



# SHAKTI PUMPS (INDIA) LIMITED

Registered Office: Plot No 401, 402, and 413 Sector No. III Industrial Area  
Pithampur -454775 Dist. Dhar M.P.

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-ordinary General Meeting of **SHAKTI PUMPS (INDIA) LIMITED** will be held on **Wednesday, 30th November, 2011** at the Registered Office of the Company at 401 402&413 INDUSTRIAL AREA SECTOR-III, PITHAMPUR DIST-DHAR – 454775 (M P) at 10 00 A.M to transact the following business:-

### Special Business

- To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:  
**RESOLVED THAT** in compliance with the directions issued by the Bombay Stock Exchange Limited, Mumbai vide their letter bearing number **DCS/PREF/RD/FIP/11- 12 issued dated 19th September, 2011**, the consent of the members of the company be and is hereby accorded for comprehensive ratification in letter and spirit, of the special resolution passed by the members of the company in their **Extra Ordinary General Meeting held on 12th July 2011** in terms of the provisions of Section 81 (1A) and all other applicable provisions of the Companies Act, 1956 together with the applicable provisions of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) Listing Agreement with the Stock Exchanges and other extant and applicable laws, rules and regulations  
**RESOLVED FURTHER THAT** in accordance with the aforementioned, the post facto consent of the members of the Company be and also is hereby deemed as accorded, ratifying the authorized action of the Board of Directors of the Company pertaining to issuance and allotment of 8,77,193 (Eight Lacs Seventy Seven Thousand One Hundred ninety three) Equity Shares of Rs 10/- each at a premium of Rs 47/- per share aggregating Rs 5,00,00,001/- (Rupees Five Crores One only) to all such natural and artificial persons, details of which are as placed with the Explanatory Statement forming part of this resolution, on preferential basis in the manner and on the terms and conditions already decided by the Board in this behalf after obtaining the necessary authorization from the members of the company in this respect through the special resolution passed in their Extra Ordinary General Meeting held on 12th July 2011  
**AND RESOLVED THAT** for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary proper or desirable including settling any question, difficulty or doubt that may arise in regard

By Order of the Board

Place : Pithampur  
Date : 19th October, 2011

Dinesh Patidar  
(Chairman cum Managing Director)

### Notes

- A member entitled to attend and vote at this EGM may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a Member of the Company Proxies, in order to be effective must be received at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the EGM
- The explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business set out above, is annexed hereto.
- Members are requested to notify immediately any change in their addresses, to the Company and those who are holding their shares in depository mode are requested to notify to their respective Depository Participants (DPs)
- Members are requested to bring the Notice of EGM to the Meeting. Members are requested to bring the attendance slip with them duly filled in and hand over the same at the entrance of the meeting hall.

### Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated 19th October, 2011 and shall be taken as forming part of the notice

### ITEM NO.1

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice dated 19th October, 2011 and the same shall form part of the notice.

The Members of the Company, by passing a special resolution in the Extra Ordinary General Meeting on 12th July, 2011, had authorized the Board of Directors of the company for issuance and allotment 8,77,193 (Eight Lacs Seventy Seven Thousand One Hundred ninety three) Equity Shares of Rs 10/- each at a premium of Rs 47/- per share aggregating Rs. 5,00,00,001/- (Rupees Five Crores One only) to all such natural and artificial persons, whose details are provided hereunder, on preferential basis in the manner and on the terms and conditions already decided by the Board in this behalf in compliance with the provisions of Section 81 (1A) and all other applicable provisions of the Companies Act, 1956, Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) Listing Agreement with the Stock Exchanges and other extant and applicable laws, rules and regulations.

As you are aware that the aforesaid 8,77,193 Equity Shares of the Company have so far not been enlisted by the Stock Exchanges. During the sequel discussions with the Bombay Stock Exchange, it was given to understand that the Company has made allotment on 28th July 2011 after 15 days from the date of passing of Special Resolution and In principal approval under Clause 24(a) of the Listing Agreement was issued by the Exchange on the date of EGM i.e 12th July 2011 and hence, the matter of enlistment has not been considered by the BSE. Therefore, it now calls for complete compliance by the company to enable BSE to consider our aforesaid matter of Listing. Letter signifying the aforesaid deficiency was issued to the company by BSE on 19th September 2011 bearing number DCS/PREF/RD/FIP/11-12

Therefore, to makeover the deficiency, your Board furnishes the followings and recommends it for your needful approval. However, none of the Directors may please be deemed, in any way, as concerned or interested in the resolution

### Introduction

To meet the funds requirement for the proposed capital expansion plan as stated above, it is proposed to raise finances through issue of 8,77,193 Equity Share of Rs.10/- each are being offered at a premium of Rs. 47/- (Rupees Forty Seven only) per equity shares on a preferential basis to Promoters / including Persons Acting in Concert with them (PAC) and Other Investors or Select Group of Persons

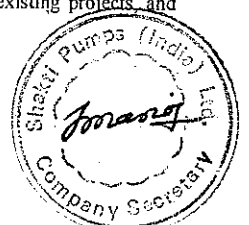
The following disclosure is made by the Company in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

### The object of the issue:

To finance the proposed capital expenditure plans and also to meet the fund requirement including but not limited to investment for meeting its long-term business requirements, funding ongoing capital expenditure plans, meeting working capital requirements for the proposed / existing projects, and to meet issue related expenditure.

### Intention of the Promoters / PAC / Directors / Key Management Persons to subscribe to the offer:

None of the Promoters/Directors/Key management persons intends to subscribe to this offering



Shareholding pattern before and after the offer:

Category of the Shareholders	Pre-issue-as on 10 <sup>th</sup> June, 2011		Post-issue	
	Total number of shares	% age of share holding	Total number of shares	% age of share holding
Shareholding of Promoter and Promoter Group				
Indian				
Individual/Hindu undivided Family	6178000	46.92	6178000	44
Central Government/ State Government(s)				
Bodies Corporate				
Financial Institutions/Bank				
Sub Total (A)(1)	6178000	46.92	6178000	44
Foreign				
Individuals (Non-Residents)				
Individuals/Foreign Individuals)				
Bodies Corporate				
Institutions				
Sub Total (A)(2)	Nil		Nil	
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	6178000	46.92	6178000	44
Public Shareholding				
Institutions				
Mutual Funds/UTI				
Financial Institutions/ Banks	720800	5.47	1597993	11.38
Central Government/ State Government(s)				
Venture Capital Funds				
Insurance Companies				
Foreign Institutional Investors				
Foreign Venture Capital Investors				
Foreign Financial Institutions/ Banks				
Sub-Total (B)(1)	720800	5.47	1597993	11.38
Non Institutions				
Bodies Corporate	2904272	22.06	2904272	22.06
Bodies Corporate Broker	18959	0.14	18959	0.13
Individuals	3204227	24.34	3204227	22.82
Non-Resident Individuals				
Any Other-Overseas Corporate Body				
Bodies Corporate				
Directors & their relatives				
NRIs	76461	0.58	76461	0.54
Clearing Members	63881	0.49	63881	0.45
Hindu Undivided Family				
Foreign Corporate Bodies				
Sub-Total (B)(2)	6988600	53.08	6988600	49.76
Total Public Shareholding (B)=(B)(1)+(B)(2)	6988600	53.08	7865793	56
TOTAL (A)+(B)	13166600	100	14043793	100
Shares held by Custodians and against which Depository Receipts have been issues				
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>13166600</b>	<b>100</b>	<b>14043793</b>	<b>100</b>

Note:-

1) The above shareholding pattern has been prepared on the basis of shareholdings as on 10th June, 2011

➤ Identity of the proposed allottees and percentage of post issue capital that may be held:

The percentage of the post-preferential issue capital held by the proposed allottee assuming full conversion of warrants into fully paid equity shares is as under:

Sl. No.	Name of the Proposed Allottee	Category	Pre-Issue no. of Equity Shares	Post Issue on Equity Shares	% of Holding
1.	Green India Venture Fund	QIB	720800	1597993	11.38

The proposed allottee(s) has not sold any shares during the 6 months period prior to the relevant date.

➤ The aforementioned allotment shall be subject to lock-in provisions contained in SEBI (ICDR 2009) Guidelines, for the time being in force

➤ Change in the Control or Composition of the Board

There will neither be any change in the composition of the Board nor any change in the Control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment

➤ Issue price and relevant date:

It is proposed to issue, offer and allot up to 8,77,193 Equity shares on preferential basis to the Qualified Institutional Buyer- IFCI Venture Capital Funds Limited ("IFCI Venture") under Trust Fund viz Green India Venture Fund (GIVF) at a price of Rs.57/- which includes a premium of Rs.47/- per share, which is in accordance with the SEBI (ICDR 2009) Guidelines, and for the purpose of the above guidelines the relevant date is 31st October, 2011

➤ Auditors' Certificate:

A copy of the certificate of the Company's Statutory Auditor as per SEBI guidelines shall be placed before the Shareholders at the Extra-ordinary General Meeting

➤ Shareholders Consent:

Pursuant to the provisions of Section 81(A) of Companies Act, 1956, any offer or issue of shares in a company to persons other than the holders of the equity shares of a company requires prior approval of the shareholders in general meeting by a Special Resolution.

Accordingly Directors recommend the special resolution as set out in Item no 1 of the Notice submitted to the Meeting.

➤ Inspection of documents

The documents referred to in the notice and a copy of the Memorandum and Articles of Association of the Company will be available for inspection at the registered office of the Company on any working day between 11:00 a.m. and 1:00 p.m. and will also be available for inspection at the Extra-ordinary General Meeting

The proposed resolution is therefore, recommended for your approval.

None of the Directors of the Company is, in any way concerned or interested in the said resolutions

By Order of the Board

Dinesh Patidar

(Chairman cum Managing Director)

Place : Pithampur  
Date : 19th October, 2011



(2)

SHAKTI PUMPS [INDIA] LIMITED

Registered Office: Plot No. 401,402, & 413 Sector III Industrial Area, Pithampur – 454774 Dist. Dhar M.P.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID*	
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FOLIO NO.	
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CLIENT ID*	
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NAME & ADDRESS OF THE SHAREHOLDERS -----  
----- No. OF SHARE HELD-----

I hereby record my presence at the EXTRA-ORDINAR GENERAL MEETING of the Company to be held at, Registered Office: Plot No. 401,402, & 413 Sector III Industrial Area, Pithampur – 454774 Dist. Dhar M.P. on Wednesday, 30<sup>th</sup> November,2011 at 10.00A.M.

\*Applicability for investor holding shares in electronic form

\*\* Strike out whichever is not applicable

SIGNATURE OF SHAREHOLDER'S OF PROXY\*\*

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SHAKTI PUMPS [INDIA] LIMITED

Registered Office: Plot No. 401,402, & 413 Sector III Industrial Area, Pithampur – 454774 Dist. Dhar M.P.

PROXY FORM

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEEETING HALL

DP ID*	
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FOLIO NO	
----------	--

CLIENT ID*	
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I/We -----of-----in the district of,-----

----- Being a member of Shakti Pumps (India) Limited, hereby appoint -----

--- of -----in the district of----- (or failing him) -----

-----of----- in the district of -----

as my/our proxy to attend and vote for me/us and on my/our behalf at the EXTRA-ORDINARY GENERAL MEETING of the Company to be held at the Registered Office of the Company at Plot No. 401,402, & 413 Sector III Industrial Area, Pithampur – 454774 Dist. Dhar M.P. on Wednesday, 30<sup>th</sup> November,2011 at 10.00 A.M. and at any adjourned thereof.

AS WITNESS my hand / our hands this-----day of-----2011.

\*Applicability for investor holding shares in electronic form.

Re 1  
revenue  
stamp

SIGNATURE

BOOK-POST

TO,

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*If Undelivered please return to*

SHAKTI PUMPS [INDIA] LIMITED

Registered Office: Plot No. 401,402, & 413 Sector III Industrial Area, Pithampur – 454774 Dist. Dhar M.P.

