-Executive & Independent)
Date of Birth	21/05/1967
Age	57 years
Date of first Appointment	20/03/2025
Qualifications	Fellow Chartered Accountant and Bachelor of Commerce
Experience/Brief Profile and Expertise including nature of expertise in specific functional areas	Qualified Chartered Accountant and Information Systems Auditor with 25 years of expertise in Auditing, Taxation, Valuations, and Compliance. Extensive expertise in Audits, Compliance, Taxation, and strategic planning.
Terms & conditions of appointment	Mrs. Vandana Bhagavatula is proposed to appointed as Independent Director for a first term of 5 consecutive years with effect from March 20, 2025 subject to approval of shareholders.
Details of remuneration last drawn, if applicable	Not Applicable
Remuneration Payable	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board and Committee meetings attended and reimbursement of expenses incurred for attending the meeting.
Relationship between Directors inter-se with other Directors and Key Managerial Personnel of the Company	No relation with other Directors, Manager and KMPs of the Company.
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	Nil
Chairmanship/Membership of Committees in other Companies	Not Applicable

SHAKTI PUMPS (INDIA) LIMITED



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.

SHAKTI PUMPS (INDIA) LIMITED

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